

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Extraordinary General Meeting**”) of Xinyi Glass Holdings Limited (the “**Company**”) will be held at 9:30 a.m., on Wednesday, 9 November 2011 at Chatham Room, Level 7, Conrad Hong Kong Hotel, 88 Queensway, Admiralty, Hong Kong for the purpose of considering and, if thought appropriate, approving the following ordinary resolutions:-

(1) “**THAT:**

- (a) the Proposed Spin-Off (as defined below), the Global Offering (as defined below) and the Preferential Offering (as defined below) and the terms and conditions of all documents or agreements in connection therewith or contemplated thereunder or for the purpose of giving effect thereto (including, but without limitation to, the relevant deed of tax indemnity, deed of non-competition, stock borrowing agreement, non-disposal undertaking and underwriting agreements) be and are hereby approved;
- (b) the directors (the “**Directors**”) of the Company be and are hereby authorised on behalf of the Company to approve and implement the Proposed Spin-Off, the Global Offering and the Preferential Offering and all matters incidental thereto and to take all actions in connection therewith or arising therefrom relating to the Proposed Spin-Off, the Global Offering and the Preferential Offering as they shall think fit (including, but without limitation to, (i) sign, seal, execute, perfect and deliver any documents, instruments and agreements for and on behalf of the Company in connection with or pursuant to the Proposed Spin-Off, the Global Offering and the Preferential Offering and (ii) exercise all such powers and do all such acts as they consider necessary, desirable or expedient to give effect to the Proposed Spin-Off, the Global Offering and the Preferential Offering);

- (c) the Company be and is hereby authorised to sell or approve the issue of such number of Xinyi Solar Shares (as defined below), such that the percentage of shareholding of the Company in Xinyi Solar will be no less than 50%, provided that (i) the actual or deemed disposal by the Company of its interests in Xinyi Solar Shares will not result in any of the Company’s “percentage ratios” under Rule 14.07 of The Rules Governing the Listing of Securities of Hong Kong Limited (the “**Listing Rules**”) to exceed 75.0%, (ii) an independent financial adviser and a committee of independent non-executive Directors both recommend that the Company proceed with the Proposed Spin-Off and the Global Offering and (iii) the Company complies with the relevant disclosure requirements under the Listing Rules;” and

The capitalised terms used in the above resolutions shall have the following meanings:-

“**Global Offering**” means (a) the offering of the Xinyi Solar Shares to member of the public in Hong Kong and (b) the offering of the Xinyi Solar Shares to institutional, professional and other investors (including the Preferential Offering) subject to the terms and conditions as set forth in (i) the Xinyi Solar Prospectus and (ii) the application forms to be issued in relation to the Global Offering;

“**Listing**” means the listing of Xinyi Solar Shares on the main board of The Stock Exchange of Hong Kong Limited;

“**Preferential Offering**” means the offering of Xinyi Solar Shares to certain shareholders of the Company whose addresses on the register of members of the Company are in Hong Kong or such other jurisdictions as shall be required under the Listing Rules on a preferential basis as part of the Global Offering;

“**Proposed Spin-Off**” means the proposed spin-off of Xinyi Solar by way of the Global Offering and the Listing; and

“**Xinyi Solar**” means Xinyi Solar Holdings Limited;

“**Xinyi Solar Prospectus**” means the prospectus expected to be issued by Xinyi Solar for the purpose of the Global Offering; and

“**Xinyi Solar Shares**” means the ordinary shares of HK\$0.10 each in the share capital of Xinyi Solar.

(2) “**THAT:**

the rules of the share option scheme of Xinyi Solar (the “**Xinyi Solar Share Option Scheme**”), a copy of which having been produced to the meeting marked “A” and for the purpose of identification signed by the chairman of the board of Directors, a summary of which is set forth in the circular of the Company dated 21 October 2011, be and are hereby approved and adopted to be the share option scheme of Xinyi Solar and the Directors be and are hereby authorised to approve any amendments to the rules of the Xinyi Solar Share Option Scheme as may be acceptable or not objected to by The Stock Exchange of Hong Kong Limited and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give effect to the Xinyi Solar Share Option Scheme.”

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

Hong Kong, 21 October 2011

Notes:-

- (1) Any member entitled to attend and vote at the Extraordinary General Meeting 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 (the “**Shareholder**”) of the Company.
- (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 Extraordinary General Meeting or adjourned Extraordinary 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 Extraordinary General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) Where there are joint holders of any share (the “**Share**”) of the Company 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 Extraordinary 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 will be closed from Monday, 7 November 2011 to Wednesday, 9 November 2011 (both days inclusive), during such period no transfer of the Shares will be registered. In order to qualify for attending the Extraordinary General Meeting, 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 Friday, 4 November 2011.
- (7) 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; Mr. LI Ching Wai, Mr. LI Ching Leung, Mr. SZE Nang Sze and Mr. NG Ngan Ho were the non-executive Directors; and 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.