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If you have sold or transferred all your shares in **Zhejiang Glass Company, Limited**, you should at once hand this circular and the accompanying form of proxy and the reply slip to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED CHANGE OF AUDITORS;
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
NOTICES OF EGM**

A letter from the Board is set out on pages 3 to 7 of this circular.

Notices convening (i) the EGM to be held at 9:00 a.m. on Friday, 11 September 2009 at The Conference Room, Zhejiang Glass Company, Limited, Yangxunqiao Township, Shaoxing County, Zhejiang Province, the PRC are set out on pages 8 to 14 of this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. If you intend to attend the EGM, you are requested to complete and return the enclosed notice of attendance and return the same, (i) for holders of H Shares, to Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong; or (ii) for holders of Domestic Shares, the Company's registered address, on or before Friday, 21 August 2009. For holders of H Shares, the proxy forms should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the proxy forms should be returned to the Company's registered address, in both cases not less than 24 hours before the time appointed for the EGM or any adjourned meeting thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or at any adjourned meeting should you so wish.

28 July 2009

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DEFINITIONS

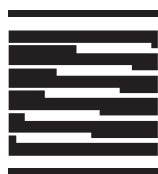
In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:

“AGM”	the annual general meeting of the Company held on 30 June 2009
“Announcement”	the Company’s announcement dated 23 July 2009 regarding, among other things, the proposed change of auditors of the Company and the proposed amendments to the Articles
“Articles”	the articles of association of the Company from time to time
“Board”	the board of Directors
“Company”	浙江玻璃股份有限公司 (Zhejiang Glass Company, Limited), a joint stock limited company incorporated in the PRC, the H Shares of which are listed and traded on the Stock Exchange
“Company Law”	the Company Law of the PRC (《中華人民共和國公司法》) as amended, supplemented or otherwise modified from time to time
“Directors”	the directors of the Company
“Domestic Shares”	domestic shares having a nominal value of RMB1 each in the capital of the Company
“EGM”	extraordinary general meeting of the Company to be held at 9:00 a.m. on Friday, 11 September 2009 for the purpose of, among other things, considering and if thought fit approving the proposed change of auditors of the Company and the proposed amendments to the Articles, the notice of which is set out on pages 8 to 14 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“H Shares”	overseas listed foreign shares of RMB1 each in the share capital of the Company which are listed on the Stock Exchange and traded in Hong Kong dollars
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mandatory Provisions”	the Mandatory Provisions for the Articles of Association of the Companies to be Listed Overseas (《到境外上市公司章程必備條款》)
“PRC”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong and the Macau Special Administrative Region
“PwC Hong Kong”	PricewaterhouseCoopers, Hong Kong (羅兵咸永道會計師事務所)
“PwC Zhong Tian”	PricewaterhouseCoopers Zhong Tian CPAs Limited Company (普華永道中天會計師事務所有限公司)
“RSM China”	RSM China CPAs (中瑞岳華會計師事務所)
“RSM Nelson Wheeler”	RSM Nelson Wheeler, Certified Public Accountant (中瑞岳華(香港)會計師事務所)
“Shareholder(s)”	holders of the Domestic Shares and holders of H Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr Feng Guangcheng
Ms Hong Yumei
Mr Shen Guangjun
Mr Jiang Liqiang
Mr Zhang Shutao

Registered office:

Yangxunqiao Township
Shaoxing County
Zhejiang Province
The PRC

Non-executive Directors:

Mr Liu Jianguo
Ms Chen Rong

Principal place of business

in Hong Kong:

1301, Ruttonjee House,
Ruttonjee Centre
11 Duddell Street,
Central, Hong Kong

Independent non-executive Directors:

Mr Wang Yanmou
Dr Li Jun
Mr Su Gongmei
Mr Zhou Guochun

28 July 2009

To the Shareholders

Dear Sir

**PROPOSED CHANGE OF AUDITORS;
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
NOTICES OF EGM**

INTRODUCTION

As mentioned in the Announcement, the Board proposed to appoint, subject to the approval of the Shareholders at the EGM by way of ordinary resolution, RSM Nelson Wheeler and RSM China as the new international auditors and the new domestic auditors respectively of the Company. The Board also announced in the Announcement certain amendments proposed to be made to the Articles.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with, among other things, (i) details of the proposed change of auditors; (ii) full provisions of the proposed amendments to the Articles and an explanation of the effect of such proposed amendments to the Articles in accordance with Rule 13.51(1) of the Listing Rules; and (iii) notice of EGM.

PROPOSED CHANGE OF AUDITORS

As set out in the poll results announcement of the Company dated 30 June 2009, the resolution for re-appointing PwC Hong Kong and PwC Zhong Tian as the international and domestic auditors of the Company respectively was not passed at the AGM. Accordingly, PwC Hong Kong and PwC Zhong Tian ceased to be the auditors of the Company with effect from the conclusion of the AGM.

In view of the above, the Board announced in the Announcement that it proposed to appoint, subject to the approval of the Shareholders by way of ordinary resolution at the EGM, RSM Nelson Wheeler and RSM China as the new international auditors and the new domestic auditors respectively of the Company for filling the casual vacancy and to hold office until the conclusion of the next annual general meeting of the Company.

The Company has requested for a confirmation letter (“**Confirmation Letter**”) from PwC Hong Kong and PwC Zhong Tian in their capacity as outgoing auditors of the Company to confirm whether there are any circumstances which should be brought to attention of the Shareholders under Rule 13.51(4) of the Listing Rules. However, the Company has been informed that as a company incorporated under the laws of the PRC, there is no mandatory requirement under the PRC laws requiring the outgoing auditors to provide such Confirmation Letter, and accordingly PwC Hong Kong and PwC Zhong Tian have not issued the Confirmation Letter to the Company.

Save as disclosed above, the Board confirms that there are no other matters in respect of the proposed change of auditors that need to be brought to the attention of the Shareholders.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES

To enhance compliance with the provisions of the currently prevailing Company Law and other applicable laws and regulations in the PRC, certain amendments are proposed to be made to the Articles. Such proposed amendments to the Articles are subject to Shareholders' approval by way of special resolution at the EGM, and the obtaining of any approval, endorsement or registration (as applicable) from or with the relevant PRC authorities.

The effect of the proposed amendments to the Articles is as follows:

1. for completeness sake, the then increase in 142,120,000 H Shares in August 2006 will be included in the Articles;
2. in line with the currently prevailing Company Law,
 - (a) it will be consistently set out in the Articles that the power to approve any amendments to the Articles vests in the Shareholders;
 - (b) the Articles will provide that the Company shall not be a capital contributor who is jointly liable for the debt of any enterprise in which the Company invests in, unless otherwise provided in the PRC laws;
 - (c) the minimum number of Directors will be reduced from 11 to seven having regard to the prevailing circumstances of the Company;
 - (d) the minimum number of supervisors of the Company will be reduced from seven to three having regard to the prevailing circumstances of the Company;
 - (e) the proportion between the staff representative supervisors and the shareholders representative supervisors both comprising the supervisory committee of the Company will be set out in the Articles;
 - (f) references to statutory public welfare fund (法定公益金) and public welfare fund (公益金) will be deleted from the Articles;
 - (g) the statutory reserve fund should be sufficient to make up losses of the Company in previous years (instead of just the preceding year) or else the Company shall apply its profits for the year to the make up of such losses before allocating any profits to the statutory reserve fund;

LETTER FROM THE BOARD

- (h) it will be expressly provided in the Articles that capital surplus fund (資本公積金) cannot be used to make up the losses of the Company; and
 - (i) the existing provisions to the effect that the assets of the Company, in the event of its liquidation, shall first be applied (after having settled the liquidation costs) to the settlement of accrued wages, the social security insurance premiums (社會保險費用) and statutory compensations for employees of the Company (法定補償金), shall be amended by deleting the reference to labour insurance (勞動保險費用);
3. in line with the Mandatory Provisions, it will be provided in the Articles that the scope of business of the Company shall be that as approved by the relevant companies registration authority in the PRC; and
4. in line with the Labour Law in the PRC, the notice of resignation for managers, deputy-managers, department managers and other senior management of the Company shall be reduced from three months to 30 days.

A full text of the proposed amendments to the Articles are set out in resolution numbered 2 in the notice of EGM set out on pages 8 to 14 of this circular.

EGM

The EGM will be held at 9:00 a.m. on Friday, 11 September 2009 to consider and, if thought fit, approve, among other matters, the proposed change of the auditors of the Company and the proposed amendments to the Articles. Notice of EGM is set out on pages 8 to 14 of this circular.

Form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. If you intend to attend the EGM, you are requested to complete and return the enclosed notice of attendance and return the same, (i) for holders of H Shares, to Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong; or (ii) for holders of Domestic Shares, the Company's registered address, on or before Friday, 21 August 2009. For holders of H Shares, the proxy forms should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the proxy forms should be returned to the Company's registered address not less than 24 hours before the time appointed for the EGM or any adjourned meeting thereof.

LETTER FROM THE BOARD

VOTING AT THE EGM

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the EGM must be taken by poll.

CLOSURE OF THE REGISTER OF MEMBERS OF THE COMPANY

The register of members of the Company will be closed from 12 August 2009 to 11 September 2009 (both days inclusive). Shareholders whose names appear on the register of members of the Company at the close of business on 11 August 2009 are entitled to attend the EGM.

RECOMMENDATIONS

The Board considers that the ordinary resolution to approve the change of the auditors of the Company and the special resolution to approve the amendments to the Articles are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolutions at the EGM.

Yours faithfully,
For and on behalf of the Board of
Zhejiang Glass Company, Limited
Feng Guangcheng
Chairman

NOTICE OF EGM

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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) of Zhejiang Glass Company, Limited (“**Company**”) shall be held at 9:00 a.m. on Friday, 11 September 2009 at The Conference Room, Zhejiang Glass Company, Limited, Yangxunqiao Township, Shaoxing County, Zhejiang Province, the PRC for the following purposes:

ORDINARY RESOLUTION

1. To consider and, if thought fit, approve the following resolution as an ordinary resolution:

“**THAT** RSM Nelson Wheeler, Certified Public Accountant (中瑞岳華(香港)會計師事務所) and RSM China CPAs (中瑞岳華會計師事務所) be and are hereby appointed as the new international auditors and the new domestic auditors respectively of the Company and to hold office until the conclusion of the next annual general meeting of the Company, and the board (“**Board**”) of directors (“**Directors**”) of the Company be and is hereby authorised to fix the remuneration thereof.”

NOTICE OF EGM

SPECIAL RESOLUTION

2. To consider and, if thought fit, approve the following resolution as a special resolution:

“**THAT:**

- (i) subject to the obtaining of any approval, endorsement or registration (as applicable) from or with the relevant PRC authorities, the articles of association of the Company (“**Articles**”) be and they are amended in the following manner:

- (a) Article 6 of the Articles be deleted in its entirety and be replaced by the following:

“The provisions of the Company’s articles of association of the Company (the “Articles of Association” or “these Articles”) are prepared mainly based on the Company Law, the Special Regulations, the Listing Rules, “Mandatory Provisions for the Articles of Association of the Companies Listed Overseas” (hereinafter referred to as the “Mandatory Provisions”) and other relevant legislations and administrative regulations of the PRC, with the previously prevailing articles of association (hereinafter referred to as the “Original Articles”) being amended by shareholders at the general meeting held on 11 September 2009.”

- (b) The second paragraph under Article 7 of the Articles be deleted in its entirety and be replaced by the following:

“The Articles of Association shall become effective after they being adopted by the passing of a special resolution by at the Company’s shareholders in general meeting and being approved by the approval authorities duly delegated by the State Council. Once the Articles of Association have become effective, the Original Articles shall be replaced by these Articles.”

NOTICE OF EGM

- (c) The second paragraph under Article 10 of the Articles be deleted in its entirety and be replaced by the following:

“Unless otherwise provided under the PRC laws, the Company shall not be a capital contributor who is jointly liable for the debt of any enterprise in which the Company invests.”

- (d) The following new paragraph be added immediately before the existing paragraph in Article 13 of the Articles:

“The scope of business of the Company shall be that as approved by the relevant companies registration authority in the PRC.”

- (e) The following new paragraph be added immediately after the existing second paragraph in Article 21 of the Articles:

“Pursuant to the approval given under Zheng Jian Guo He Zi 2006 No. 13 “The Approval for Zhejiang Glass Company, Limited Issuing Overseas Listed Foreign Shares” issued by CSRC on 21 August 2006, the Company issued 142,120,000 H Shares by way of issue of new shares to investors other than existing shareholders, representing 19.72% of the enlarged issued share capital of the Company. The shareholding structure of the Company after the issue of the shares as aforesaid was: 720,833,000 ordinary shares, of which 400,000,000 shares were held by the Promoters, representing 55.49% of the then issued share capital of the Company; and 320,833,000 H shares, representing 44.51% of the then issued share capital of the Company.”

- (f) Article 94 be amended by deleting the words “11 directors” and substituting therefor the words “seven directors”.

- (g) Article 114 be amended by deleting the words “three months” and substituting therefor the words “30 days”.

- (h) Article 116 be amended by deleting the words “seven supervisors” and substituting therefor the words “three or more supervisors”.

NOTICE OF EGM

- (i) Article 117 of the Articles be deleted in its entirety and be replaced by the following:

“The number of staff representative supervisors shall not be less than one-third of the total number of supervisors comprising the supervisory committee, while the rest of the supervisory committee (including persons qualified to be an external supervisor and an independent supervisor, such term having the same meaning as hereinafter appearing) shall be assumed by shareholders representative supervisors. The shareholders representative supervisors shall be elected and removed by shareholders in general meeting; while the staff representative supervisors shall be elected and removed through democratic election by the staff of the Company.”

- (j) Article 150 of the Articles be deleted in its entirety and be replaced by the following:

“At the time of distribution of after-tax profit for the year, the Company shall allocate 10 per cent. of such profits to the Company’s statutory reserve fund. The Company need not allocate any after-tax profit to the Company’s statutory reserve fund where the balance of the said fund represents more than 50 per. cent of the Company’s registered capital.

Where the statutory reserve fund is insufficient to make up any losses of the Company in previous years, the Company shall apply its profits for the year to the make up such losses before allocating any profits to the statutory reserve fund as aforementioned.

After allocation of the Company’s after-tax profit for the year to the statutory reserve fund, the Company may distribute the statutory reserve fund in accordance with any resolution passed by shareholders of the Company in general meeting.

Any remaining balance of profit after making up the Company’s losses and the allocation to the reserve fund may be distributed to shareholders in proportion to the respective shareholdings in the Company.”

NOTICE OF EGM

- (k) Article 151 of the Articles be deleted in its entirety and be replaced by the following:

“No dividend or distribution shall be paid or made before the Company has made up its losses and has made allocations to the statutory reserve fund.”

- (l) The existing first paragraph under Article 153 of the Articles be deleted in its entirety and be replaced by the following:

“The Company’s statutory reserve fund may only be applied for: making up of losses, expanding the Company’s business operations and being converted into the capital of the Company. However, capital reserve fund shall not be used for making up of losses of the Company.”

- (m) Article 154 of the Articles be deleted in its entirety, and the subsequent articles in the Articles be renumbered accordingly.

- (n) The existing second paragraph under Article 184 (equivalent to Article 183 following the amendment made in accordance with paragraph (m) above) of the Articles be deleted in its entirety and be replaced by the following:

“After payment of the liquidation costs, the assets of the Company shall be used to settle the following in order of priority: (i) to pay accrued wages, social security insurance premiums and statutory compensations for employees of the Company; (ii) to pay outstanding taxes; (iii) to pay bank loans, corporate debentures and other debts and liabilities of the Company.”

(The above is the English translation of the Chinese version of the proposed amendments to the Articles. Should there be any inconsistencies between the English version and the Chinese version, the Chinese version shall prevail.)

NOTICE OF EGM

- (ii) the Directors be and they are hereby authorised to file the amended Articles with the relevant governmental authorities of the PRC; and
- (iii) the Directors be and they are hereby authorised to take any steps or sign any document as they consider necessary desirable or expedient in connection with the amendments to the Articles and the transactions contemplated thereunder.”

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

Zhejiang Province, the PRC, 28 July 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 Wednesday, 12 August 2009 to Friday, 11 September 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 11 August 2009 are entitled to attend the EGM. 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 Tuesday, 11 August 2009 in order to entitle the transferee to attend the EGM for holders of H Shares.

2. Notice of attendance

Shareholders who intend to attend the EGM 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 Friday, 21 August 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 EGM. However, a failure to return the notice of attendance may result in an adjournment of the EGM, if the number of shares carrying the right to vote represented by the shareholders proposing to attend the EGM 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 EGM.

NOTICE OF EGM

3. Proxy

Every shareholder who has the right to attend and vote at the EGM 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 EGM. 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 EGM or any adjournment thereof. If such member attends the EGM, 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 EGM is expected to last for about an hour. Shareholders (or their proxies) attending the EGM shall be responsible for their own traveling and accommodation expenses.
- (ii) The address of the Company's 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 Shen Guangjun, Mr Jiang Liqiang and Mr Zhang Shutao; two non-executive Directors, namely Mr Liu Jianguo and Ms Chen Rong; and four independent non-executive Directors, namely Mr Wang Yanmou, Dr Li Jun, Mr Su Gongmei and Mr Zhou Guochun.