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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)

ANNOUNCEMENT PURSUANT TO RULE 13.09(1) OF THE LISTING RULES AND THE INSIDE INFORMATION PROVISIONS

PROPOSED SPIN-OFF AND SEPARATE LISTING OF THE HONG KONG AUTOMOBILE GLASS RETAIL BUSINESS ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Xinyi Glass Holdings Limited (the “**Company**”, and together with its subsidiaries the “**Group**”) pursuant to Rule 13.09(1) of the 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).

At the meeting of the Board held on 28 July 2015 approving the interim results of the Group for the six months ended 30 June 2015, the Directors have also resolved to commence the preparation work for the proposed spin-off (the “**Proposed Spin-Off**”) and the separate listing (the “**Separate Listing**”) of the Hong Kong automobile glass retail business of the Group on the growth enterprise market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The Directors have not decided the transaction structure and the relevant timetable for the Proposed Spin-Off and the Separate Listing. The Directors will discuss with the relevant professional parties on the details of the transaction structure and the relevant timetable. The Proposed Spin-Off, if it proceeds, may constitute a notifiable transaction (as defined under Chapter 14 of the Listing Rules) for the Company. The Company will make further announcement(s) in relation to the Proposed Spin-Off and the Separate Listing in accordance with the requirements of the Listing Rules and the Inside Information Provisions as and when appropriate.

No application for the Proposed Spin-Off and the Separate Listing has been made to the Stock Exchange as of today. The implementation of the Proposed Spin-Off and the Separate Listing is subject to, among other things, the approval of the Stock Exchange and the final decision of the Board, the capital market conditions, and more importantly, the benefit which could be generated to the Company and the Shareholders as a whole. Accordingly, Shareholders and potential investors of the Company should be aware that there can be no assurance that the Proposed Spin-Off and the Separate Listing will take place or if it does, when will it be taking place.

Shareholders and potential investors of the Company should exercise caution when dealing or investing in the securities of the Company.

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

Hong Kong, 28 July 2015

As of the date of this announcement, the Board comprises four executive Directors, namely Mr. LEE Yin Yee, M.H., Mr. TUNG Ching Bor, Mr. TUNG Ching Sai, and Mr. LEE Shing Kan, four non-executive Directors, namely Mr. NG Ngan Ho, Mr. LI Ching Wai, Mr. SZE Nang Sze, and Mr. LI Ching Leung, five independent non-executive Directors, namely 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.hk.