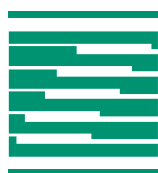


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浙 江 玻 璃 股 份 有 限 公 司

ZHEJIANG GLASS COMPANY, LIMITED

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 739)

**NOTICE OF ANNUAL GENERAL MEETING
NOTICE OF H SHAREHOLDERS CLASS MEETING
NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

NOTICE IS HEREBY GIVEN that the following meetings of Zhejiang Glass Company, Limited (“**Company**”) will be held at the Conference Room, Zhejiang Glass Company, Limited, Yangxunqiao Township, Shaoxing County, Zhejiang Province, the PRC on Tuesday, 30 June 2009 to consider:

- (1) the annual general meeting (“**AGM**”) will be held at 10:00 a.m.;
- (2) the class meeting for holders of H shares of the Company (“**H Shareholders Class Meeting**”) will be held at 10:30 a.m. or immediately as soon as the conclusion of the AGM as stated in (1) above or the adjournment thereof; and
- (3) the class meeting for holders of domestic shares of the Company (“**Domestic Shareholders Class Meeting**”) will be held at 11:00 a.m. or immediately as soon as the conclusion of the aforesaid class meeting as stated in (2) above or the adjournment thereof.

These meetings are to be held for the following purposes:

AGM

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (“**Board**”) of the Company for the year ended 31 December 2008.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008.
3. To consider and approve the financial report of the Company for the year ended 31 December 2008 audited by the Company’s international auditors, PricewaterhouseCoopers, Hong Kong, Certified Public Accountants, in accordance with the accounting principles generally accepted in Hong Kong.
4. To consider and approve the financial report of the Company for the year ended 31 December 2008 audited by the Company’s domestic auditors, PricewaterhouseCoopers, Zhong Tian CPAs Limited, in accordance with the accounting principles generally accepted in the PRC.
5. To consider and approve, in separate resolutions, (a) the resignation of Mr Gao Huojin from the office of an executive Director, and (b) the resignation of Mr Xie Yong from the office of a non-executive Director, all with effect from the conclusion of the AGM.
6. To consider and approve, in separate resolutions, (a) the appointment of Mr Zhang Shutao as an executive Director; and (b) the appointment of Ms Chen Rong as a non-executive Director, all with effect from the conclusion of the AGM until the date of the annual general meeting of the Company to be held in 2010.
7. To consider and authorise the Board (the authority of which can be delegated to the remuneration committee of the Company) to fix the remuneration of the Directors and the supervisors of the Company for the year ending 31 December 2009.

8. To consider and approve the allocation of profit for the year ended 31 December 2008.
9. To consider and approve the re-appointment of PricewaterhouseCoopers, Hong Kong and PricewaterhouseCoopers Zhong Tian CPAs Limited as the international and domestic auditors of the Company, respectively, for the year ending 31 December 2009, and to authorise the Board to fix the remuneration thereof.

AGM

SPECIAL RESOLUTIONS

10. To consider and, if thought fit, pass the following as a special resolution:

“THAT:

- (a) subject to paragraphs (c) and (d) below and subject to all applicable laws, rules and regulations and/or requirements of the governmental or regulatory body of securities in the PRC, The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the Board be and they are hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to allot, issue and deal with new shares of the Company during the Relevant Period (as defined in paragraph (e) below);
- (b) the authority granted under paragraph (a) above shall authorise the Board to make an offer or agreement or grant an option during the Relevant Period which would or might require the new shares of the Company to be allotted and issued either during or after the end of the Relevant Period;
- (c) the aggregate nominal value of the new shares of the Company allotted or agreed to be allotted (whether pursuant to an option or otherwise) by the Board pursuant to the authority granted under paragraphs (a) and (b) above (otherwise than pursuant to a conversion of capital reserve funds into registered capital in accordance with the articles of association (“**Articles of Association**”) of the Company) shall not exceed 20% of the aggregate nominal value of the shares in issue of the Company at the date of passing of this resolution;

- (d) the authority granted under paragraph (a) above shall be conditional upon the approvals of the China Securities Regulatory Commission, the State Council of the PRC and/or (if appropriate) any other regulatory authorities as required by the laws, rules and regulations of the PRC being obtained by the Company and the Rules Governing the Listing of Securities on the Stock Exchange;
- (e) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
 - (ii) the date on which the authority set out in this special resolution is revoked or varied by a special resolution of the members of the Company in any general meeting; and
- (f) subject to the Listing Committee of the Stock Exchange granting or agreeing to grant listing of and permission to deal in the new shares proposed to be issued by the Company and (if required) the approval of all relevant governmental authorities in the PRC for the issue and allotment of and dealing in such new shares of the Company being granted, the Board be and it is hereby authorised to:
 - (i) make such corresponding amendments to the Articles of Association as it thinks fit so as to change the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to allot, issue and deal with the new shares of the Company as conferred under paragraph (a) above; and
 - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.”

11. To consider and, if thought fit, pass the following as a special resolution:

“THAT:

- (a) subject to paragraphs (b) and (c) below and subject to all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (“**PRC**”), The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the board (“**Board**”) of directors (“**Directors**”) of the Company be and it is hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to repurchase the overseas listed foreign shares of RMB1 each in issue in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars (“**H Shares**”) on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);
- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the authority granted under paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the exercise of the authority granted under paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph 11 (except for this sub-paragraph (c)(i)) at each of the class meeting for holders of domestic shares of the Company and the class meeting for holders of H Shares, both to be held on the date of the AGM as convened by this notice (or on such adjourned date as may be applicable);
 - (ii) the approvals of State-owned Assets Supervision and Administration Commission of the State Council and State Administration of Foreign Exchange of the PRC (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained by the Company; and

- (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in article 28 of the articles of association (“**Articles of Association**”) of the Company;
- (d) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
 - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of domestic shares of the Company at their respective class meetings; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be and it is hereby authorised to:
 - (i) make such corresponding amendments to the Articles of Association as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to repurchase any H Shares of the Company as conferred under paragraph (a) above; and
 - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.”

12. To transact any other business.

H SHAREHOLDERS CLASS MEETING

To consider and, if thought fit, pass the following as a special resolution:

“**THAT:**

- (a) subject to paragraphs (b) and (c) below and subject to all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (“**PRC**”), The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the board (“**Board**”) of directors (“**Directors**”) of the Company be and it is hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to repurchase the overseas listed foreign shares of RMB1 each in issue in the share capital of the Company (“**H Shares**”) on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);
- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the authority granted under paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the exercise of the authority granted under paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the annual general meeting and the class meeting for holders of domestic shares of the Company, both to be held on the date of the class meeting for holders of H Shares as convened by this notice (or on such adjourned date as may be applicable);

- (ii) the approvals of State-owned Assets Supervision and Administration Commission of the State Council and State Administration of Foreign Exchange of the PRC (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained by the Company; and
 - (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in article 28 of the articles of association (“**Articles of Association**”) of the Company;
- (d) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
 - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of domestic shares of the Company at their respective class meetings; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be and it is hereby authorised to:
 - (i) make such corresponding amendments to the Articles as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to repurchase any H Shares of the Company as conferred under paragraph (a) above; and
 - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.”

DOMESTIC SHAREHOLDERS CLASS MEETING

To consider and, if thought fit, pass the following as a special resolution:

“**THAT:**

- (a) subject to paragraphs (b) and (c) below and subject to all applicable laws, standards, system and/or requirements of the governmental or regulatory body of securities in the People’s Republic of China (“**PRC**”), The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or of any other governmental or regulatory body, the board (“**Board**”) of directors (“**Directors**”) of the Company be and it is hereby authorised to exercise, whether by a single exercise or otherwise, all the powers of the Company to repurchase the overseas listed foreign shares of RMB1 each in issue in the share capital of the Company (“**H Shares**”) on the Stock Exchange during the Relevant Period (as defined in paragraph (d) below);
- (b) the aggregate nominal value of H Shares authorised to be repurchased pursuant to the authority granted under paragraph (a) above during the Relevant Period (as defined in paragraph (d) below) shall not exceed 10% of the aggregate nominal value of H Shares in issue of the Company as at the date of passing of this resolution;
- (c) the exercise of the authority granted under paragraph (a) above shall be conditional upon:
 - (i) the passing of a special resolution on the same terms as the resolution set out in this paragraph (except for this sub-paragraph (c)(i)) at each of the annual general meeting and the class meeting for holders of H Shares, both to be held on the date of the class meeting for holders of domestic shares of the Company as convened by this notice (or on such adjourned date as may be applicable);
 - (ii) the approvals of State-owned Assets Supervision and Administration Commission of the State Council and State Administration of Foreign Exchange of the PRC (or their respective successor authorities) and/or (if appropriate) any other regulatory authorities as required by the laws, standards and system of the PRC being obtained by the Company; and

- (iii) the Company not being required by any of its creditors to repay or to provide guarantee in respect of any amount due to any of them (or if the Company is so required by any of its creditors, the Company in its absolute discretion having repaid or provided guarantee in respect of such amount) pursuant to the notification procedure set out in article 28 of the articles of association (“**Articles of Association**”) of the Company;
- (d) for the purpose of this special resolution, “**Relevant Period**” means the period from the passing of this special resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting following the passing of this special resolution; and
 - (ii) the date on which the authority conferred by this special resolution is revoked or varied by a special resolution of the shareholders of the Company in any general meeting or by a special resolution of holders of H Shares or holders of domestic shares of the Company at their respective class meetings; and
- (e) subject to approval of all relevant governmental authorities in the PRC for the repurchase of such H Shares being granted, the Board be and it is hereby authorised to:
 - (i) make such corresponding amendments to the Articles as it thinks fit so as to reduce the registered capital of the Company and to reflect the new capital structure of the Company upon the exercise of the authority to repurchase any H Shares of the Company as conferred under paragraph (a) above; and
 - (ii) file the amended Articles of Association with the relevant governmental authorities of the PRC.”

By Order of the Board
Zhejiang Glass Company, Limited
Feng Guangcheng
Chairman

Zhejiang Province, the People’s Republic of China, 15 May 2009

Notes:

1. Closure of register of members and eligibility for attending the EGM

Holders of H shares of the Company (“**H Shares**”) are advised that the register of members will be closed from Monday, 1 June 2009 to Tuesday, 30 June 2009 (both days inclusive), during which time no transfer of H shares will be effected. Holders of the H Shares and domestic shares of the Company (“**Domestic Shares**”) whose names appear on the register of members of the Company at the close of business on 29 May 2009 are entitled to attend the AGM and the class meetings for the year ended 31 December 2008. Transfers of H Shares must be lodged with the Company’s branch share registrar in Hong Kong (“**H Share Registrar**”), Computershare Hong Kong Investor Services Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, by 4:00 p.m. on Friday, 29 May 2009 in order to entitle the transferee to attend the AGM and the class meeting for holders of H Shares.

2. Notice of attendance

Shareholders who intend to attend the AGM and the class meetings in person or by proxy should complete and lodge the accompanying notice of attendance and return it to, for holders of H Shares, the Company’s H Share Registrar, or for holders of Domestic Shares, the Company’s registered address, on or before Wednesday, 10 June 2009. The notice of attendance may be delivered by hand, by post or by fax to the Company’s H Share Registrar, or to the Company’s registered address (as may be applicable). Completion and return of the notice of attendance do not affect the right of a shareholder to attend the AGM or the class meetings. However, a failure to return the notice of attendance may result in an adjournment of the AGM or the class meetings, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the AGM or the class meetings by the notice of attendance does not reach more than half of the total number of shares of the Company carrying the right to vote at the AGM or the class meetings.

3. Proxy

Every shareholder who has the right to entitle and vote at the AGM is entitled to appoint one or more proxies, whether or not they are members of the Company, to attend and vote on his or her behalf at the AGM. Each holders of H Shares who is entitled to attend and vote at the class meeting for holders of H Shares may appoint one or more proxies to attend and vote on his or her behalf at such class meeting. Each holder of Domestic Shares who is entitled to attend and vote at such class meeting for holders of Domestic Shares may appoint one or more proxies to attend and vote on his or her behalf at such class meeting. Each shareholder (or his/her proxy or proxies) shall be entitled to one vote for each share held. The completion and deposit of a form of proxy will not preclude any shareholder from attending and voting in person at the AGM or class meetings or any adjournment thereof. If such member attends the meeting(s), his or her form of proxy will be deemed to have been revoked. A proxy shall be appointed by an instrument in writing. Such instrument shall be signed by the appointer or his attorney duly authorised in writing. If the appointer is a legal person, then the instrument shall be signed under a legal person’s seal or signed by its director or an attorney duly authorised in writing. The instrument appointing the proxy shall, for holders of H Shares, be deposited at the Company’s H Share Registrar or at the Company’s registered address for holders of Domestic Shares not less than 24 hours before the time appointed for

the holding of the meeting. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney or other document of authority under which the instrument is signed shall be notarised. The notarised power of attorney or other document of authority shall be deposited together and at the same time with the instrument appointing the proxy at the Company's H Share Registrar or the Company's registered address (as may be applicable).

4. General matters

(i) The AGM and the class meetings are expected to last for half a day. Shareholders (or their proxies) attending the AGM and the class meetings shall be responsible for their own traveling and accommodation expenses.

(ii) The address of the H Share Registrar, namely Computershare Hong Kong Investor Services Limited is:

Shops 1712-6, 17th Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Tel No.: (852) 2862 8628
Fax No.: (852) 2529 6087

(iii) The registered address of the Company is:

Zhejiang Glass Company, Limited
Yangxunqiao Township
Shaoxing County
Zhejiang Province
The People's Republic
Tel No.: (86 575) 8450 1087
Fax No.: (86 575) 8450 4237
Attn: Ms Tao Haiping

As at the date of this notice, the Board comprises five executive Directors, namely Mr Feng Guangcheng, Ms Hong Yumei, Mr Gao Huojin, Mr Shen Guangjun and Mr Jiang Liqiang; two non-executive Directors, namely Mr Liu Jianguo and Mr Xie Yong; and four independent non-executive Directors, namely Mr Wang Yanmou, Dr Li Jun, Mr Su Gongmei and Mr Zhou Guochun.