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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)

PROFIT WARNING FOR THE YEAR ENDING 31 DECEMBER 2014

This announcement is made by the Board pursuant to Rule 13.09(2) of the Listing Rules and the Inside Information Provisions.

Based on the currently available information, the Board wishes to inform the Shareholders and prospective investors of the Company that the amount of the Net Profit for the year ending 31 December 2014 is expected to decrease by approximately 30% to 50%, as compared with the amount of the Net Profit of HK\$2,206.5 million for the year ended 31 December 2013 (excluding the accounting gain on the spin-off and separate listing of Xinyi Solar of HK\$1,315.4 million in 2013).

The Directors confirm that both the amount of sales revenue and the sales volume of the Group during the 2014 11-month Period increased, as compared with the same period in 2013.

The Board expects that the announcement of the audited consolidated results of the Group for the year ending 31 December 2014 will be published in March 2015 in compliance with the requirements under the Listing Rules.

Shareholders and prospective investors of the Company are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Xinyi Glass Holdings Limited (the “**Company**” which together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provisions (the “**Inside Information Provisions**”) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Following preliminary review of the currently available information which includes, but without limitation to, the unaudited management accounts of the Group for the eleven months ended 30 November 2014 (the “**2014 11-month Period**”), the Board wishes to inform the shareholders (the “**Shareholders**”) of the Company and prospective investors of the Company that the amount of the consolidated net profit attributable to the equity holders of the Company (the “**Net Profit**”) for the year ending 31 December 2014 is expected to decrease by approximately 30% to 50%, as compared with the Net Profit of HK\$2,206.5 million in 2013 (excluding the accounting gain on the spin-off and separate listing of Xinyi Solar Holdings Limited (“**Xinyi Solar**”) of HK\$1,315.4 million in 2013). The Directors consider that the significant decrease in the amount of the Net Profit for the year ending 31 December 2014 is principally due to the following factors:-

- completion of the spin-off and separate listing of Xinyi Solar on The Stock Exchange of Hong Kong Limited. During the period between 1 January 2013 and 12 December 2013, the solar glass business currently operated by Xinyi Solar was wholly-owned by the Group and its profit contribution was fully consolidated into the operating results of the Group in 2013. Following completion of the spin-off and separate listing of Xinyi Solar, the shareholding of the Group in Xinyi Solar has been reduced to approximately 29.5%, which reduces the amount of profit contribution from Xinyi Solar; and
- the continuous and significant decreases in the average selling prices of float glass primarily due to the excessive production capacity of the glass manufacturers in the Mainland China.

The Directors confirm that both the amount of sales revenue and the sales volume of the Group during the 2014 11-month Period increased, as compared with the same period in 2013.

The Company is finalising the consolidated final results of the Group for the year ending 31 December 2014. Hence, the information disclosed in this announcement only represents a preliminary assessment by the Board and the management of the Group based on the information currently available to them. The audited consolidated final results of the Group may be subject to adjustments following further review by the Board, discussions with the auditors of the Company and completion of the required auditing procedures. The information in this announcement has not been reviewed by the auditors of the Company or the audit committee of the Board.

The Board expects that the announcement of the audited consolidated results of the Group for the year ending 31 December 2014 will be published in March 2015 in compliance with the requirements under the Listing Rules.

Shareholders and prospective investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 8 December 2014

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