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XINYI GLASS HOLDINGS LIMITED

信義玻璃控股有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock code: 00868)

**PROPOSED SPIN-OFF AND LISTING OF
XINYI AUTOMOBILE GLASS HONG KONG ENTERPRISES LIMITED
ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED**

APPROVAL OF THE XINYI GLASS DISTRIBUTION

CLOSURE OF REGISTER OF MEMBERS

The Board refers to the Announcements. Unless the context requires otherwise, the capitalised terms used herein shall have the same meaning as defined in the Announcements. The purpose of this announcement is to provide the Shareholders and public investors with the updated information on the Spin-Off and the Listing.

A meeting of the Board was convened on 25 June 2016, at which the Board approved the Xinyi Glass Distribution by way of conditional distribution in specie, in the form of Special Interim Dividend, of all the Xinyi Enterprises Shares in issue to the Xinyi Glass Qualifying Shareholders.

The Xinyi Glass Distribution Record Date will be on Thursday, 30 June 2016, and the register of members of the Company will be closed on that date (during which no transfer of Shares will be effected).

As of 20 June 2016, there were 3,880,897,699 Shares in issue. On this basis, the Xinyi Glass Distribution will comprise of 485,112,212.38 Xinyi Enterprises Shares. If there is any increase in the number of Shares after the date of this announcement and before the Xinyi Glass Distribution Record Date, the number of Shares comprising the Xinyi Glass Distribution will increase accordingly so as to maintain the distribution ratio of one Xinyi Enterprises Share for eight Shares. The Shares may increase on or before the Xinyi Glass Distribution Record Date as a result of exercise of the share options by the employees of the Group under the share option scheme adopted by the Company.

The Directors would like to emphasise that the Spin-Off and the Listing are subject to, among other things, (a) the Stock Exchange approving the Spin-Off; (b) the Hong Kong Public Offering becomes unconditional and is duly completed in accordance with the terms and conditions in the prospectus of Xinyi Automobile Glass Enterprises and the application forms for the Hong Kong Public Offering; and (c) the Listing Department granting the listing of, and permission to deal in, the Xinyi Enterprises Shares in issue, the Hong Kong Offer Shares to be issued pursuant to the Hong Kong Public Offering and the Xinyi Enterprise Shares that may be issued as described in the prospectus of Xinyi Automobile Glass Enterprises on GEM and such listing and permission not subsequently having been revoked prior to the commencement of dealing in the Xinyi Enterprises Shares on GEM.

There is no assurance that the Spin-Off and the Listing will take place or the relevant approvals be granted, or as to when it may take place or be granted. The Company will issue further announcement on the Spin-Off as and when appropriate.

The Spin-Off and the Listing are subject to, amongst other things, the approval of the Stock Exchange and the final decision of the Board and the board of Xinyi Automobile Glass Enterprises. Accordingly, Shareholders and public investors should be aware that we cannot assure that the Spin-Off and Listing will take place or the relevant approvals be granted, or as to when they will take place or be granted. Shareholders and potential investors should exercise caution when dealing in or investing in the securities of the Company.

This announcement is issued by the board (the “**Board**”) of directors (the “**Directors**”) of Xinyi Glass Holdings Limited (the “**Company**”). The Board refers to the announcements (the “**Announcements**”) of the Company dated 16 December 2015, 17 May 2016, 15 June 2016 and 16 June 2016. Unless the context requires otherwise, the capitalised terms used herein shall have the same meaning as defined in the Announcements.

The purpose of this announcement is to provide the Shareholders and public investors with the updated information on the Spin-Off and the Listing.

APPROVAL OF THE DECLARATION OF THE SPECIAL INTERIM DIVIDEND

A meeting of the Board was convened on 25 June 2016, at which the Board approved the Xinyi Glass Distribution by way of conditional distribution in specie, in the form of Special Interim Dividend, of all the Xinyi Enterprises Shares in issue to the Xinyi Glass Qualifying Shareholders. The Xinyi Glass Distribution is not required to be approved by the Shareholders of the Company under article 155 of the articles of association of the Company.

Number of Shares and entitlement of the Xinyi Glass Qualifying Shareholders

Each Xinyi Glass Qualifying Shareholder will be entitled to one Xinyi Enterprises Share for eight Shares held by it/he/she as of the close of business on the Xinyi Glass Distribution Record Date. The Special Interim Dividend is conditional upon the Spin-Off becoming unconditional. On the basis of 3,880,897,699 Shares in issue as of 20 June 2016, a total of 485,112,212.38 Xinyi Enterprises Shares, representing all the Xinyi Enterprises Shares in issue, will be distributed to the Xinyi Glass Qualifying Shareholders on a *pro rata* basis.

If there is any increase in the number of Shares after the date of this announcement and before the Xinyi Glass Distribution Record Date, the number of Shares comprising the Xinyi Glass Distribution will increase accordingly so as to maintain the distribution ratio of one Xinyi Enterprises Share for eight Shares. The number of Shares may increase on or before the Xinyi Glass Distribution Record Date as a result

of exercise of the share options by the employees of the Group under the share option scheme adopted by the Company. The Company will issue a further announcement on the exact number of Shares in issue as of the Xinyi Glass Distribution Record Date, the number of Xinyi Enterprises Shares subject to the Xinyi Glass Distribution and further arrangements for distribution to the Xinyi Glass Qualifying Shareholders and Xinyi Glass Overseas Shareholders.

Xinyi Glass Overseas Shareholders

The Xinyi Glass Overseas Shareholders residing in jurisdictions other than Hong Kong should inform themselves about and observe all legal and regulatory requirements applicable to them. It is the responsibility of the Xinyi Glass Overseas Shareholders to satisfy themselves as to the full observance of the laws of the relevant jurisdictions applicable to them in connection with the Xinyi Glass Distribution, including obtaining of any governmental, exchange control or other consents which may be required, or compliance with any other necessary formalities and payment of any issue, transfer or other taxes due in such jurisdiction.

The Xinyi Glass Overseas Shareholders should consult their professional advisers if they are in any doubt as to the potential applicability of, or consequences under, any provision of law or regulation or judicial or regulatory decisions or interpretations in any jurisdiction, territory or locality therein or thereof and, in particular, whether there will be any restriction or prohibition on the receipt, acquisition, retention, disposal or otherwise with respect to the Xinyi Enterprises Shares.

The Special Interim Dividend will not be available to the Xinyi Glass Overseas Shareholders with addresses outside Hong Kong unless the Board is satisfied, with the support of legal opinions, that the distribution of the Xinyi Enterprises Shares to the Xinyi Glass Overseas Shareholders will not contravene the applicable securities legislation of the relevant overseas jurisdictions or the requirements of the relevant regulatory body or stock exchange in that jurisdiction. If no Xinyi Enterprises Shares are allotted to the Xinyi Glass Overseas Shareholders, they will receive cash amount (after deducting expenses) equals to the net proceeds from the sales by the Company of the Xinyi Enterprises Shares so long as the amount of such proceeds are equal to or more than HK\$100. As of the date of this announcement, there is one Xinyi Glass Overseas Shareholder whose registered address is located in the Republic of the Philippines. The Board has been advised that the Xinyi Enterprise Shares can be distributed to the Xinyi Glass Overseas Shareholder in this jurisdiction. The Board will make further enquiry on the Xinyi Glass Distribution Record Date.

PRC Stock Connect Investors

According to the “CCASS Shareholding Search” available on the Stock Exchange’s website (www.hkexnews.hk), as of the date of this announcement, China Securities Depository and Clearing Corporation Limited (“**ChinaClear**”) held 18,854,000 Shares, representing 0.49% of the Shares in issue as of 20 June 2016. ChinaClear is a CCASS Participant with the HKSCC Nominees Limited.

The Board has been advised by its legal adviser on the laws of the PRC that the PRC Stock Connect Investors may receive the Xinyi Enterprises Shares pursuant to the Xinyi Glass Distribution through ChinaClear if they hold the Shares on the Xinyi Glass Distribution Record Date. In addition, according to the PRC legal adviser of the Company and the Frequently Asked Questions Series 29 regarding Shanghai-Hong Kong Stock Connect, the PRC Stock Connect Investors (or the relevant ChinaClear participants, as the case may be) whose stock accounts in ChinaClear are credited with the Xinyi Enterprises Shares may only sell them on the Stock Exchange under Shanghai-Hong Kong Stock Connect but may not purchase the Xinyi Enterprises Shares as Xinyi Enterprises Shares are not one of the eligible securities under the Shanghai-Hong Kong Stock Connect. PRC Stock Connect Investors should seek advice from their intermediary (including broker, custodian, nominee or ChinaClear participant) and/or other professional advisers for details of the logistical arrangements as required by ChinaClear.

If there is any change in the number of the Shares held by ChinaClear on the Xinyi Glass Distribution Record Date, the Company will issue a further announcement and make further enquiry, based on the legal opinion provided by legal advisers, as to whether the distribution of the Xinyi Enterprises Shares to the PRC Stock Connect Investors through ChinaClear will contravene any applicable laws and regulations.

Fractional entitlement to the Xinyi Enterprises Shares under the Xinyi Glass Distribution

Fractions of the Xinyi Enterprises Shares will not be allotted to the Xinyi Glass Qualifying Shareholders under the Xinyi Glass Distribution. For the Xinyi Glass Qualifying Shareholders with fractional entitlement to the Xinyi Enterprises Shares under the Xinyi Glass Distribution, their entitlements will be rounded down to the nearest whole number of the Xinyi Enterprises Share. The fractional entitlements of the Xinyi Glass Qualifying Shareholders will be aggregated and sold to a third party at the price equivalent to the closing price for each Xinyi Enterprises Share on the date of Listing. The proceeds of sale (net of expenses and taxes) will be paid to the relevant Xinyi Glass Qualifying Shareholders according to their respective entitlements.

XINYI GLASS DISTRIBUTION RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS

The Xinyi Glass Distribution Record Date will be on Thursday, 30 June 2016, and the register of members of the Company will be closed on that date (during which no transfer of Shares will be effected). The following sets forth a timetable for the Xinyi Glass Distribution:

Key dates	2016
Last day of dealings in the Shares on a cum entitlement basis	Monday, 27 June
First day of dealings in the Shares on an ex entitlement basis	Tuesday, 28 June
Latest time for lodging transfers of the Shares cum entitlement to Xinyi Enterprises Shares pursuant to the Xinyi Glass Distribution at	4:30 p.m. on Wednesday, 29 June
Register of members of the Company in Hong Kong closes	Thursday, 30 June
Xinyi Glass Distribution Record Date	Thursday, 30 June
Register of members of the Company in Hong Kong opens	Monday, 4 July

In order to qualify for the entitlement under the Xinyi Glass Distribution, all transfer forms accompanied by the relevant Share certificates must be lodged with the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 29 June 2016. Under the T+2 settlement arrangements in the CCASS, investors who would like to receive the Special Interim Dividend are encouraged to confirm their purchase of Shares on Monday, 27 June 2016. The register of members of the Company will open for registration of transfers on Monday, 4 July 2016.

MEETING OF THE BOARD OF DIRECTORS OF XINYI AUTOMOBILE GLASS ENTERPRISES

On 25 June 2016, a meeting of the board of directors of Xinyi Automobile Glass Enterprises was convened for the approval of the Listing and the arrangements related thereto. In addition to the Xinyi Glass Distribution, Xinyi Automobile Glass Enterprises would offer, as part of the Listing, certain Xinyi Enterprises Shares to members of the public in Hong Kong. The prospectus for the Hong Kong Public Offering is expected to be issued by Xinyi Automobile Glass Enterprises on 28 June 2016. A further announcement will be issued by the Company when the prospectus of Xinyi Automobile Glass is published. Xinyi Automobile Glass Enterprises will also publish a formal notice on the date of the prospectus.

A document will be despatched to the Shareholders by post on 28 June 2016 for information purpose. The contents of the document are substantially based on the prospectus to be issued by Xinyi Automobile Glass Enterprises in Hong Kong. The document does not constitute a prospectus of the Company or Xinyi Automobile Glass Enterprises.

IMPORTANT INFORMATION ON THE SPIN-OFF AND THE LISTING

The Directors would like to emphasise that the Spin-Off and the Listing are subject to, among other things, (a) the Stock Exchange approving the Spin-Off; (b) the Hong Kong Public Offering becomes unconditional and is duly completed in accordance with the terms and conditions in the prospectus of Xinyi Automobile Glass Enterprises and the application forms for the Hong Kong Public Offering; and (c) the Listing Department granting the listing of, and permission to deal in, the Xinyi Enterprises Shares in issue, the Hong Kong Offer Shares to be issued pursuant to the Hong Kong Public Offering and the Xinyi Enterprises Shares that may be issued as described in the prospectus of Xinyi Automobile Glass Enterprises on GEM and such listing and permission not subsequently having been revoked prior to the commencement of dealing in the Xinyi Enterprises Shares on GEM.

There is no assurance that the Spin-Off and the Listing will take place or the relevant approvals be granted, or as to when it may take place or be granted. The Company will issue further announcement on the Spin-Off as and when appropriate.

The Spin-Off and the Listing are subject to, amongst other things, the approval of the Stock Exchange and the final decision of the Board and the board of Xinyi Automobile Glass Enterprises. Accordingly, Shareholders and public investors should be aware that we cannot assure that the Spin-Off and Listing will take place or the relevant approvals be granted, or as to when they will take place or be granted. Shareholders and potential investors should exercise caution when dealing in or investing in the securities of the Company.

By order of the board of directors of
Xinyi Glass Holdings Limited
Datuk LEE Yin Yee, B.B.S.
Chairman

Hong Kong, 25 June 2016

As of the date of this announcement, the Board comprises four executive Directors, namely Datuk LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Mr. TUNG Ching Sai, and Mr. LEE Shing Kan, four non-executive Directors, namely Mr. NG Ngan Ho, Mr. LI Ching Wai, Mr. SZE Nang Sze, and Mr. LI Ching Leung, five independent non-executive Directors, namely Mr. LAM Kwong Siu, S.B.S., Mr. WONG Chat Chor Samuel, Mr. WONG Ying Wai, G.B.S., JP., Mr. TRAN Chuen Wah, John, and Mr. TAM Wai Hung, David.

This announcement will be published on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.xinyiglass.com.hk.