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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 OF THE LISTING RULES AND INSIDE INFORMATION PROVISIONS**

#### **POSSIBLE INVESTMENT OPPORTUNITY IN PRIVATELY-OWNED COMMERCIAL BANK IN CHINA**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Xinyi Glass Holdings Limited (the “**Company**”) pursuant to Rule 13.09 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) (“**SFO**”).

#### **BACKGROUND INFORMATION**

The Company and its subsidiaries (collectively, the “**Group**”) was recently invited by the municipal government of Wuhu, the People’s Republic China (the “**PRC**”) to consider a possible investment opportunity (the “**Possible Investment Opportunity**”) relating to the establishment of a privately-owned commercial bank in Wuhu, the PRC. The Board reviewed some background information on the Possible Investment Opportunity at the meeting of the Board on 25 October 2013 and decided that the Group would consider further information on a confidential basis. The government’s invitation has also been extended to other selected business enterprises and individual investors in the region, and the Directors understand that the proposal for the establishment of the legal entity for the commercial banking business is about to be submitted to the relevant government authorities for review in the near future. The Directors also notice that certain companies interested in the Possible Investment Opportunity, which are listed on the stock exchanges in the PRC, have made public announcements on the related matters, including the disclosure of the name of a member of the Group acting as the promoter of the Possible Investments Project.

The purpose of this announcement is to provide the shareholders (the “**Shareholders**”) of the Company and prospective investors of the shares (the “**Shares**”) of the Company further information on the progress of the Possible Investment Opportunity.

The Directors would like to emphasize that the discussion on the Possible Investment Opportunity is in preliminary stage with no fixed timetable agreed by the relevant parties. No decision of the Board has been made on the Possible Investment Opportunity. Even if the Possible Investment Opportunity is approved by the Board, it will be subject to the approval of the relevant government authorities in the PRC, including the China Banking Regulatory Commission. The Board therefore cannot confirm at the present stage whether the Group will or will not participate in the Possible Investment Opportunity. The Company will comply with the relevant disclosure requirements under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

#### **PROPOSED INVESTMENT AMOUNT UNDER THE POSSIBLE INVESTMENT OPPORTUNITY**

Based on the documents received by the Board for preliminary review, the Possible Investment Opportunity would involve an establishment of a privately-owned commercial bank in Wuhu, the PRC. The name of the commercial bank is proposed to be “Dajiang Bank Joint Stock Limited” (English translation) “大江銀行股份有限公司” with an estimated equity investment of RMB1,000 million. The Group intends to contribute RMB200 million, representing 20.0% of the equity investment of the commercial bank. Most of the other interested investors of the commercial banks are reputable business enterprises in Wuhu, the PRC, upon receiving invitations from the municipal government of Wuhu, the PRC. As of the date of this announcement, no member of the Group has committed to participate in the Possible Investment Opportunity or entered into any legally binding agreement for the purpose.

The legal entity for the commercial banking business under the Possible Investment Opportunity has yet to be approved for establishment. The Directors confirm that certain documents on the ownership structure and the preliminary business development plans have been prepared and circulated to the Group for review. The implementation of the Possible Investment Opportunity is subject to not only the corporate approvals of the investors of the commercial bank, but also the governmental approvals in the PRC which include, but without limitation to, the approval of the China Banking Regulatory Commission.

**FACTORS THAT THE BOARD MAY CONSIDER IN EVALUATING THE POSSIBLE INVESTMENT OPPORTUNITY AND FUTURE ANNOUNCEMENTS**

In light of the currently proposed reforms of the banking and finance sector in the PRC, the Directors consider that the Possible Investment Opportunity, subject to further review of its detailed terms and conditions and business prospects, would be able to present to the Group a commercially viable business opportunity. The Directors also believe that the background of the interested investors would be beneficial to the business development of the commercial bank business.

Whilst no final decision has been made, the Directors consider the Possible Investment Opportunity to be a financial investment that may be committed by the Group. As the business of the Group is unrelated to the banking and financial sector, the core management team of the Group will not participate in the business operations of the commercial bank even though the Group decides to pursue the Possible Investment Opportunity.

As of the date of this announcement, no decision has been made by the Board on the Possible Investment Opportunity. The Company will make further announcement if the Board has made any decision to pursue the Possible Investment Opportunity as and when appropriate in accordance with the applicable requirements under the Listing Rules and the Inside Information Provisions.

**Shareholders and prospective investors are advised to exercise caution in dealings in the Shares or other securities of the Company.**

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

Hong Kong, 20 November 2013

*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, Mr. LI Man Yin, the non-executive Directors are Mr. NG Ngan Ho, Mr. LI Ching Wai, Mr. SZE Nang Sze, Mr. LI Ching Leung, and the independent non-executive Directors are 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.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).