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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

If you have sold or transferred all your Shares, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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XINYI GLASS HOLDINGS LIMITED

信義玻璃控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00868)

**REPURCHASE MANDATE AND GENERAL MANDATE,
PROPOSED RE-ELECTION OF DIRECTORS,
AMENDMENTS TO ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Xinyi Glass Holdings Limited (the “**Company**”) to be held at Harbour Room, Level 56, Island Shangri-La, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Friday, 22 May 2009, at 10:00 a.m. is set forth in appendix III to this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for holding the annual general meeting of the Company or any adjourned meeting. **Completion and return of the enclosed form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting of the Company or any adjourned meeting should you so wish.**

21 April 2009

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Harbour Room, Level 56, Island Shangri-La, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Friday, 22 May 2009, at 10:00 a.m. or any adjournment thereof (as the case may be)
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Xinyi Glass Holdings Limited (信義玻璃控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 25 June 2004 whose Shares are listed on the Stock Exchange (stock code: 00868)
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the context of this circular, means the controlling shareholders (as such term is defined under the Listing Rules) of the Company, namely Mr. LEE Yin Yee, M.H., Realbest Investment Limited, Mr. TUNG Ching Bor, High Park Technology Limited, Mr. TUNG Ching Sai, Copark Investment Limited, Mr. LEE Sing Din, Telerich Investment Limited, Mr. LI Ching Wai, Goldbo International Limited, Mr. NG Ngan Ho, Linkall Investment Limited, Mr. LI Man Yin, Perfect All Investments Limited, Mr. SZE Nang Sze, Goldpine Limited, Mr. LI Ching Leung and Herosmart Holdings Limited
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed of not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution approving the said mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	16 April 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice dated 21 April 2009 convening the Annual General Meeting as set forth in appendix III to this circular
“PRC”	The People’s Republic of China
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to purchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the resolution approving the said mandate
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Shares Repurchases
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



XINYI GLASS HOLDINGS LIMITED

信義玻璃控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00868)

Executive Directors:-

Mr. LEE Yin Yee, M.H. (*Chairman*)
Mr. TUNG Ching Bor (*Vice Chairman*)
Mr. TUNG Ching Sai (*Chief Executive Officer*)
Mr. LEE Shing Kan
Mr. LEE Yau Ching
Mr. LI Man Yin

Registered Office:-

P.O. Box 1350 GT
Clifton House
75 Fort Street
George Town
Grand Cayman
Cayman Islands

Non-executive Directors:-

Mr. LI Ching Wai
Mr. SZE Nang Sze
Mr. LI Ching Leung
Mr. NG Ngan Ho

Head office and principal

place of business:-
95-99 Fuk Hi Street
Yuen Long Industrial Estate
Yuen Long
New Territories
Hong Kong

Independent Non-executive Directors:-

Mr. LAM Kwong Siu, S.B.S.
Mr. WONG Chat Chor Samuel
Mr. WONG Ying Wai, S.B.S., JP

21 April 2009

To the Shareholders:

Dear Sir or Madam,

**REPURCHASE MANDATE AND GENERAL MANDATE,
PROPOSED RE-ELECTION OF DIRECTORS,
AMENDMENTS TO ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you information on the following resolutions to be proposed at the Annual General Meeting, so as to enable you to make an informed decision on whether to vote for or against the resolutions at the Annual General Meeting.

The resolutions include (i) the grant of the Repurchase Mandate; (ii) the grant of the General Mandate; and (iii) the amendments to the Articles and (iv) the re-election of the Directors.

LETTER FROM THE BOARD

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set forth in this circular. In particular, you should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the issued share capital of the Company as at the date of passing of the resolution, subject to the requirements of the Listing Rules. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by the Companies Law or the Articles and the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement, which is set forth in appendix I to this circular.

GENERAL MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed of, representing up to 20% of the issued share capital of the Company as at the date of passing of the resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,683,050,460 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date to the date of passing the aforesaid resolution, the maximum number of Shares which may be issued pursuant to the aforesaid general and unconditional mandate on the date of passing the aforesaid resolution will be 336,610,092 Shares.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue new Shares in an amount not exceeding the amount of the Shares purchased pursuant to the Repurchase Mandate.

AMENDMENTS TO ARTICLES OF ASSOCIATION

With effect from 1 January 2009, Rule 13.39(4) of the Listing Rules has been amended and requires that any vote of shareholders at a general meeting must be taken by poll and the listed issuer must announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules, and Rule 2.07A(2A) of the Listing Rules has been added to allow a listed issuer to send any notice or document to its shareholders by placing it on the listed issuer's website if the listed issuer has obtained the shareholder's deemed consent in the manner specified in or permitted under the Listing Rules. To reflect these recent amendments, a special resolution will be proposed at the Annual General Meeting to amend the Articles to enable poll voting for all resolutions at all general meetings and disclosure of such result as required by the Listing Rules, and to allow the Company to make use of the website for communication with shareholders.

LETTER FROM THE BOARD

Moreover, paragraph E.1.3 of the Code on Corporate Governance Practices (the “Code”) contained in Appendix 14 to the Listing Rules requires a listed issuer to arrange for the notice to shareholders to be sent in the case of annual general meetings at least 20 clear business days before the meeting and to be sent at least 10 clear business days in the case of all other general meetings.

In view of the paragraph E.1.3 of the Code, a special resolution is to be proposed at the Annual General Meeting to amend the Articles for giving notices of general meetings in compliance therewith.

RE-ELECTION OF THE DIRECTORS

Particulars of the retiring Directors who are proposed to be re-elected at the Annual General Meeting pursuant to Article 108 and Article 112 of the Articles are set forth in appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set forth in appendix III to this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the Repurchase Mandate, the General Mandate, the amendments to the Articles and the re-election of the Directors. The Annual General Meeting will be held at Harbour Room, Level 56, Island Shangri-La, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Friday, 22 May 2009, at 10:00 a.m.

CLOSURE OF REGISTER OF MEMBERS

The Company’s register of members will be closed from Tuesday, 19 May 2009 to Friday, 22 May 2009 (both days inclusive), during such period no transfer of the Shares will be registered. In order to qualify for the proposed final dividend, all transfer of the Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:00 p.m. on Monday, 18 May 2009.

PROCEDURE FOR DEMANDING A POLL

Pursuant to Article 72 of the Articles, at any general meeting a resolution put to the vote shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:-

- (a) by the chairman of such meeting; or
- (b) by at least two Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting;
or

LETTER FROM THE BOARD

- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, poll voting for all proposed resolutions of the Company will be proceeded with at the Annual General Meeting.

RECOMMENDATION

The Board is of the opinion that the grant of the Repurchase Mandate and the General Mandate, the amendments to the Articles and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement contained herein misleading.

By order of the Board
Xinyi Glass Holdings Limited
LEE Yin Yee, M.H.
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix contains particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

PROPOSED SHARE REPURCHASE MANDATE

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of passing of the resolution to approve the granting to the Directors the Repurchase Mandate. At the Latest Practicable Date, the number of Shares in issue was 1,683,050,460 Shares and they were all fully paid up. Accordingly, the exercise of the Repurchase Mandate in full (being the repurchase of 10% of the Shares in issue as at the date of the passing of the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of 168,305,046 Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution).

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value for each Share and/or earnings for each Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

FUNDING OF REPURCHASES

In making repurchases, the Company proposes to apply funds legally available for such purpose in accordance with its memorandum of association, the Articles, the Listing Rules and the Companies Law. Under the Companies Law, Shares repurchased by the Company may only be paid out of profits or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its memorandum of association, the Articles and subject to the Companies Law, out of capital. Any premium payable on share repurchases may only be paid out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the Companies Law, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

IMPACT OF REPURCHASE

On the basis of the consolidated financial position of the Company as at 31 December 2008 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

capital position and the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. No repurchase would be made by the Company in circumstances that would have a material adverse impact on the working capital position or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

PRICE OF SHARES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:-

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2008		
April	5.75	4.25
May	7.16	4.99
June	7.20	4.91
July	5.10	4.50
August	4.65	3.20
September	4.40	2.52
October	3.24	1.50
November	2.50	1.78
December	2.80	1.79
2009		
January	2.57	1.86
February	2.91	1.96
March	3.51	2.41
April (up to the Latest Practicable Date)	5.00	3.54

UNDERTAKING

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, none of the connected persons (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company or its subsidiaries, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company and the Articles and the Companies Law.

TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code.

Pursuant to a shareholders' agreement among the Controlling Shareholders dated 14 September 2004, in the event that any of the Controlling Shareholder(s) wish(es) to dispose of the Shares held by him/them as at the listing date of the Company, each of the other Controlling Shareholder(s) shall have a pre-emption right to purchase such Shares. As at the Latest Practicable Date, the Controlling Shareholders, being parties acting in concert as a result of the shareholders' agreement mentioned above, held approximately 1,062,890,960 Shares, representing 63.2% of the issued share capital of the Company.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted, then (if the present shareholdings otherwise remained the same) the equity interests in the Company held by the Controlling Shareholders would increase to 70.2% of the issued share capital of the Company. The Directors are not aware of any consequence which would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no intention to make share repurchase on the Stock Exchange to such extent as may result in the public shareholding becoming less than such prescribed minimum percentage under the Listing Rules.

SHARE REPURCHASES MADE BY THE COMPANY

During the previous six months from the Latest Practicable Date, the Company repurchased a total of 5,178,000 Shares at an aggregate consideration of approximately HK\$10,973,000 on the Stock Exchange. Details of the repurchases of such Shares are as follows:

Month of Repurchase	Number of Shares Repurchased	Price Per Share		Aggregate Purchase Price (HK\$'000)
		Highest (HK\$)	Lowest (HK\$)	
31 December 2008	5,178,000	2.22	1.96	10,973

Save as disclosed herein, there was no repurchase by the Company, or any of its subsidiaries, of any listed securities of the Company during the last six months.

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set forth below is a summary of the biographical information on the retiring Directors proposed to be re-elected at the Annual General Meeting. Mr. LI Ching Wai, Mr. SZE Nang Sze, Mr. LI Ching Leung, and Mr. NG Ngan Ho will retire by rotation in accordance with Article 108 of the Articles. Mr. LEE Shing Kan will retire in accordance with Article 112 of the Articles. All retiring Directors, being eligible, offer themselves for re-election at the Annual General Meeting.

Executive Director

LEE Shing Kan (李聖根), aged 29, is the general manager of Xinyi Plastics Products (Shenzhen) Development Company Limited from 9 May 2008 and the Deputy General Manager of Xinyi Automobile Glass (Shenzhen) Company Limited from January 2007. Both of these companies are wholly-owned subsidiaries of the Company incorporated in the PRC. Mr. LEE Shing Kan joined the Company in January 2005 as an assistant to Mr. TUNG Ching Sai, the chief executive officer of the Company. Mr. LEE Shing Kan has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. LEE Shing Kan holds a bachelor's degree in commerce from The University of Melbourne, Australia and a master's degree in applied finance from Monash University, Australia.

Mr. LEE Shing Kan is the younger brother of Mr. LEE Shing Put, the son of Mr. LEE Yin Yee, M.H., cousin of Mr. LEE Yau Ching, and nephew of Mr. TUNG Ching Bor and Mr. TUNG Ching Sai. To the best knowledge and belief of the Board, having made all reasonable enquiries, and save as disclosed herein, Mr. LEE Shing Kan does not have any other relationship with the Directors, senior management or substantial or controlling shareholders of the Company.

Non-executive Directors

LI Ching Wai (李清懷), aged 51, is our non-executive Director and has been with us since April 2001. Prior to joining us, Mr. LI Ching Wai had worked in the trading of automobile parts industry. Mr. LI Ching Wai was appointed as our non-executive Director on 25 June 2004. Save as disclosed above, Mr. LI Ching Wai has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. LI Ching Wai has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

SZE Nang Sze (施能獅), aged 51, is our non-executive Director and has been with us since April 2001. Prior to joining us, Mr. SZE Nang Sze had worked in the trading of automobile parts industry. Mr. SZE Nang Sze was appointed as our non-executive Director on 25 June 2004. Save as disclosed above, Mr. SZE Nang Sze has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. SZE Nang Sze has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

LI Ching Leung (李清涼), aged 53, is our non-executive Director and has joined us since August 2004. Mr. LI Ching Leung was the assistant general manager of our Wuhu production complex. Prior to joining us, Mr. LI Ching Leung has worked in the trading of automobile parts industry, manufacturing of plastic products and mould industry, and manufacturing of leather products industry. Mr. LI Ching Leung was appointed as our executive Director on 25 August 2004 and was re-designated as non-executive Director on 14 September 2005. Save as disclosed above, Mr. LI Ching Leung has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. LI Ching Leung has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

NG Ngan Ho (吳銀河), aged 44, is our non-executive Director and has joined us since August 2003. Mr. NG Ngan Ho was responsible for overseeing the financial and purchasing matters of our Dongguan production complex. Mr. NG Ngan Ho was appointed as our executive Director on 25 June 2004 and was re-designated as non-executive Director on 1 July 2007. Save as disclosed above, Mr. NG Ngan Ho has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, Mr. NG Ngan Ho has not held any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

FURTHER INFORMATION ON THE RETIRING DIRECTORS

Disclosure of interests

As at the Latest Practicable Date, the interests and short positions of the retiring Directors in the share capital, underlying shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have taken under such provisions), or would be required, pursuant

**APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

to section 352 of the SFO, to be entered in the register required to be kept therein, or would be required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in the Listing Rules to be notified to the Company and the Stock Exchange, were as follows:

(i) *Interests in the Company*

Name of Director	Nature of interest	Number of Shares held	Percentage of the Company's issued share capital
Mr. LI Ching Wai	Interest of a controlled corporation (Note a)	59,379,078	3.53%
	Interest of a controlled corporation (Note e)	49,404,000	2.94%
Mr. NG Ngan Ho	Interest of a controlled corporation (Note b)	39,586,052	2.35%
	Interest of a controlled corporation (Note e)	49,404,000	2.94%
Mr. SZE Nang Sze	Personal interest	200,000	0.01%
	Interest of a controlled corporation (Note c)	54,430,822	3.23%
	Interest of a controlled corporation (Note e)	49,404,000	2.94%
Mr. LI Ching Leung	Interest of a controlled corporation (Note d)	39,586,052	2.35%
	Interest of a controlled corporation (Note e)	49,404,000	2.94%
	Personal interest	1,000,000	0.06%
Mr. LEE Shing Kan	Personal interest (Note f)	150,000	0.01%

Notes:-

- (a) Mr. LI Ching Wai's interests in the Shares are held through Goldbo International Limited ("Goldbo"), a company incorporated in the BVI with limited liability on 2 July 2004 and wholly-owned by Mr. LI Ching Wai.
- (b) Mr. NG Ngan Ho's interests in the Shares are held through Linkall Investment Limited ("Linkall"), a company incorporated in the BVI with limited liability on 2 July 2004 and wholly-owned by Mr. NG Ngan Ho.
- (c) Mr. SZE Nang Sze's interests in the Shares are held through Goldpine Limited ("Goldpine"), a company incorporated in the BVI with limited liability on 2 July 2004 and wholly-owned by Mr. SZE Nang Sze.
- (d) Mr. LI Ching Leung's interests in the Shares are held through Herosmart Holdings Limited ("Herosmart"), a company incorporated in the BVI with limited liability on 1 July 2004 and wholly-owned by Mr. LI Ching Leung.

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

- (e) The interests in the Shares are held through Full Guang Holdings Limited (“**Full Guang**”), a company incorporated in the BVI with limited liability on 19 December 2005. Full Guang is owned by Mr. LEE Yin Yee, M.H. as to 33.98%, Mr. TUNG Ching Bor as to 12.50%, Mr. TUNG Ching Sai as to 19.91%, Mr. LEE Sing Din (father of Mr. LEE Yau Ching) as to 11.85%, Mr. LI Ching Wai as to 5.56%, Mr. NG Ngan Ho as to 3.70%, Mr. LI Man Yin as to 3.70%, Mr. SZE Nang Sze as to 5.09% and Mr. LI Ching Leung as to 3.70%.
- (f) Mr. LEE Shing Kan was granted share options by the Company and the total number of Shares to be issued to him upon exercise of the options granted is 150,000 at HK\$6.98 per Share. The share option can be exercised from 1 July 2010 to 30 June 2011.

(ii) *Interests in the shares of associated corporations*

Name of associated corporation	Name of Director	Class and number of shares held in the associated corporation	Approximate shareholding percentage
Goldbo (<i>Note g</i>)	Mr. LI Ching Wai	2 ordinary shares	100%
Linkall (<i>Note h</i>)	Mr. NG Ngan Ho	2 ordinary shares	100%
Goldpine (<i>Note i</i>)	Mr. Sze Nang Sze	2 ordinary shares	100%
Full Guang (<i>Note j</i>)	Mr. LI Ching Wai	120,000 ordinary shares	5.56%
	Mr. NG Ngan Ho	80,000 ordinary shares	3.70%
	Mr. SZE Nang Sze	110,000 ordinary shares	5.09%
	Mr. LI Ching Leung	80,000 ordinary shares	3.70%

Notes:-

- (g) Goldbo is wholly-owned by Mr. LI Ching Wai.
- (h) Linkall is wholly-owned by Mr. NG Ngan Ho.
- (i) Goldpine is wholly-owned by Mr. SZE Nang Sze.
- (j) Full Guang is owned by Mr. LEE Yin Yee, M.H. as to 33.98%, Mr. TUNG Ching Bor as to 12.50%, Mr. TUNG Ching Sai as to 19.91%, Mr. LEE Sing Din (father of Mr. LEE Yau Ching) as to 11.85%, Mr. LI Ching Wai as to 5.56%, Mr. NG Ngan Ho as to 3.70%, Mr. LI Man Yin as to 3.70%, Mr. SZE Nang Sze as to 5.09% and Mr. LI Ching Leung as to 3.70%.

Save as disclosed above, so far as the Directors are aware as at the Latest Practicable Date, Mr. LI Ching Wai, Mr. NG Ngan Ho, Mr. SZE Nang Sze, Mr. LI Ching Leung and Mr. LEE Shing Kan do not have any interests in Shares or underlying Shares within the meaning of Part XV of the SFO.

Particulars of service agreements

Pursuant to the service contract dated 15 October 2008 entered into between the Company and Mr. LEE Shing Kan, Mr. LEE Shing Kan was appointed as an executive Director at an annual salary of HK\$780,000 and a discretionary annual bonus based on performance with effect from 15 October 2008

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

for a term of 3 years. Such salary shall accrue on a day-to-day basis and include any sum receivables as directors' fee or other remuneration from any company in the Group and shall be payable by equal monthly payments in arrears. As from 1 January 2009, the salary of Mr. LEE Shing Kan shall be HK\$936,000. This salary is subject to an annual review by the Board (and the remuneration committee established thereunder) at the time when annual review for the salaries of other senior executives is made by the Board and shall be subject to approval by a majority in number of the members of the Board (and the remuneration committee established thereunder). His appointment will continue thereafter until terminated by not less than three months' notice in writing served by either party.

Each of Mr. LI Ching Wai, Mr. NG Ngan Ho, Mr. SZE Nang Sze and Mr. LI Ching Leung has entered into a letter agreement with the Company on 1 January 2008. Particulars of these agreements, except as indicated, are in all material respects identical and are summarised below:-

- (i) each agreement is of a term of three years commencing on 1 January 2008 and shall continue thereafter until terminated in accordance with the terms of the agreement. Under the agreement, either party may terminate the agreement at any time by giving to the other not less than 3 months' prior written notice;
- (ii) annual remuneration of HK\$200,000 will be paid to each of Mr. LI Ching Wai, Mr. NG Ngan Ho, Mr. SZE Nang Sze and Mr. LI Ching Leung.

Each of Mr. LI Ching Wai, Mr. NG Ngan Ho, Mr. SZE Nang Sze, Mr. LI Ching Leung and Mr. LEE Shing Kan shall abstain from voting and not be counted in the quorum in respect of any resolution of the Board regarding the amount of annual salary and management bonus and, where applicable, housing allowance payable to himself.

Policy on executive Directors' emoluments

The Company's policies concerning emoluments of the executive Directors are:-

- (i) the amount of emoluments is determined on the basis of the relevant executive Director's experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided to the executive Directors under their remuneration package; and
- (iii) the executive Directors may be granted, at the discretion of the Board, options pursuant to the share option scheme adopted by the Company, as part of their remuneration.
- (iv) annual remuneration of HK\$250,000 for the year ended 31 December 2008, and HK\$200,000 for the year ended 31 December 2009.

Other information

Save as disclosed above, there are no other matters concerning the retiring Directors that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**XINYI GLASS HOLDINGS LIMITED****信義玻璃控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00868)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Xinyi Glass Holdings Limited (the “**Company**”) will be held at Harbour Room, Level 56, Island Shangri-La, Two Pacific Place, Supreme Court Road, Central, Hong Kong, on Friday, 22 May 2009, at 10:00 a.m. for the following purposes:-

ORDINARY RESOLUTIONS

1. to receive and consider the audited financial statements and the reports of the directors (the “**Director**”) of the Company and the auditors (the “**Auditors**”) of the Company for the financial year ended 31 December 2008;
2. to declare a final dividend of 9.0 HK cents per Share for the year ended 31 December 2008;
3. (A) (i) to re-elect Mr. LEE Shing Kan as an executive Director;
(ii) to re-elect Mr. LI Ching Wai as a non-executive Director;
(iii) to re-elect Mr. NG Ngan Ho as a non-executive Director;
(iv) to re-elect Mr. SZE Nang Sze as a non-executive Director; and
(v) to re-elect Mr. LI Ching Leung as a non-executive Director;
(B) to authorize the board of Directors (the “**Board**”) to determine the remuneration of the Directors;
4. to re-appoint the Auditors and to authorise the Board to fix their remuneration;
5. to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:-

5A. “THAT:-

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued shares (the “**Shares**”) of the Company of HK\$0.10 each on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock

exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the memorandum and articles of association of the Company (the “**Articles**”) and requirements of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time (the “**Listing Rules**”) be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) shall be in addition to any other authorisations given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the number of Shares to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company; or*
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or*
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the Shareholders in general meeting.”*

5B. “THAT:-

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional ordinary Shares and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversation which would or might require the exercise of such powers after the end of the Relevant Period;

- (c) the aggregate number of the Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below), or (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire Shares of the Company approved by the Stock Exchange, or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles, shall not exceed 20% of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:-

“Relevant Period” shall have the same meaning as ascribed to it under the resolution set out in paragraph 5A(d) above; and

“Rights issue” means the allotment, issue or grant of Shares open for a period fixed by the Directors to holders of the Shares or any class of Shares thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5C. “THAT:-

conditional upon the passing of resolutions Nos. 5A and 5B, the general mandate granted to the Directors pursuant to resolution 5B be and is hereby extended by the addition thereto of an amount representing the share capital of the Company as stated in resolution No. 5A above, PROVIDED THAT such amount shall not exceed 10% of the share capital of the Company as at the date of passing this resolution.”

SPECIAL RESOLUTION

6. to consider and, if thought fit, pass the following resolution as a special resolution of the Company:-

“**THAT** the articles of association of the Company be and are hereby amended by:-

- (a) inserting the following new definition of “business day” after the existing definition of “Board” in the existing Article 1.(b):-

““business day” means any day on which the HK Stock Exchange is open for the business of dealing in securities,”

- (b) deleting the existing Article 1.(c) in its entirety and replacing with the following new Article 1.(c):-

“(c) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than $\frac{3}{4}$ of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of the Company at which a quorum is present and of which notice has been given in accordance with Article 65 specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution. Provided that, except in the case of an annual general meeting if it is so agreed by a majority in number of the Shareholders having a right to attend and vote at any such meeting, being a majority together holding not less than 95 % in nominal value of the Shares giving that right (or, in the case of an annual general meeting, by all Shareholders of the Company), a resolution may be proposed and passed as a Special Resolution at a meeting of which notice has been given for shorter than the period required under Article 65.”

- (c) deleting the existing Article 1.(d) in its entirety and replacing with the following new Article 1.(d):-

“(d) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which notice has been given in accordance with Article 65.”

- (d) deleting the first sentence of existing Article 65 in its entirety and replacing with the following sentence:-

“An annual general meeting and an extraordinary general meeting called for the passing of a Special Resolution shall be called by at least 20 business days’ notice in writing. A meeting of the Company other than an annual general meeting or an extraordinary general meeting for the passing of a Special Resolution shall be called by at least 14 days’ notice in writing or 10 business days’ notice in writing, whichever is longer.”

- (e) deleting the first three lines of the existing Article 72 in its entirety and replacing with the following:-

“At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is required by the rules of the HK Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:”

- (f) deleting the existing Article 73 in its entirety and replacing with the following new Article 73:-

“73. Unless a poll be so required or demanded as aforesaid and, in the latter case, not withdrawn, a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.”

- (g) deleting the existing Article 74 in its entirety and replacing with the following new Article 74:-

“74. Subject of Article 75, if a poll is required or demanded as aforesaid, it shall (subject as provided in Article 75) be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place not being more than thirty days from the date of the meeting or adjourned meeting at which the poll was required or demanded as the Chairman of the meeting directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The Company shall only be required to disclose the voting figures on a poll and in the specified manner if such disclosure is required by the rules of the HK Stock Exchange. The demand for a poll may be withdrawn, with the consent of the Chairman, at any time before the close of the meeting at which the poll was demanded or the taking of the poll, whichever is the earlier.”

- (h) deleting the existing Article 75 in its entirety and replacing with the following new Article 75:-

“75. Any poll required or duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.”

- (i) deleting the existing Article 76 in its entirety and replacing with the following new Article 76:-

“76. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place (where no poll is demanded) or at which the poll is required or demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote, the Chairman shall determine the same, and such determination shall be final and conclusive.”

- (j) deleting the last sentence of the existing Article 182 in its entirety and replacing with the following:-

“Any notice or other document published by way of advertisement shall be deemed to have been served or delivered on the day it was so published. Any notice or other document published on a computer network shall be deemed to have been served or delivered by the Company to a Shareholder on the later of (i) the date on which a notification of the availability of such notice or other document in compliance with the requirements under the Listing Rules is sent to such Shareholder; and (ii) the date on which such notice or other document first appears on the computer network.”

By order of the Board
Xinyi Glass Holdings Limited
LAU Sik Yuen
Company Secretary

Hong Kong, 21 April 2009

Notes:-

1. Any member entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his or her or its proxy to attend and vote instead of him or her or its. A member may appoint a proxy in respect of only part of his or her or its holding of Shares. A proxy need not be a Shareholder.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the annual general meeting of the Company or adjourned annual general meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the annual general meeting of the Company and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

6. As at the date of this notice, Mr. LEE Yin Yee, M.H., Mr. TUNG Ching Bor, Mr. TUNG Ching Sai, Mr. LEE Shing Kan, Mr. LEE Yau Ching, and Mr. LI Man Yin were the executive Directors and that Mr. LI Ching Wai, Mr. LI Ching Leung, Mr. SZE Nang Sze and Mr. NG Ngan Ho were the non-executive Directors and that Mr. LAM Kwong Siu, S.B.S., Mr. WONG Chat Chor Samuel and Mr. WONG Ying Wai, S.B.S., JP were the independent non-executive Directors.