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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  
SOLAR GLASS AND RELATED BUSINESS ON THE MAIN BOARD  
OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

This announcement is made by the Board pursuant to Rule 13.09(1) of the Listing Rules and the Inside Information Provisions.

The Board wishes to inform Shareholders and potential investors of the Company that the Board has resolved to recommence the preparation work for the Proposed Spin-Off and the Separate Listing.

No application for the Proposed Spin-Off and the Separate Listing has been made to the Stock Exchange. 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 brought to the Company and the Shareholders as a whole. Accordingly, Shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-Off and the Separate Listing will take place or if it does, when will it be taken place.

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

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 February 2013 approving the annual results of the Group for the year ended 31 December 2012, the Directors have also resolved to recommence the preparation work for the proposed spin-off (the “**Proposed Spin-Off**”) and the separate listing (the “**Separate Listing**”) of the solar glass and related business of the Group on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

By way of background information, in June 2011, the Group started a proposed spin-off and separate listing of the solar glass business of the Group. In this connection, the Company has obtained the approval of the shareholders (the “**Shareholders**”) of the Company at extraordinary general meeting held on 9 November 2011. The Directors subsequently decided not to proceed with the transaction on 16 November 2011 because of the then industry outlook and capital markets sentiment towards the end of 2011.

The Directors have not decided the transaction structure and the relevant timetable for the currently Proposed Spin-Off and the Separate Listing. The Directors will discuss with the relevant professional parties on the detailed transaction structure and the 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.

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

Hong Kong, 28 February 2013

*As of the date of this announcement, the Board comprises 15 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, 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, Mr. WONG Ying Wai, S.B.S., JP, Mr. TRAN Chuen Wah, John and Mr. TAM Wai Hung, David are independent non-executive Directors.*