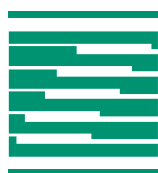


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浙 江 玻 璃 股 份 有 限 公 司

ZHEJIANG GLASS COMPANY, LIMITED

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

**(Stock Code: 739)**

**ANNOUNCEMENT:  
RESOLUTIONS PASSED AT THE AGM AND  
CLASS MEETINGS; AND  
CHANGE OF DIRECTORS**

**VOTING RESULTS**

The Board announced that on 30 June 2009, all resolutions (save and except the ordinary resolution numbered 9 regarding the proposed 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) set out in the notice convening the AGM were duly passed by way of poll at the AGM.

The Board also announced that on 30 June 2009, the special resolution set out in the notice convening the H Shareholders Class Meeting was not passed by way of poll at the H Shareholders Class Meetings.

The Board further announced that on 30 June 2009, the special resolution set out in the notice convening the Domestic Shareholders Class Meeting was duly passed by way of poll at the Domestic Shareholders Class Meeting. Despite the aforesaid, given the said special resolution was not passed at the H Shareholders Class Meeting, the Board was not granted the Repurchase Mandate.

## **CHANGE OF DIRECTORS**

The Board further announced that with effect from the conclusion of the AGM on 30 June 2009, Mr Gao Huojin and Mr Xie Yong ceased to be an executive Director and a non-executive Director respectively, while Mr Zhang Shutao and Ms Chen Rong were appointed as an executive Director and a non-executive Director respectively.

Reference is made to the circular of the Company dated 15 May 2009 in relation to, among others, the grant of mandates to issue Shares and repurchase H Shares (“**Circular**”), and the proposed resignation and proposed appointment of Directors, together with the notice of AGM and the notice of each of H Shareholders Class Meeting and Domestic Shareholders Class Meeting all dated 15 May 2009 as contained in the Circular. Unless the context requires otherwise, terms used herein shall have the same meanings as those defined in the Circular.

## **VOTING RESULTS OF THE AGM**

The Board is pleased to announce that the AGM was held at 10:00 a.m. on 30 June 2009, at which all resolutions (save and except resolution numbered 9 regarding the proposed 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) set out in the notice of AGM (“**Notice of AGM**”) dated 15 May 2009 were duly passed by Shareholders by way of poll at the AGM.

As at 30 June 2009, there were 784,999,000 Shares in the share capital of the Company entitling the holders to attend the AGM. The total number of Shares entitling the Shareholders to attend and vote for or against the resolutions as set out in the Notice of AGM at the AGM was 784,999,000 shares. No parties have stated their intention in the Circular to vote against the resolutions as set out in the Notice of AGM or to abstain from voting at the AGM.

There was no Share entitling the Shareholders to attend and vote only against the resolutions as set out in the Notice of AGM at the AGM.

The Company has appointed RSM Nelson Wheeler, Certified Public Accountant, as the scrutineer to monitor the vote-taking procedures at the AGM. The voting results of the AGM are as follows:

	Number of votes (%)	
	For	Against
<b>Ordinary resolutions:</b>		
1. To consider and approve the report of the Board for the year ended 31 December 2008.	401,214,000 Shares (79.30%)	104,736,230 Shares (20.70%)
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2008.	401,214,000 Shares (79.30%)	104,736,230 Shares (20.70%)
3. To consider and approve the financial report of the Company for the year ended 31 December 2008 prepared in accordance with the accounting principles generally accepted in Hong Kong.	401,214,000 Shares (79.70%)	102,205,000 Shares (20.30%)
4. To consider and approve the financial report of the Company for the year ended 31 December 2008 prepared in accordance with the accounting principles generally accepted in the PRC.	401,214,000 Shares (79.70%)	102,205,000 Shares (20.30%)
5(i). To consider and approve the resignation of Mr Gao Huojin from the office of an executive Director with effect from the conclusion of the AGM.	404,347,230 Shares (100%)	0 Shares (0%)
5(ii). To consider and approve the resignation of Mr Xie Yong from the office of a non-executive Director with effect from the conclusion of the AGM.	404,347,230 Shares (100%)	0 Shares (0%)

	Number of votes (%)	
	For	Against
<b>Ordinary resolutions:</b>		
6(i). To consider and approve the appointment of Mr Zhang Shutao as an executive Director with effect from the conclusion of the AGM up to the date of the annual general meeting of the Company to be held in 2010.	404,347,230 Shares (79.92%)	101,603,000 Shares (20.08%)
6(ii). To consider and approve the appointment of Ms Chen Rong as a non-executive Director with effect from the conclusion of the AGM up to the date of the annual general meeting of the Company to be held in 2010.	404,347,230 Shares (79.92%)	101,603,000 Shares (20.08%)
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 supervisors of the Company for the year ending 31 December 2009.	404,347,230 Shares (79.92%)	101,603,000 Shares (20.08%)
8. To consider and approve the allocation of profit for the year ended 31 December 2008.	404,347,230 Shares (100%)	0 Shares (0%)
9. To consider and approve the re-appointment of PricewaterhouseCoopers, Hong Kong and PricewaterhouseCoopers Zhong Tian CPAs Limited as the Company's international auditors and domestic auditors respectively for the year ending 31 December 2009 and to authorise the Board to fix their remuneration.	4,347,230 Shares (1.08%)	400,000,000 Shares (98.92%)
<b>Special resolutions:</b>		
10. To consider and approve the grant of a general mandate to the Board to allot, issue and deal with the Shares.	403,745,230 Shares (79.80%)	102,205,000 Shares (20.20%)
11. To consider and approve the grant of a general mandate to the Board to repurchase H Shares.	404,347,230 Shares (79.92%)	101,603,000 Shares (20.08%)

## VOTING RESULTS OF THE H SHAREHOLDERS CLASS MEETING

The Board announced that the H Shareholders Class Meeting was held immediately after the conclusion of the AGM on 30 June 2009, at which the resolution as set out in the notice of H Shareholders Class Meeting (“**Notice of H Shareholders Class Meeting**”) dated 15 May 2009 was not passed by H Shareholders by way of poll.

As at 30 June 2009, there were 384,999,000 H Shares in the share capital of the Company entitling the H Shareholders to attend the H Shareholders Class Meeting. The total number of H Shares entitling the H Shareholders to attend and vote for or against the resolution as set out in the Notice of H Shareholders Class Meeting at the H Shareholders Class Meeting was 384,999,000 H Shares. No parties have stated their intention in the Circular to vote against the resolution as set out in the Notice of H Shareholders Class Meeting or to abstain from voting at the H Shareholders Class Meeting.

There was no H Share entitling the H Shareholders to attend and vote only against the resolution as set out in the Notice of H Shareholders Class Meeting at the H Shareholders Class Meeting.

The Company has appointed RSM Nelson Wheeler, Certified Public Accountant, as the scrutineer to monitor the vote-taking procedures at the H Shareholders Class Meeting. The voting results of the H Shareholders Class Meeting are as follows:

<b>Special resolution</b>	<b>Number of votes (%)</b>	
	<b>For</b>	<b>Against</b>
To consider and approve the grant of a general mandate to the Board to repurchase H Shares.	5,122,230 H Shares (4.80%)	101,603,000 H Shares (95.20%)

## VOTING RESULTS OF THE DOMESTIC SHAREHOLDERS CLASS MEETING

The Board announced that the Domestic Shareholders Class Meeting was held immediately after the conclusion of the H Shareholders Class Meeting on 30 June 2009, at which the resolution as set out in the notice of Domestic Shareholders Class Meeting (“**Notice of Domestic Shareholders Class Meeting**”) dated 15 May 2009 was duly passed by Domestic Shareholders by way of poll. Despite the aforesaid, given the Repurchase Mandate will be conditional upon, among others, that the special resolution for approving the grant of such Repurchase Mandate being passed at each of the AGM and the Class Meetings, and that the said special resolution was not passed at the H Shareholders Class Meeting, the Board was not granted the Repurchase Mandate.

As at 30 June 2009, there were 400,000,000 Domestic Shares in the share capital of the Company entitling the Domestic Shareholders to attend the Domestic Shareholders Class Meeting. The total number of Domestic Shares entitling the Domestic Shareholders to attend and vote for or against the resolution as set out in the Notice of Domestic Shareholders Class Meeting at the Domestic Shareholders Class Meeting was 400,000,000 Domestic Shares. No parties have stated their intention in the Circular to vote against the resolution as set out in the Notice of Domestic Shareholders Class Meeting or to abstain from voting at the Domestic Shareholders Class Meeting.

There was no Domestic Share entitling the Domestic Shareholders to attend and vote only against the resolution as set out in the Notice of Domestic Shareholders Class Meeting at the Domestic Shareholders Class Meeting.

The Company has appointed RSM Nelson Wheeler, Certified Public Accountant, as the scrutineer to monitor the vote-taking procedures at the Domestic Shareholders Class Meeting. The voting results of the Domestic Shareholders Class Meeting are as follows:

Special resolution	Number of votes (%)	
	For	Against
To consider and approve the grant of a general mandate to the Board to repurchase H Shares.	400,000,000 Domestic Shares (100%)	0 Domestic Shares (0%)

## CHANGE OF DIRECTORS

With effect from the conclusion of the AGM on 30 June 2009, each of Mr Gao Huojin and Mr Xie Yong ceased to be an executive Director and non-executive Director respectively.

As set out in the Circular, each of Mr Gao Huojin and Mr Xie Yong has confirmed that he has no disagreement with the Board and there is no matters relating to his resignation that need to be brought to the attention of the holders of securities of the Company.

With effect from the conclusion of the AGM on 30 June 2009, each of Mr Zhang Shutao and Ms Chen Rong has been appointed as an executive Director and a non-executive Director respectively.

Save as disclosed in the Circular, there is no other information which is required to be disclosed under Rule 13.51(2)(h)-(v) of the Listing Rules and there are no other matter relating to appointment of each of Mr Zhang Shutao and Ms Chen Rong that needs to be brought to attention of the holders of securities of the Company.

The Company would like to express its gratitude to Mr Gao Huojin and Mr Xie Yong for their valuable contribution to the Company during their tenure of office, and to welcome Mr Zhang Shutao and Ms Chen Rong as members of the Board.

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

Zhejiang Province, the PRC, 30 June 2009

*As at the date of this announcement, the Board comprises the following Directors: (a) as executive Directors, Mr Feng Guangcheng, Ms Hong Yumei, Mr Zhang Shutao, Mr Shen Guangjun and Mr Jiang Liqiang, (b) as non-executive Directors, Mr Liu Jianguo and Ms Chen Rong, and (c) as independent non-executive directors, Mr Wang Yanmou, Dr Li Jun, Mr Su Gongmei and Mr Zhou Guochun.*