
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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,
INCREASE IN AUTHORISED SHARE CAPITAL,
BONUS ISSUE
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Xinyi Glass Holdings Limited (the “**Company**”) to be held at Unit 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 28 May 2010, 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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.**

27 April 2010

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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 Unit 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 28 May 2010, 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;
“Bonus Issue”	the proposed bonus issue of the Bonus Shares to the Qualifying Shareholders whose names appear on the Register of Members on the Record Date on the basis of one Bonus Share for every existing Share held on that date;
“Bonus Shares”	new Share(s) proposed to be allotted and issued pursuant to the Bonus Issue;
“Companies Law”	the Companies Law, (2009 Revision) of the Cayman Islands, as amended from time to time;
“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;

DEFINITIONS

“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 of 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 People’s Republic of China;
“Latest Practicable Date”	22 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“Notice”	the notice dated 27 April 2010 convening the Annual General Meeting as set forth in appendix III to this circular;
“Ordinary Resolutions”	the proposed ordinary resolutions in respect of the matters referred to in the Notice;
“Overseas Shareholder”	holder of Shares whose address as shown on the Register of Members on the Record Date is outside Hong Kong;
“PRC”	The People’s Republic of China;
“Qualifying Shareholders”	the Shareholder(s) who are entitled to the Bonus Issue, excluding those Overseas Shareholders whom the Board, after making enquiries pursuant to Rule 13.36(2)(a) of the Listing Rules, considers it necessary or expedient on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant body or stock exchange in that place not to extend the Bonus Issue to them;
“Record Date”	Tuesday, 25 May 2010, being the record date for determination of entitlements to the Bonus Issue;
“Register of Members”	the register of members of the Company maintained by the Registrar in Hong Kong;

DEFINITIONS

“Registrar”	the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“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 of 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; and
“%”	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:-*

3/F, Harbour View 2
16 Science Park East Avenue
HK Science Park Phase 2
Pak Shek Kok, Tai Po, N.T.
Hong Kong

Independent Non-executive Directors:-

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

27 April 2010

To the Shareholders:

Dear Sir or Madam,

**REPURCHASE MANDATE AND GENERAL MANDATE,
PROPOSED RE-ELECTION OF DIRECTORS,
INCREASE IN AUTHORISED SHARE CAPITAL,
BONUS ISSUE
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

LETTER FROM THE BOARD

The resolutions include (i) the grant of the Repurchase Mandate; (ii) the grant of the General Mandate; (iii) the re-election of the Directors; (iv) the proposed increase in the authorised share capital of the Company and (v) the Bonus Issue.

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 of 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 any applicable laws 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 of the date of passing of the resolution. As of the Latest Practicable Date, the issued share capital of the Company comprised 1,770,860,460 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 354,172,092 Shares.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, a separate ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the General Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by Directors pursuant to the General Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

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 of the Articles are set forth in appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As of the Latest Practicable Date, the authorised share capital of the Company was HK\$250,000,000 divided into 2,500,000,000 Shares of HK\$0.10 each.

To cater for the issue of the Bonus Shares pursuant to the Bonus Issue and to provide for flexibility and accommodate future expansion and growth of the Company, the Board proposes to the Shareholders to increase the authorised share capital of the Company from HK\$250,000,000 (divided into 2,500,000,000 Shares) to HK\$2,000,000,000 (divided into 20,000,000,000 Shares) by creating an additional 17,500,000,000 Shares.

Pursuant to Article 13(a) and 7 of the Articles, the proposed increase in authorised share capital of the Company is conditional on the Shareholders' approval by an ordinary resolution at the Annual General Meeting.

Save for the Bonus Shares, the Directors have no present intention of issuing any part of the increased authorised share capital of the Company.

PROPOSED BONUS ISSUE

Subject to the conditions set forth under the heading "Conditions of the Bonus Issue" below, the Directors have recommended a bonus issue of one Bonus Share for every existing Share held by the Shareholders whose names appear on the Register of Members on the Record Date. Shareholders should note that the Bonus Shares to be issued pursuant to the Bonus Issue will rank *pari passu* in all respects with the existing Shares, including the entitlements to receive dividends and other distributions the record date for which is on or after the date of allotment and issue of the Bonus Shares. For the avoidance of doubt, the Bonus Shares will not be entitled to the final cash dividend for the financial year ended 31 December 2009 as stated in the announcement of the Company dated 29 March 2010. As of the Latest Practicable Date, 1,770,860,460 Shares were issued. On the basis that no further Shares will be issued or repurchased on or before the date of the Annual General Meeting and the Record Date, an aggregate of 1,770,860,460 Bonus Shares will be issued and an amount of not less than HK\$177,086,046.00 standing to the credit of Company's share premium account will be capitalised and will then be applied in paying up in full at par for not less than 1,770,860,460 Bonus Shares. There is no fractional entitlement to the Bonus Shares.

Reasons for the Bonus Issue

To celebrate the fifth anniversary of the listing of the Shares on the Stock Exchange in February 2005, in addition to the proposed final cash dividend, the Directors also proposed a bonus issue to the Shareholders on the basis of one new Bonus Share for every existing Share held by the Shareholders.

Record Date and closure of the register of members

The Bonus Shares will be issued to the Qualifying Shareholders. Arrangements for Overseas Shareholders are elaborated below under the paragraph headed "Overseas Shareholder".

LETTER FROM THE BOARD

The Register of Members will be closed from Tuesday, 25 May 2010 to Friday, 28 May 2010, both days inclusive, for the purpose of determining entitlements of the Shareholders to the Bonus Issue. In order to qualify for the Bonus Issue, all transfer of Shares must be duly completed, accompanied by the relevant share certificates and lodged with the Registrar, Computershare Hong Kong Investor Services Limited at 17th Floor, shops 1712-16, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 May 2010.

Expected timetable for the implementation of the Bonus Issue is set forth below:-

Last day of dealings in Shares on a cum entitlement basis to the Bonus Issue	Wednesday, 19 May 2010
Latest time for lodging transfers for the entitlements to the Bonus Issue	4:30 p.m. Monday, 24 May 2010
Record Date	Tuesday, 25 May 2010
Closure of Register of Members (both dates inclusive)	Tuesday, 25 May 2010 to Friday, 28 May 2010
Latest time for lodging forms of proxy for the Annual General Meeting	10:00 a.m. Wednesday, 26 May 2010
Annual General Meeting	10:00 a.m. Friday, 28 May 2010
Proposed despatch of certificates for the Bonus Shares	Monday, 7 June 2010
Proposed commencement of dealings in the Bonus Shares on the Stock Exchange	Wednesday, 9 June 2010

Conditions of the Bonus Issue

The Bonus Issue is conditional upon:-

- (i) the Shareholders passing an ordinary resolution at the Annual General Meeting to approve the increase of the authorised share capital from HK\$250,000,000 divided into 2,500,000,000 Shares of HK\$0.10 each to HK\$2,000,000,000 divided into 20,000,000,000 Shares of HK\$0.10 each by the creation of an additional 17,500,000,000 ordinary Shares of HK\$0.10 each;
- (ii) the Shareholders passing an ordinary resolution at the Annual General Meeting to approve the allotment and issue of the Bonus Shares; and
- (iii) the Listing Committee granting listing of, and permission to deal in, the Bonus Shares.

LETTER FROM THE BOARD

Listing and dealing

Application will be made to the Listing Committee for the listing of and permission to deal in the Bonus Shares to be issued pursuant to the Bonus Issue. It is expected that the dealings in the Bonus Shares on the Stock Exchange will commence on Wednesday, 9 June 2010.

The Shares are listed and dealt in on the Stock Exchange only. There is no equity or debt securities of the Company being listed or dealt in on any other stock exchange nor is listing or permission to deal in such securities on any other stock exchange being or proposed to be sought.

Overseas Shareholder

Pursuant to Rule 13.36(2)(a) of the Listing Rules, if at 4:30 p.m. on the Record Date, the Register of Members reveals there are Overseas Shareholders, the Board must make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange, and may only exclude such Overseas Shareholders from the Bonus Issue on the basis that, having made such enquiry, it would be necessary or expedient to do so. In such circumstances, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Overseas Shareholder, if any, to be sold in the market as soon as practicable after dealings in the Bonus Shares commence. Any proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Overseas Shareholder, if any, pro-rata to his shareholdings and will be posted to him, at his own risk, unless the amount falling to be distributed to any such person is less than HK\$100, in which case it will be retained for the benefit of the Company.

As of the Latest Practicable Date, there was one Shareholder whose address as shown on the Register of Members was located as follow:-

Jurisdiction of registered address of Overseas Shareholder	No. of Overseas Shareholder
Philippines	1

Pursuant to Rule 13.36 of the Listing Rules, the Board has made enquiries with its legal adviser in the Philippines as to whether there is any legal restriction under the applicable securities legislation of such country or requirement of any relevant regulatory body or stock exchange with respect to the offer of the Bonus Shares to such Overseas Shareholder.

The Board has been advised by its legal adviser on the laws of the Philippines that (i) the Bonus Shares can be issued and allotted to the Overseas Shareholder in this jurisdiction; (ii) there is no legal restriction under the applicable legislation of this jurisdiction or requirements of any regulatory body or stock exchange with respect to the offer of the Bonus Shares to the Overseas Shareholder in the Philippines and (iii) the Company is exempted from obtaining approval from and/or registration of the relevant documents with the relevant regulatory authorities under the applicable laws and regulations of the Philippines. Based on the above legal advice, the Board has decided, subject to approval of the Bonus Issue by the Shareholders, to extend the Bonus Shares to the Overseas Shareholder with registered addresses in the Philippines.

LETTER FROM THE BOARD

In light of the above, the Overseas Shareholder with the registered address in the Philippines, together with the Shareholders with registered addresses in Hong Kong as of the Record Date, are Qualifying Shareholders and they will be offered the Bonus Shares.

Despatch of Certificates

In the absence of any specific instruction to the contrary received in writing by the Registrar, certificates for the Bonus Shares will be posted to the persons entitled thereto at their respective addresses shown in the Register of Members or, in the case of joint holders, to the address of the joint holder whose name stands first in the Register of Members in respect of the joint holding. Assuming the Bonus Issue becomes effective, certificates for the Bonus Shares will be despatched at the risk of the persons entitled thereto on or before Monday, 7 June 2010 and the Company will not be responsible for any loss or delay in transmission. The Qualifying Shareholder(s) will receive one share certificate for the issue of the Bonus Share(s).

Expected Timetable

The expected timetable for the Bonus Issue is set forth on page 7 of this circular. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

WAIVER FROM STRICT COMPLIANCE WITH THE LISTING RULES

Application has been made by the Company for waiver from strict compliance with Rules 19.10(2) and 19.10(3) of the Listing Rules regarding the requirements on including in this circular summaries of (a) the provisions of the constitutive documents of the Company in so far as they may affect shareholders' rights and protections and directors' powers; and (b) the relevant regulatory provisions of the jurisdiction in which the Company is incorporated. Such waiver was granted by the Stock Exchange on 22 April 2010.

DOCUMENTS AVAILABLE FOR PUBLIC INSPECTION

Copies of the following documents are available for inspection by the public at the principal place of business in Hong Kong at 3/F, Harbour View 2, 16 Science Park East Avenue, HK Science Park Phase 2, Pak Shek Kok, Tai Po, N.T., Hong Kong from 9 a.m. to 6 p.m. on any weekday other than public holidays, Saturdays and Sundays from the date of this circular up to and including the date of the Annual General Meeting:-

- (a) the memorandum of association and the Articles of the Company;
- (b) a summary of the Companies Law of the Cayman Islands; and
- (c) the annual reports of the Company for each of the two years ended 31 December 2008 and 2009.

LETTER FROM THE BOARD

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 re-election of the Directors, the increase in the authorised share capital of the Company, and the Bonus Issue. The Annual General Meeting will be held at Unit 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 28 May 2010, at 10:00 a.m.

CLOSURE OF REGISTER OF MEMBERS

The Company's register of members will be closed from Tuesday, 25 May 2010 to Friday, 28 May 2010 (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 17th Floor, shops 1712-16, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 24 May 2010.

VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles, 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 extension of the General Mandate, the proposed re-election of Directors, the increase in the authorised share capital and the Bonus Issue are in the best interest of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant Ordinary 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 be granted the Repurchase Mandate such that they may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as of the date of passing of the relevant resolution. At of the Latest Practicable Date, the number of Shares in issue was 1,770,860,460 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 of the date of the passing of the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of 177,086,046 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 of 31 December 2009 (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 capital position and the gearing position of the Company in the event that the Repurchase

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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>
2009		
April	5.00	3.54
May	6.80	4.86
June	7.00	5.26
July	7.37	5.80
August	7.61	5.21
September	5.80	4.85
October	6.22	5.27
November	6.56	5.60
December	7.35	6.20
2010		
January	7.58	6.03
February	6.34	5.82
March	7.28	6.03
April (up to the Latest Practicable Date)	7.25	6.58

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 of 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, 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 of the listing date of the Company, each of the other Controlling Shareholder(s) shall have a pre-emption right to purchase such Shares. As of the Latest Practicable Date, the Controlling Shareholders, being parties acting in concert as a result of the shareholders' agreement mentioned above, held approximately 1,020,328,960 Shares, representing approximately 57.62% 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 approximately 64.02% 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 2,190,000 Shares at an aggregate consideration of HK\$14,436,000 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\$)	
January 2010	2,190,000	6.69	6.54	14,436

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.

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. LEE Yau Ching, Mr. LI Man Yin, Mr. WONG Chat Chor Samuel, Mr. LAM Kwong Siu, S.B.S. and Mr. WONG Ying Wai, Wilfred S.B.S., JP will retire by rotation in accordance with Article 108 of the Articles.

Executive Directors

LEE Yau Ching (李友情), aged 34, is our executive Director and chief operations officer. Mr. LEE Yau Ching is responsible for planning our overall operations strategy and overseeing Group's operations. Mr. LEE Yau Ching is also the general manager of both YiDe Glass (Shenzhen) Company Limited and Xinyi Glass Technology (Shenzhen) Company Limited. Mr. LEE Yau Ching joined us in June 1999. Mr. LEE Yau Ching graduated from the Hong Kong University of Science and Technology in 1999 with a bachelor degree in business administration majoring in finance. Mr. LEE Yau Ching is the son of Mr. LEE Sing Din, one of the Controlling Shareholders, and a nephew of Mr. LEE Yin Yee and a cousin of Mr. LEE Shing Kan, both being executive Directors. Mr. LEE Yau Ching was appointed as our executive Director on 25 June 2004.

Save as disclosed above, Mr. LEE Yau Ching has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Mr. LEE Yau Ching 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 Man Yin (李文演), aged 55, is our executive Director and has joined us since July 1999. Mr. LI Man Yin is the assistant general manager of Xinyi Glass Wuhu Production Complex. Prior to joining us, Mr. LI Man Yin worked at a local transportation service company the PRC handling retail sales, and also in the trading of automobile parts industry. Mr. LI Man Yin was appointed as our executive Director on 25 June 2004.

Save as disclosed above, Mr. LI Man Yin has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Mr. LI Man Yin 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.

Independent Non-executive Directors

LAM Kwong Siu, S.B.S.(林廣兆), aged 76, is the vice chairman of BOC International Holdings Limited, the honorary chairman of the board of Hong Kong Federation of Fujian Association, the Chief Supervisor of Hong Kong Fukien Chamber of Commerce, the vice chairman of Fujian Hong Kong

Economic Co-operation, the Life Honorary Chairman of the Chinese General Chamber of Commerce and Adviser of the Hong Kong Chinese Enterprises Association, and thus has the appropriate professional expertise required under Rule 3.10(2) of the Listing Rules. Mr. LAM Kwong Siu, S.B.S. has also been the non-executive director of CITIC International Financial Holdings Limited since September 1996, BOC International Holdings Limited since October 2001, CITIC Ka Wah Bank Limited since January 2002, Bank of China International Limited (formerly named “BOCI Capital Limited”) since July 2002, China Overseas Land & Investment Limited since September 2003 and Fujian Holdings Limited since December 2003 and Yuzhou Properties Company Limited since October 2009. Mr. LAM Kwong Siu, S.B.S. was awarded the HKSAR Silver Bauhinia Star in 2003. Mr. LAM Kwong Siu, S.B.S. was appointed as our independent non-executive Director on 30 August 2004. CITIC International Financial Holdings Limited (withdrawal of listing on 5 November 2008), China Overseas Land & Investment Limited, Fujian Holdings Limited and Yuzhou Properties Company Limited are companies whose shares are being listed on the Stock Exchange.

Mr. LAM Kwong Siu, S.B.S. has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Mr. LAM Kwong Siu, S.B.S. 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. WONG, Ying Wai, Wilfred, S.B.S., JP (王英偉), aged 57, is the executive deputy chairman of Hsin Chong Construction Group Limited and Synergis Holdings Limited, two main board Hong Kong listed companies in construction and property management businesses respectively. He is also the independent non-executive director of Cosway Corporation Limited, a main board Hong Kong listed company. He is also the executive chairman of Singapore-based Pacific Star Group, one of Asia’s fastest growing real estate investment houses. Mr. WONG Ying Wai, Wilfred, S.B.S., JP is responsible for formulating and overseeing the business strategies of the Pacific Star Group in the mainland China, Hong Kong and Macau. Mr. WONG Ying Wai, Wilfred, S.B.S., JP is also the non-executive Chairman of Yangtze China Investment Company Limited, a company whose shares are listed on the London AIM and which makes direct investments in growth businesses in the mainland China.

Mr. WONG Ying Wai, Wilfred, S.B.S., JP joined the Administrative Officer grade of the Hong Kong Government in 1975 and served in a number of key positions responsible for the planning, organizing and formulation of government and services policies until 1992. Since then, Mr. WONG Ying Wai, Wilfred, S.B.S., JP has held senior management positions in a number of Hong Kong listed companies in the property development and construction business sectors including K. Wah International Holdings Limited, Henderson China Holdings Limited and the Shui On Group.

Mr. WONG Ying Wai, Wilfred, S.B.S., JP started his public service career on the national level when he was appointed by the Central People’s Government as a member of The Basic Law Consultative

Committee (1985-1990). He was subsequently appointed by the National People's Congress as a member of the Preliminary Working Committee in 1993 and a member of the Hong Kong SAR Preparatory Committee in 1995, responsible for the transitional policies and arrangements relating to the establishment of the HKSAR Government in 1997.

Currently, Mr. WONG Ying Wai, Wilfred, S.B.S., JP is a Deputy to the Eleventh National People's Congress of the PRC, after having been elected three times in the last ten years. His public service continues through his participation in a number of councils and committees in Hong Kong. He is the Chairman of the Court and Council of the Hong Kong Baptist University; Chairman of Hong Kong International Film Festival Society Limited; Chairman of the Business and Professionals Federation of Hong Kong; a Board Member of HKSAR Airport Authority, Tourism Board and Hong Kong Film Development Council. He is also a member of the Commission on Strategic Development and Family Council. For his distinguished public service, Mr. Wong Ying Wai, Wilfred, S.B.S., JP was awarded the Silver Bauhinia Star Medal by the Hong Kong SAR Government in 2007. He was educated at Harvard University (MPA), Oxford University, University of Hong Kong (BSoc.Sc.) and the Chinese University of Hong Kong.

Mr. WONG Ying Wai, Wilfred, S.B.S., JP has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Mr. WONG Ying Wai, Wilfred, S.B.S., JP 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.

WONG Chat Chor Samuel (王則左), aged 60, is currently a Barrister-at-Law in Hong Kong and a Chartered Arbitrator. Mr. WONG Chat Chor Samuel, a member of several arbitration institutions, is a Fellow of the Chartered Institute of Arbitrators, a Fellow of the Hong Kong Institute of Arbitrators, Executive Council member of the Hong Kong Society for Rehabilitation and Crime Prevention, the president of the Hong Kong Institute of Arbitrators 2002 and 2003, a member of the International Chamber of Commerce ("ICC") and the ICC Arbitration Committee of Hong Kong. Mr. WONG Chat Chor Samuel is also on the panels of the China International Economic and Trade Arbitration Commission, the Hong Kong International Arbitration Center and on the panels of the Arbitration Commissions of Wuhan, Dalian, Tsingdao, Guangzhou, Suzhou and Huizhou of China. In addition, Mr. WONG Chat Chor Samuel is also a director of Nan Fung (Singapore) Pte Limited and the chairman of the BPC Group of Companies, Malaysia. Mr. WONG Chat Chor Samuel is also a member of the Peoples' Political Consultative Committee of Wenzhou, Zhejiang, the PRC. Mr. WONG Chat Chor Samuel received a master degree in business administration from Harvard University and a master and a bachelor degrees in Arts from Tufts University, Massachusetts. Mr. WONG Chat Chor Samuel was appointed as our independent non-executive Director on 30 August 2004.

Mr. WONG Chat Chor Samuel has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Mr. WONG Chat Chor Samuel 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 of 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 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 forth 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 Man Yin	Interest of a controlled corporation (<i>Note a</i>)	38,586,052	2.18%
	Interest of a controlled corporation (<i>Note b</i>)	11,930,000	0.67%
	Personal interest (<i>Note c</i>)	300,000	0.02%
Mr. WONG Chat Chor Samuel	Personal interest	60,000	0.00%

Notes:-

- (a) Mr. LI Man Yin's interests in the Shares are held through Perfect All Investments Limited ("**Perfect All**"), a company incorporated in the British Virgin Islands with limited liability on 28 June 2004 and wholly-owned by Mr. LI Man Yin.
- (b) The interest in the Shares are held through Full Guang Holdings Limited ("**Full Guang**"), a company incorporated in the British Virgin Islands with limited liability on 19 December 2005. Full Guang is owned by Mr. LEE Yin Yee 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%.
- (c) Mr. LI Man Yin's interests in the Shares are held through a joint account with his spouse, Madam LI Sau Suet.

(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
Perfect All (<i>Note d</i>)	Mr. LI Man Yin	2 ordinary shares	100%
Full Guang (<i>Note e</i>)	Mr. LI Man Yin	80,000 ordinary shares	3.70%

Note:-

(d) Perfect All is wholly-owned by Mr. LI Man Yin.

(e) Full Guang is owned by Mr. LEE Yin Yee 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 of the Latest Practicable Date, Mr. LEE Yau Ching, Mr. LI Man Yin, Mr. WONG Chat Chor Samuel, Mr. LAM Kwong Siu, S.B.S. and Mr. WONG Ying Wai, Wilfred, S.B.S., JP do not have any interests in Shares or underlying Shares within the meaning of Part XV of the SFO.

Particulars of service agreements of executive directors

Each of Mr. LEE Yau Ching and Mr. LI Man Yin entered into a service 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 service 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; and
- (ii) annual remuneration of HK\$2,025,000 and HK\$1,467,000 (including directors' fee, salary and bonus) will be paid to each of Mr. LEE Yau Ching and Mr. LI Man Yin in 2009.

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;

- (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; and
- (iv) annual directors' fee of HK\$200,000 for the year ended 31 December 2009, and HK\$250,000 for the year ending 31 December 2010.

Particulars of letter of appointment of independent non-executive directors

Two of the independent non-executive Directors, Mr. LAM Kwong Siu, S.B.S. and Mr. WONG Chat Chor Samuel were appointed for a term of three years commenced on 3 February 2008. The independent non-executive Director, Mr. WONG Ying Wai, Wilfred, S.B.S., JP was appointed for a term of three years commenced on 1 November 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 3 February 2008, 3 February 2008 and 1 November 2008 respectively 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; and
- (ii) save for the annual remuneration of HK\$225,000 for each independent non-executive Director in 2009, none of the independent non-executive Directors receive other emoluments (including bonus payments, whether fixed or discretionary in nature) from the Group.

Policy on independent non-executive directors' emoluments

Emoluments of the independent non-executive Directors are determined with reference to the duties and responsibilities of the independent non-executive Directors, and their mutual agreement with the Company.

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 Unit 3203, 32/F, Admiralty Centre I, 18 Harcourt Road, Admiralty, Hong Kong, on Friday, 28 May 2010, 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 2009;
2. to declare a final dividend of 15 HK cents per share for the year ended 31 December 2009;
3. (A) (i) to re-elect Mr. LEE Yau Ching as an executive Director;

(ii) to re-elect Mr. LI Man Yin as an executive Director;

(iii) to re-elect Mr. LAM Kwong Siu, S.B.S. as an independent non-executive Director;

(iv) to re-elect Mr. WONG Ying Wai, Wilfred, S.B.S., JP as an independent non-executive Director; and

(v) to re-elect Mr. WONG Chat Chor Samuel as an independent non-executive Director;

(B) to authorise 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 of the Company of HK\$0.10 each (the "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 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 of 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 forth 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 conversion 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 of 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 forth 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 of the date of passing this resolution.”

6. to consider and, if thought fit, pass with or without amendments the following resolutions as an ordinary resolution of the Company:-
- (a) **“THAT** the authorised share capital of the Company be and is hereby increased from HK\$250,000,000 divided into 2,500,000,000 shares of HK\$0.10 each to HK\$2,000,000,000 divided into 20,000,000,000 Shares by the creation of 17,500,000,000 shares of a nominal or par value of HK\$0.10 each, each ranking pari passu in all respects with the existing Shares of the Company (the **“Capital Increase”**); and

(b) any one or more Directors be and is/are hereby authorised for and on behalf of the Company to sign, execute, perfect, deliver and do all such documents, deeds, acts, matters and things deemed by him/them to be incidental to, ancillary to or in connection with matters contemplated in and for completion of the Capital Increase.”

7. to consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT**, subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting and agreeing to grant listing of and permission to deal in the Bonus Shares (as defined below):

- (a) upon the recommendation of the Directors, a bonus issue on the basis of one share of HK\$0.10 each in the share capital of the Company (the “**Bonus Share**”) for every one existing share of HK\$0.10 each in the share capital of the Company held be made, such Bonus Shares be issued to the persons (the “**allottees**”) whose names appear on the register of members of the Company at the close of business on Tuesday, 25 May 2010 (the “**Record Date**”) and whose addresses as shown in such register are in Hong Kong or whose addresses as shown in such register are outside Hong Kong if the Directors, do not consider it unlawful or impracticable, and based on legal opinions, do not consider it necessary or expedient to exclude any such shareholders of the Company on account either of the legal restrictions under the laws of the place of its registered address or the requirements of the relevant regulatory body or stock exchange in that place (the “**Bonus Issue**”);
- (b) the sum of not less than HK\$177,086,046 standing to the credit of the Company’s share premium account be capitalised and be applied in paying up in full at par of not less than 1,770,860,460 unissued Bonus Shares such that the Bonus Shares will be allotted, issued and distributed (pursuant to paragraph (d) below), credited as fully paid and share certificates be issued to the allottees in respect of the Bonus Shares to be issued and allotted to them immediately;
- (c) the Bonus Shares shall be subject to the memorandum of association and the Articles and shall rank pari passu in all respects with the existing Shares in issue on the Record Date, except that they will not rank for the Bonus Issue mentioned in paragraph (a) of this resolution;
- (d) no fractional Bonus Shares shall be allotted and distributed; and

- (e) the Directors be authorised to do all acts and things and execute all documents with the securities seal or common seal of the Company as may be necessary or expedient in relation to the Bonus Issue, including, but not limited to, determining the exact amount to be capitalised out of the share premium account of the Company and the exact number of Bonus Shares to be allotted and distributed in the manner referred to in paragraphs (a) and (b) of this resolution.”

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

Hong Kong, 27 April 2010

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 it. 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 or attorney duly 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 notarially certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at 17M 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. The register of members (the “**Register of Members**”) of the Company will be closed from Tuesday, 25 May 2010 to Friday, 28 May 2010, both days inclusive, for the purpose of determining entitlements of the shareholders of the Company under the Bonus Issue. In order to qualify for the Bonus Issue, all transfers of Shares must be duly completed, accompanied by the relevant share certificates and lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 24 May 2010. For the avoidance of doubt, the Bonus Shares will not be entitled to the proposed final cash dividend for the financial year ended 31 December 2009 as stated in the announcement of the Company dated 29 March 2010.
7. The Register of Members will be closed from Tuesday, 25 May 2010 to Friday, 28 May 2010 (both days inclusive), during such period no transfer of the Shares will be registered. In order to qualify for the proposed final cash 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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 24 May 2010.
8. As of 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, Wilfred, S.B.S., JP were the independent non-executive Directors.