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CHINA GLASS HOLDINGS LIMITED

中國玻璃控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 3300)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of China Glass Holdings Limited (the “**Company**”) will be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 13 June 2023 at 10:00 a.m. for the following businesses:

1. To receive, consider and adopt the audited consolidated financial statements of the Company, the reports of the directors and the independent auditor for the year ended 31 December 2022.
2.
 - (a) To re-elect Mr. Lyu Guo as an executive director of the Company.
 - (b) To re-elect Mr. Zhang Jinshu as a non-executive director of the Company.
 - (c) To re-elect Mr. Zhang Baiheng as an independent non-executive director of the Company.
 - (d) To authorise the board of directors of the Company to fix the remuneration of the directors.
3. To re-appoint Messrs. KPMG as the auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company (the **“Directors”** or the **“Board”**) during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with additional ordinary shares of par value HK\$0.05 each in the issued share capital of the Company (the **“Shares”**) and to make and/or grant offers, agreements and/or options, including bonds, warrants, debentures, notes and other securities convertible into Shares, which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make and/or grant offers, agreements and/or options, including bonds, warrants, debentures, notes and other securities convertible into Shares, which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) other than in respect of (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors and/or employees of the Company and/or any of its subsidiaries of options or rights to subscribe for Shares; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend pursuant to the Bye-Laws of the Company from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company; or (v) a specific authority granted by the shareholders of the Company in general meeting, the aggregate number of Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a) above shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or the Bye-Laws of the Company to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for or purchase shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company and, where appropriate, to holders of other securities of the Company entitled to the offer on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to buy back its Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange, as amended from time to time;

- (b) the total number of Shares to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws of Bermuda or the Bye-Laws of the Company to be held; or
 - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
6. “**THAT** conditional upon the passing of the ordinary resolution Nos. 4 and 5 set out above, the general mandate granted to the Directors to allot, issue and otherwise deal with additional Shares pursuant to ordinary resolution No. 4 above be and is hereby extended by the addition thereto of such number of Shares bought back by the Company under the authority granted pursuant to ordinary resolution No. 5 above, provided that such number of shares shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution.”

By Order of the Board
China Glass Holdings Limited
Peng Shou
Chairman

Hong Kong, 26 April 2023

* *For identification purpose only*

Notes:

- (1) All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy or, if he holds two or more shares, may appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present in person or by proxy, shall be entitled to one vote for each share held by him.
- (3) The form of proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
- (4) The form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 10:00 a.m. on Sunday, 11 June 2023) or at any adjournment thereof.
- (5) Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting, and in such event, the form of proxy shall be deemed to be revoked.
- (6) In the case of joint registered holders of any share, any one of such joint holders may vote at the above meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names of the joint holders stand on the Register of Members of the Company in respect of the relevant joint holding.

- (7) Shareholders whose names appear on the Register of Members of the Company on Tuesday, 13 June 2023 are entitled to attend and vote at the above meeting. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Thursday, 8 June 2023 to Tuesday, 13 June 2023, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company shall ensure that all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 7 June 2023.
- (8) In relation to Ordinary Resolution No. 5 above, the Explanatory Statement containing the requisite information reasonably necessary to enable the shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the granting of an authority for the buy-back by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular of the Company dated 26 April 2023.
- (9) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (10) As at the date of this notice, the board of Directors comprises Mr. Lyu Guo as executive Director; Mr. Peng Shou, Mr. Zhao John Huan and Mr. Zhang Jinshu as non-executive Directors; and Mr. Zhang Baiheng, Mr. Wang Yuzhong and Mr. Chen Huachen as independent non-executive Directors.