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**Xinyi Solar Holdings Limited**  
信義光能控股有限公司  
(Incorporated in the  
Cayman Islands with limited liability)  
(Stock code: 00968)



**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)

**JOINT ANNOUNCEMENT  
CONTINUING CONNECTED TRANSACTIONS FOR XINYI SOLAR  
PURCHASE OF AUTOMATION EQUIPMENT**

Following completion of the acquisition of a 78.5% equity interest in Wuhu Jinsanshi by Xinyi EnergySmart (Wuhu) on 15 October 2015, Wuhu Jinsanshi has become a connected person of Xinyi Solar. Members of the Xinyi Solar Group have purchased production equipment from Wuhu Jinsanshi since June 2011. Such purchase transactions have become continuing connected transactions (as such term is defined in Chapter 14A of the Listing Rules) for Xinyi Solar. On 15 October 2015, the Equipment Purchase Framework Agreement was entered into between Xinyi (Hong Kong) and Wuhu Jinsanshi. The Xinyi Solar Directors confirm that the terms and conditions of the purchase of the Automation Equipment under the Equipment Purchase Framework Agreement are not materially different from the terms and conditions of the previous purchases of production equipment from Wuhu Jinsanshi.

**Implications under the Listing Rules**

As of the date of this announcement, Xinyi Glass is a substantial shareholder of Xinyi Solar holding 27.22% of the issued share capital of Xinyi Solar, directly and indirectly, through its wholly-owned subsidiaries, namely Xinyi Glass (BVI) and Xinyi Glass (Hong Kong). Hence, Xinyi Glass and its subsidiaries (including Wuhu Jinsanshi) are connected persons of Xinyi Solar pursuant to Rule 14A.07(1) of the Listing Rules.

The purchase transactions under the Equipment Purchase Framework Agreement constitute continuing connected transactions for Xinyi Solar. This announcement is therefore issued by Xinyi Solar in compliance with Rule 14A.60 of the Listing Rules.

As the applicable percentage ratios (under Chapter 14 of the Listing Rules) represented by the Aggregate Purchase Price are less than 5.0%, the purchase transactions under the Equipment Purchase Framework Agreement constitute continuing connected transactions for Xinyi Solar which are exempt from the independent shareholders' approval but subject to the reporting, announcement and annual review requirements under Rule 14A.76(2) of the Listing Rules.

The Xinyi Solar Directors have yet to finally determine the estimated amount of purchase under the Equipment Purchase Framework Agreement for the year ending 31 December 2016. Xinyi Solar will comply with the applicable requirements under the Listing Rules should there be any additional purchase of production equipment from Wuhu Jinsanshi.

The sales contemplated under the Equipment Purchase Framework Agreement do not constitute continuing connected transactions for Xinyi Glass. This announcement is therefore jointly issued by Xinyi Glass on a voluntary basis.

## **BACKGROUND INFORMATION**

Following completion of the acquisition of a 78.5% equity interest in Wuhu Jinsanshi by Xinyi EnergySmart (Wuhu) on 15 October 2015, Wuhu Jinsanshi has become a connected person of Xinyi Solar. Members of the Xinyi Solar Group have purchased production equipment from Wuhu Jinsanshi since June 2011. Such purchase transactions have become continuing connected transactions (as such term is defined in Chapter 14A of the Listing Rules) for Xinyi Solar. On 15 October 2015, the Equipment Purchase Framework Agreement was entered into between Xinyi (Hong Kong) and Wuhu Jinsanshi. The Xinyi Solar Directors confirm that the terms and conditions of the purchase of the Automation Equipment under the Equipment Purchase Framework Agreement are not materially different from the terms and conditions of the previous purchases of production equipment from Wuhu Jinsanshi.

As the applicable percentage ratios (under Chapter 14 of the Listing Rules) represented by the Aggregate Purchase Price are less than 5.0%, the purchase transactions under the Equipment Purchase Framework Agreement constitute continuing connected transactions for Xinyi Solar which are exempt from the independent shareholders' approval but subject to the reporting, announcement and annual review requirements under Rule 14A.76(2) of the Listing Rules.

## **PRINCIPAL TERMS OF THE EQUIPMENT PURCHASE FRAMEWORK AGREEMENT**

The following sets forth the principal terms of the Equipment Purchase Framework Agreement:-

- Date:** 15 October 2015
- Parties:** (a) Xinyi Solar (Hong Kong) acting for members of the Xinyi Solar Group as the purchaser and  
(b) Wuhu Jinsanshi as the seller.
- Term:** From 15 October 2015 to 31 December 2015
- Subject matter of the Equipment Purchase Framework Agreement:** Members of the Xinyi Solar Group will purchase from Wuhu Jinsanshi the Automation Equipment. The Automation Equipment must satisfy the requirements and the specifications from time to time approved by the Xinyi Solar Group. Before confirming the acceptance of delivery, the Automation Equipment must be installed by Wuhu Jinsanshi at such locations as designated by members of the Xinyi Solar Group and must be tested and trial run to the satisfaction of the Xinyi Solar Group within the required time period.
- The Automation Equipment will be subject to a warranty period of 12 months from the date of acceptance of delivery. Such warranty period may be extended to 18 months if there is any delay in the date of acceptance of delivery. During the warranty period, Wuhu Jinsanshi will provide on-site guidance and repair and replacement services for free.

**Aggregate Purchase Price:**

The total purchase price will be RMB18.14 million (equivalent to HK\$22.12 million) which shall be payable in four instalments as follows:-

- (a) 10% of the Aggregate Purchase Price, within 10 business days in the PRC following the date of the Equipment Purchase Framework Agreement;
- (b) 70% of the purchase price of each Automation Equipment, not less than five business days in the PRC immediately before the proposed date of delivery of the relevant Automation Equipment;
- (c) 10% of the purchase price of the relevant Automation Equipment being accepted for delivery, five business days in the PRC after the date of receipt of the invoice of Wuhu Jinsanshi for payment; and
- (d) 10% of the purchase price of the relevant Automation Equipment, upon the expiry date of the warranty period.

The Aggregate Purchase Price is determined by Wuhu Jinsanshi and Xinyi Solar on an arm's length basis with reference to the prices charged by Wuhu Jinsanshi for similar equipment sold to members of the Xinyi Solar Group and Independent Third Parties.

**Other terms and conditions:**

Customary representations and warranties by Wuhu Jinsanshi in contracts for sales and purchase of production equipment, such as no infringement of third parties' intellectual property rights, confidentiality obligation, due compliance with the applicable quality and safety standards and the provision of after-sales services in addition to the warranty period.

**Governing law:**

The law of the PRC.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE EQUIPMENT PURCHASE FRAMEWORK AGREEMENT**

Xinyi EnergySmart (Wuhu) has acquired a 78.5% equity interest in Wuhu Jinsanshi. Completion of the acquisition took place on 15 October 2015. The Xinyi Glass Directors confirm that the purpose of the acquisition is to improve the automation level of the production lines of the Xinyi Glass Group. Based on the amount of consideration and the applicable percentage ratios (under Chapter 14 of the Listing Rules), the acquisition does not constitute a notifiable transaction (as such term is defined under Chapter 14 of the Listing Rules) for Xinyi Glass.

Members of the Xinyi Solar Group have purchased production equipment from Wuhu Jinsanshi since June 2011. As a result of this business relationship, Wuhu Jinsanshi is familiar with the requirements and the specifications for the production equipment used by the Xinyi Solar Group. Each of the previous purchases was confirmed by separate purchase orders with detailed specifications for the required production equipment. Following completion of the acquisition by Xinyi EnergySmart (Wuhu) of a 78.5% equity interest in Wuhu Jinsanshi on 15 October 2015, Wuhu Jinsanshi has become a connected person of Xinyi Solar and the purchase transactions under the Equipment Purchase Framework Agreement have become continuing connected transactions for Xinyi Solar. Nevertheless, the Xinyi Solar Directors believe that it is in the interest of the Xinyi Solar Group to continue to purchase from Wuhu Jinsanshi the required production equipment. The purpose of entering into the Equipment Purchase Framework Agreement is to set forth all terms and conditions and the purchase prices for the Automation Equipment.

The Xinyi Solar Directors confirm that the terms and conditions of the purchase of the Automation Equipment under the Equipment Purchase Framework Agreement are not materially different from the terms and conditions of the previous purchases of production equipment from Wuhu Jinsanshi. The Xinyi Solar Directors consider that by entering into the Equipment Purchase Framework Agreement, members of the Xinyi Solar Group can secure the scheduled delivery and installation of the Automation Equipment at agreed prices for the production purpose.

In light of the above, the Xinyi Solar Directors (including the independent non-executive directors of Xinyi Solar) consider that the Equipment Purchase Framework Agreement has been entered into in the ordinary and usual course of the business of Xinyi Solar and on normal commercial terms which are fair and reasonable and in the interest of Xinyi Solar and its shareholders as a whole.

All Xinyi Solar Directors (other than Mr. CHEN Xi and all independent non-executive directors of Xinyi Solar) have abstained from voting on the relevant resolutions approving the Equipment Purchase Framework Agreement.

The Xinyi Solar Directors have yet to finally determine the estimated amount of purchase under the Equipment Purchase Framework Agreement for the year ending 31 December 2016. Xinyi Solar will comply with the applicable requirements under the Listing Rules should there be any additional purchase of production equipment from Wuhu Jinsanshi.

## **GENERAL INFORMATION**

### **Principal business activities of Xinyi Solar Group**

Xinyi Solar Group is principally engaged in the production and sale of solar glass products at its production complex in the PRC and the operations of solar farms in the PRC. All shares of Xinyi Solar are listed on the Main Board.

### **Principal business activities of Xinyi Glass Group**

Xinyi Glass Group is principally engaged in the production and sales of a wide range of glass products, including automobile glass, construction glass, float glass and other glass products for different commercial and industrial applications. All shares of Xinyi Glass are listed on the Main Board.

### **Principal business activities Wuhu Jinsanshi**

Wuhu Jinsanshi is headquartered in Wuhu County, Anhui Province, the PRC and is principally engaged in the development, manufacturing and marketing of automated equipment and accessories. The products of Wuhu Jinsanshi include robots, special machine tools, tooling mold, glass coating sheet interleaving machines and glass stackers. As of the date of this announcement, Xinyi Glass holds 78.5% of the equity interest in Wuhu Jinsanshi.

### **Implications under the Listing Rules**

As of the date of this announcement, Xinyi Glass is a substantial shareholder of Xinyi Solar holding 27.22% of the issued share capital of Xinyi Solar, directly and indirectly, through its wholly-owned subsidiaries, namely Xinyi Glass (BVI) and Xinyi Glass (Hong Kong). Hence, Xinyi Glass and its subsidiaries (including Wuhu Jinsanshi) are connected persons of Xinyi Solar pursuant to Rule 14A.07(1) of the Listing Rules.

The purchase transactions under the Equipment Purchase Framework Agreement constitute continuing connected transactions for Xinyi Solar. This announcement is therefore issued by Xinyi Solar in compliance with Rule 14A.60 of the Listing Rules.

As the applicable percentage ratios (under Chapter 14 of the Listing Rules) represented by the Aggregate Purchase Price are less than 5.0%, the purchase transactions under the Equipment Purchase Framework Agreement constitute continuing connected transactions for Xinyi Solar which are exempt from the independent shareholders' approval but subject to the reporting, announcement and annual review requirements under Rule 14A.76(2) of the Listing Rules.

The sales contemplated under the Equipment Purchase Framework Agreement do not constitute continuing connected transactions for Xinyi Glass. This announcement is therefore jointly issued by Xinyi Glass on a voluntary basis.

## **DEFINITIONS USED IN THIS ANNOUNCEMENT**

*Unless the context requires otherwise, the capitalised terms used in this announcement shall have the following meanings:-*

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|---|--|
| <b>“Aggregate Purchase Price”</b>               | means the Aggregate Purchase Price of RMB18.14 million (equivalent to HK\$22.12 million) for the Automation Equipment which will be settled by Xinyi Solar Group before 31 December 2015;  |
| <b>“Automation Equipment”</b>                   | means 31 sets of automation equipment including glass hole punching material feeding robot, glass papering stacker, transition wired device, papering stacker device and anti-reflective film coating line to be purchased by Xinyi Solar Group from Wuhu Jinsanshi; |
| <b>“connected person(s)”</b>                    | has the meaning ascribed thereto under the Listing Rules;  |
| <b>“Equipment Purchase Framework Agreement”</b> | means 產品購銷框架協議 (Equipment Purchase Framework Agreement*) dated 15 October 2015 entered into between Wuhu Jinsanshi and Xinyi Solar (Hong Kong);  |
| <b>“Hong Kong”</b>                              | means The Hong Kong Special Administrative Region of the People’s Republic of China;   |

<b>“Independent Third Parties”</b>	means third parties independent from and connected with any member of Xinyi Glass Group and Xinyi Solar Group and their substantial shareholders and their respective associates (as such term is defined under Chapter 14A of the Listing Rules);
<b>“Listing Rules”</b>	means The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
<b>“Main Board”</b>	means the main board of the Stock Exchange;
<b>“PRC”</b>	means The People’s Republic of China which for the purpose of this announcement does not include Hong Kong, The Macau Administrative Region of the People’s Republic of China and Taiwan;
<b>“Stock Exchange”</b>	means The Stock Exchange of Hong Kong Limited;
<b>“substantial shareholder”</b>	has the meaning ascribed thereto under the Listing Rules;
<b>“Wuhu Jinsanshi”</b>	means 蕪湖金三氏數控科技有限公司 (Wuhu Jinsanshi Numerical Control Technology Co. Ltd.*), a limited liability company established in the PRC and a non-wholly owned subsidiary of Xinyi Glass;
<b>“Xinyi EnergySmart (Wuhu)”</b>	means 信義節能玻璃(蕪湖)有限公司 (Xinyi EnergySmart (Wuhu) Co. Ltd.*), a limited liability company established in the PRC and a wholly-owned subsidiary of Xinyi Glass;
<b>“Xinyi Glass”</b>	means Xinyi Glass Holdings Limited (信義玻璃控股有限公司), a company incorporated in the Cayman Islands with limited liability, all the shares of which are listed on the Main Board;
<b>“Xinyi Glass (BVI)”</b>	means Xinyi Automobile Glass (BVI) Company Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of Xinyi Glass;
<b>“Xinyi Glass (Hong Kong)”</b>	means Xinyi Group (Glass) Company Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Xinyi Glass;



“ <b>Xinyi Glass Board</b> ”	means the board of Xinyi Glass Directors;
“ <b>Xinyi Glass Directors</b> ”	means the directors (including the independent non-executive directors) of Xinyi Glass;
“ <b>Xinyi Glass Group</b> ”	means Xinyi Glass and its subsidiaries;
“ <b>Xinyi Solar</b> ”	means Xinyi Solar Holdings Limited (信義光能控股有限公司), a company incorporated in the Cayman Islands with limited liability, all the shares of which are listed on the Main Board;
“ <b>Xinyi Solar (Hong Kong)</b> ”	means Xinyi Solar (Hong Kong) Limited (信義光能(香港)有限公司), a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of Xinyi Solar;
“ <b>Xinyi Solar Board</b> ”	means the board of Xinyi Solar Directors;
“ <b>Xinyi Solar Directors</b> ”	means the directors (including the independent non-executive directors) of Xinyi Solar;
“ <b>Xinyi Solar Group</b> ”	means Xinyi Solar and its subsidiaries;
“ <b>HK\$</b> ”	means Hong Kong dollars, the lawful currency of Hong Kong;
“ <b>RMB</b> ”	means Renminbi, the lawful currency of the PRC; and
“ <b>%</b> ”	means per cent.

By order of the board of directors of  
**Xinyi Solar Holdings Limited**  
**LEE Yau Ching**  
*Executive Director and Chief Executive Officer*

By order of the board of directors of  
**Xinyi Glass Holdings Limited**  
**LEE Yin Yee, B.B.S.**  
*Chairman*

Hong Kong, 16 October 2015

*\* For identification purpose only.*

*Unless the context requires otherwise, the translation of RMB into HK\$ in this announcement is based on the rate of RMB0.82 = HK\$1.0. No representation is made that any amount in RMB and HK\$ can be or could have been converted at the relevant dates at these rates or any other rates at all.*

*As of the date of this announcement, the Xinyi Solar Board comprises four executive directors, namely Mr. TUNG Ching Sai, Mr. LEE Yau Ching, Mr. LI Man Yin and Mr. CHEN Xi, two non-executive directors, namely Mr. LEE Yin Yee, B.B.S. (Chairman of the Xinyi Solar Board) and Mr. LEE Shing Put, and three independent non-executive directors, namely Mr. CHENG Kwok Kin, Paul, Mr. LO Wan Sing, Vincent and Mr. KAN E-ting, Martin.*

*As of the date of this announcement, the Xinyi Glass Board comprises four executive directors, namely Mr. LEE Yin Yee, B.B.S. (Chairman of the Xinyi Glass Board), 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, and five independent non-executive directors, namely Mr. LAM Kwong Siu, S.B.S., Mr. WONG Chat Chor Samuel, Mr. WONG Ying Wai, G.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](http://www.hkexnews.hk) and on the websites of Xinyi Glass at [www.xinyiglass.com.hk](http://www.xinyiglass.com.hk) and Xinyi Solar at [www.xinyisolar.com](http://www.xinyisolar.com).