



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)

Mechanisms available for shareholders to propose a person for election as a director of the Company

(i) Require the holding of an extraordinary general meeting

Pursuant to Article 64 of the articles of association (the “**Articles**”) of the Company, shareholder(s) of the Company holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company (the “**Requisitionist(s)**”) may, by written requisition to the board (the “**Board**”) of directors (the “**Directors**”) or the company secretary of the Company, to require (the “**Requisition**”) an extraordinary general meeting (the “**EGM**”) to be called by the Board for the purpose of, among other things, electing a Director.

The EGM shall be held within two months after the deposit of the Requisition. In the event that the Board fails to convene the EGM within twenty-one days of the deposit of the Requisition, the Requisitionist(s) may do so in the same manner, and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.

(ii) Propose at a general meeting which is to be held for the purpose of electing a director

Pursuant to Article 113 of the Articles, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as Director (the “**Nomination Notice**”) and notice in writing by that person of his willingness to be elected (the “**Consent Notice**”) shall have been lodged at the principal

place of business of the Company in Hong Kong or at the office of the Company's share registrar in Hong Kong at least seven days before the date of the general meeting. The period for lodgment of the Nomination Notice and the Consent Notice will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting.

In order for the Company to inform its shareholders of the proposed nomination for election of a Director, the Requisition, the Nomination Notice and the Consent Notice must state the full name of the person proposed for election as a Director, including such person's biographical details as required by rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.