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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)**

**MAJOR TRANSACTION  
DEEMED DISPOSAL OF CERTAIN EQUITY INTEREST IN A SUBSIDIARY  
IN RELATION TO  
THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
XINYI SOLAR HOLDINGS LIMITED  
ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED  
RATIO FOR THE ASSURED ENTITLEMENT UNDER THE  
PREFERENTIAL OFFERING**

## **INTRODUCTION**

The Board refers to the Company's announcements dated 28 February 2011, 7 June 2011, 20 September 2011, 21 October 2011 and 3 November 2011 (the "**Announcements**") and the Company's circular dated 21 October 2011 (the "**Circular**") relating to the Proposed Spin-Off. Unless the context requires otherwise, the capitalised terms used herein shall have the meanings as defined in the Announcements and the Circular.

The purpose of this announcement is to inform the Shareholders on the ratio for the Assured Entitlement under the Preferential Offering.

## **PREFERENTIAL OFFERING TO THE QUALIFYING SHAREHOLDERS**

Subject to the Listing Committee granting approval for the listing of, and permission to deal in, all the Xinyi Solar Shares in issue and to be issued under the Global Offering and the Capitalisation Issue and may be issued upon the exercise of any option that may be granted under the Xinyi Solar Share Option Scheme, an aggregate of 10.0% of the Xinyi Solar Shares available under the International Offering, representing the Reserved Shares, will be available for subscription by the Qualifying Shareholders under the Preferential Offering. The Reserved Shares will be allocated from the Xinyi Solar Shares available under the International Offering. Qualifying Shareholders will be entitled to subscribe for the Reserved Shares on an assured basis.

Based on the existing shareholding structure of the Company and the number of registered Shareholders (other than the Shareholders who are connected persons (as such term is defined under the Listing Rules) of the Company), the Qualifying Shareholders will be entitled to subscribe on an assured basis at the Offer Price for one Reserved Share for every whole multiple of 42 existing Shares held by them as at 4:30 p.m. on the Preferential Offering Record Date, being Friday, 18 November 2011. Each Qualifying Shareholder validly applying for the Reserved Shares on **BLUE** Application Form will be entitled to be allotted at least one board lot of Xinyi Solar Shares out of the total number of the Reserved Shares. Shareholders with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, Shareholders should note that the aforesaid arrangement in relation to a minimum allotment of one board lot of Xinyi Solar Shares will not be extended to ultimate beneficial owners individually. However, the aforesaid is only an estimate and the final Assured Entitlement will depend on the number of Shares held by Qualifying Shareholders on the Preferential Offering Record Date.

**Shareholders and potential investors should note that the Proposed Spin-Off is subject to, among others things, the final decision of the Board and the board of directors of Xinyi Solar and the approval from Stock Exchange. Hence, the Proposed Spin-Off may or may not proceed. Accordingly, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.**

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

Hong Kong, 16 November 2011

*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, Mr. LEE Shing Kan, Mr. LEE Yau Ching and Mr. LI Man Yin, the non-executive Directors are Mr. LI Ching Wai, Mr. SZE Nang Sze, Mr. LI Ching Leung and Mr. NG Ngan Ho, and the independent non-executive Directors are Mr. LAM Kwong Siu, S.B.S., Mr. WONG Chat Chor Samuel and Mr. WONG Ying Wai, S.B.S., JP.*

*This announcement will be published on the website of the Stock Exchange at [www.hkex.com.hk](http://www.hkex.com.hk) and on the website of the Company at [www.xinyiglass.com.hk](http://www.xinyiglass.com.hk).*