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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)

FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2011 MARKET VALUE OF FINAL SCRIP DIVIDEND SHARES

The market value of a new Share to be allotted pursuant to the 2011 Final Scrip Dividend Scheme has been set at HK\$4.45. The offer of the Final Scrip Dividend Shares will be extended to the Shareholder with registered address in the Philippines. Eligible Shareholders who wish to receive the 2011 Final Dividend wholly or partly in Final Scrip Dividend Shares must lodge the forms of election no later than 4:30 pm on Monday, 25 June 2012.

INTRODUCTION

On 27 February, 2012, the Directors recommended the 2011 Final Dividend and that Shareholders entitled to receive the 2011 Final Dividend may elect to receive such dividend wholly or partly by allotment of Final Scrip Dividend Shares. At the annual general meeting of the Company held on 29 May 2012, the 2011 Final Dividend was approved by the Shareholders. The 2011 Final Dividend will be paid to Shareholders whose names were on the register of members of the Company at the close of business of 6 June 2012. The registers of members of the Company were closed from Monday, 4 June 2012 to Wednesday, 6 June 2012, both days inclusive.

MARKET VALUE OF THE FINAL SCRIP DIVIDEND SHARES

The market value of Final Scrip Dividend Shares has been set at HK\$4.45 per Share, which is equivalent to the average closing price of the Shares quoted on the Stock Exchange for the five consecutive trading days immediately preceding and including the Record Date. Based on 3,770,592,855 Shares in issue on the Record Date, if no election for Final Scrip Dividend Shares will be received, the total cash dividend payable by the Company will be HK\$188,529,642.75.

CALCULATION OF THE NUMBER OF FINAL SCRIP DIVIDEND SHARES

The number of Final Scrip Dividend Shares that electing shareholders of the Company will receive will be calculated as follows:

$$\begin{array}{r} \text{Number of Final Scrip Dividend} \\ \text{Shares to be received} = \end{array} \begin{array}{r} \text{Number of existing Shares held on} \\ \text{the Record Date for which election} \\ \text{is made under the 2011 Final Scrip} \\ \text{Dividend Scheme} \end{array} \times \frac{\text{HK\$0.05}}{\text{HK\$4.45}}$$

The number of Final Scrip Dividend Shares to be received will be rounded down to the nearest whole number thereof. No Shareholder is entitled to be issued any fraction of a Share under the 2011 Final Scrip Dividend Scheme. Fractional entitlements to the Final Scrip Dividend Shares will be disregarded and will be aggregated and sold for the benefit of the Company. The Final Scrip Dividend Shares will rank *pari passu* in all respects with the existing issued Shares except that they shall not be entitled for the 2011 Final Dividend.

OVERSEAS SHAREHOLDERS

As at the Record Date, there was one Shareholder with registered address in the Philippines as appeared on the register of members of the Company. The Board has made enquiries with its legal adviser as to the Philippines laws as to whether there is any legal restriction under the applicable securities legislation of the Philippines or requirement of any relevant regulatory body or stock exchange with respect to the offer of Final Scrip Dividend Shares to such Shareholder in the Philippines. The Company has been advised by its legal adviser as to the Philippines laws that there is no legal restriction under the applicable legislation of the Philippines or requirement of any relevant regulatory body or exchange with respect to the offer of the Final Scrip Dividend Shares to the Shareholder in the Philippines other than a disclosure requirement which the Company has complied with through the disclosures in the succeeding paragraph below. Based on the advice of the Company's legal adviser as to the Philippines laws, the Directors believe that the documents regarding the 2011 Final Scrip Dividend Scheme would not be required to be registered under the relevant laws and regulations of the Philippines and may be despatched to the Shareholder with registered address in the Philippines without any restrictions. In view of this, the Directors have decided to extend the offer of the Final Scrip Dividend Shares to the Shareholder with registered address in the Philippines. Such Shareholder, together with the Shareholders with registered addresses in Hong Kong whose names appear on the register of members of the Company on the Record Date fall within the definition of eligible Shareholders and are therefore eligible to participate in the 2011 Final Scrip Dividend Scheme. The Company will send the documents regarding the 2011 Final Scrip Dividend Scheme to such eligible Shareholders.

Shareholder(s) who have registered address in the Philippines should note that exemption from registration of the Final Scrip Dividend Shares is claimed under Section 10.1(d) of the Philippines Securities Regulation Code. No confirmation has been obtained from the Philippines Securities and Exchange Commission that the 2011 Final Scrip Dividend Scheme qualifies as an exempt transaction. **THE SECURITIES BEING OFFERED OR SOLD HEREIN HAVE NOT BEEN REGISTERED WITH THE PHILIPPINES SECURITIES AND EXCHANGE COMMISSION UNDER THE PHILIPPINES SECURITIES REGULATION CODE. ANY FUTURE OFFER OR SALE THEREOF IS SUBJECT TO REGISTRATION REQUIREMENTS UNDER THE PHILIPPINES SECURITIES REGULATION CODE UNLESS SUCH OFFER OR SALE QUALIFIES AS AN EXEMPT TRANSACTION.**

DESPATCH OF CIRCULARS AND FORMS OF ELECTION

A circular containing further details of the 2011 Final Scrip Dividend Scheme together with the relevant form of election for electing Final Scrip Dividend Shares, if applicable, will be despatched to the Shareholders in accordance with the relevant local and overseas laws, regulations and requirements shortly.

DEADLINE FOR RETURNING FORMS OF ELECTION

Eligible Shareholders who wish to receive the 2011 Final Dividend wholly in Final Scrip Dividend Shares or partly in Final Scrip Dividend Shares and partly in cash, must lodge the forms of election 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 not later than 4:30 p.m. on Monday, 25 June 2012.

GENERAL INFORMATION

Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Final Scrip Dividend Shares.

Subject to the Final Scrip Dividend Shares being admitted to listing, it is expected that certificates for the Final Scrip Dividend Shares and dividend cheques will be posted at the risk of those entitled thereto on or about Monday, 9 July 2012. On this basis, dealings in the Final Scrip Dividend Shares are expected to commence on Wednesday, 11 July 2012.

DEFINITIONS

“2011 Final Dividend”	the final dividend of HK\$0.05 per Share for the year ended 31 December 2011 payable on Monday, 9 July 2012 to the Shareholders whose names were recorded on the registers of members of the Company on the Record Date
“2011 Final Scrip Dividend Scheme”	the scheme proposed by the Directors on 27 February 2012 in relation to the 2011 Final Dividend to offer the Shareholders a scrip alternative to elect to receive such dividend wholly or partly by allotment of new Shares credited as fully paid in lieu of cash
“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, the shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Final Scrip Dividend Shares”	new Shares to be issued under the 2011 Final Scrip Dividend Scheme
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Record Date”	Wednesday, 6 June 2012
“Share(s)”	ordinary share(s) of par value HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 7 June 2012

As of the date of this announcement, the Board comprises 13 Directors, of whom 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 are executive Directors, Mr. LI Ching Leung, Mr. LI Ching Wai, Mr. SZE Nang Sze and Mr. NG Ngan Ho are non-executive Directors, and Mr. LAM Kwong Siu, S.B.S., Mr. WONG Chat Chor Samuel and Mr. WONG Ying Wai, S.B.S., JP. are independent non-executive Directors.