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## **XINYI GLASS HOLDINGS LIMITED**

**信義玻璃控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock code: 00868)**

### **PROPOSED SPIN-OFF AND LISTING OF XINYI AUTOMOBILE GLASS ENTERPRISES ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

#### **NUMBER OF SHARES IN ISSUE AND NUMBER OF XINYI GLASS OVERSEAS SHAREHOLDERS AS OF THE XINYI GLASS DISTRIBUTION RECORD DATE**

The Board refers to the Announcements. Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the Announcements.

The purpose of this announcement is to provide the Shareholders and public investors with updated information on the Spin-Off and the Listing.

As of the Xinyi Glass Distribution Record Date, i.e. 30 June 2016, the number of Shares has been increased by 6,000 Shares to 3,880,903,699 Shares as a result of certain employees of the Group exercising the existing share options granted by the Company.

As of 20 June 2016, there was only one Xinyi Glass Overseas Shareholder whose registered address is located in the Philippines as shown on the register of members of the Company.

According to the “CCASS Shareholding Search” available on the Stock Exchange’s website (www.hkexnews.hk), as of the Xinyi Glass Distribution Record Date, ChinaClear held 20,364,000 Shares, representing 0.52% of the Shares in issue.

The Directors would like to emphasise that the Spin-Off and the Listing are subject to, among other things, (a) the Stock Exchange approving the Spin-Off; (b) the Hong Kong Public Offering becomes unconditional and is duly completed in accordance with the terms and conditions in the prospectus of Xinyi Automobile Glass Enterprises and the application forms for the Hong Kong Public Offering; and (c) the Listing Department granting the listing of, and permission to deal in, the Xinyi Enterprises Shares in issue, the Hong Kong Offer Shares to be issued pursuant to the Hong Kong Public Offering and the Xinyi Enterprises Shares that may be issued as described in the prospectus of Xinyi Automobile Glass Enterprises on GEM and such listing and permission not subsequently having been revoked prior to the commencement of dealing in the Xinyi Enterprises Shares on GEM.

**There is no assurance that the Spin-Off and the Listing will take place or the relevant approvals be granted, or as to when it may take place or be granted. The Company will issue further announcement on the Spin-Off as and when appropriate.**

**The Spin-Off and the Listing are subject to, amongst other things, the approval of the Stock Exchange and the final decision of the Board and the board of Xinyi Automobile Glass Enterprises. Accordingly, Shareholders and public investors should be aware that we cannot assure that the Spin-Off and Listing will take place or the relevant approvals be granted, or as to when they will take place or be granted. Shareholders and potential investors should exercise caution when dealing in or investing in the securities of the Company.**

This announcement is issued by the board (the “**Board**”) of directors (the “**Directors**”) of Xinyi Glass Holdings Limited (the “**Company**”). The Board refers to the announcements (the “**Announcements**”) of the Company dated 16 December 2015, 17 May 2016, 15 June 2016, 16 June 2016, 25 June 2016, 28 June 2016 and 29 June 2016. Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the Announcements.

The purpose of this announcement is to provide the Shareholders and public investors with updated information on the Spin-Off and the Listing.

#### **NUMBER OF SHARES IN ISSUE AS OF THE XINYI GLASS DISTRIBUTION RECORD DATE**

As of 20 June 2016, there were 3,880,897,699 Shares in issue. As of the Xinyi Glass Distribution Record Date, i.e. 30 June 2016, the number of Shares has been increased by 6,000 Shares to 3,880,903,699 Shares as a result of certain employees of the Group exercising the existing share options granted by the Company. The number of Xinyi Enterprises Shares have been increased by 750 Xinyi Enterprises Shares from 485,112,212.38 Xinyi Enterprises Shares to 485,112,962.38 Xinyi Enterprises Shares on the basis of the distribution ratio of one Xinyi Enterprises Share for eight Shares.

#### **NUMBER OF XINYI GLASS OVERSEAS SHAREHOLDERS AS OF THE XINYI GLASS DISTRIBUTION RECORD DATE**

As of 20 June 2016, there was only one Xinyi Glass Overseas Shareholder whose registered address is located in the Philippines as shown on the register of members of the Company. Based on the legal advice obtained by the Company that the distribution of Xinyi Enterprises Shares to this Xinyi Glass Overseas Shareholder will not contravene the applicable securities legislations in the Philippines or the requirements of the relevant regulatory body or stock exchange, the Board has decided to distribute the Xinyi Enterprises Shares to this Xinyi Glass Overseas Shareholder.

As of the Xinyi Glass Distribution Record Date, other than the one Xinyi Glass Overseas Shareholder who registered address is located in the Philippines, there are no other Xinyi Glass Overseas Shareholders in other jurisdictions. As there are no other Xinyi Glass Overseas Shareholders as of the Xinyi Glass Distribution Record Date, no Xinyi Glass Overseas Shareholders will be entitled to receive the net proceeds of the sales of Xinyi Enterprises Shares on or before 1 August 2016 (Monday).

#### **NUMBER OF SHARES HELD UNDER THE PRC STOCK CONNECT INVESTORS AS OF THE XINYI GLASS DISTRIBUTION RECORD DATE**

According to the “CCASS Shareholding Search” available on the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)), as of the Xinyi Glass Distribution Record Date, ChinaClear held 20,364,000 Shares, representing 0.52% of the Shares in issue. ChinaClear is a CCASS Participant with the HKSCC Nominees Limited. The Board has been advised by its legal adviser on the laws of the PRC that the PRC Stock

Connect Investors may receive Xinyi Enterprises Shares pursuant to the Xinyi Glass Distribution through ChinaClear if it or he or she holds the on the Xinyi Glass Distribution Record Date. In addition, according to the PRC legal adviser of Xinyi Glass and the Frequently Asked Questions Series 29 regarding Shanghai-Hong Kong Stock Connect, the PRC Stock Connect Investors (or the relevant ChinaClear participants, as the case may be) whose stock accounts in ChinaClear are credited with Xinyi Enterprises Shares may only sell them on the Stock Exchange under Shanghai-Hong Kong Stock Connect but may not purchase Xinyi Enterprises Shares as Xinyi Enterprises Shares are not one of the eligible securities under the Shanghai-Hong Kong Stock Connect.

PRC Stock Connect Investors should seek advice from their intermediaries (including broker, custodian, nominee or ChinaClear participant) and/or other professional advisers for further information on the logistical arrangements as required by ChinaClear.

#### **IMPORTANT INFORMATION ON THE SPIN-OFF AND THE LISTING**

The Directors would like to emphasise that the Spin-Off and the Listing are subject to, among other things, (a) the Stock Exchange approving the Spin-Off; (b) the Hong Kong Public Offering becomes unconditional and is duly completed in accordance with the terms and conditions in the prospectus of Xinyi Automobile Glass Enterprises and the application forms for the Hong Kong Public Offering; and (c) the Listing Department granting the listing of, and permission to deal in, the Xinyi Enterprises Shares in issue, the Hong Kong Offer Shares to be issued pursuant to the Hong Kong Public Offering and the Xinyi Enterprises Shares that may be issued as described in the prospectus of Xinyi Automobile Glass Enterprises on GEM and such listing and permission not subsequently having been revoked prior to the commencement of dealing in the Xinyi Enterprises Shares on GEM.

**There is no assurance that the Spin-Off and the Listing will take place or the relevant approvals be granted, or as to when it may take place or be granted. The Company will issue further announcement on the Spin-Off as and when appropriate.**

**The Spin-Off and the Listing are subject to, amongst other things, the approval of the Stock Exchange and the final decision of the Board and the board of Xinyi Automobile Glass Enterprises. Accordingly, Shareholders and public investors should be aware that we cannot assure that the Spin-Off and Listing will take place or the relevant approvals be granted, or as to when they will take place or be granted. Shareholders and potential investors should exercise caution when dealing in or investing in the securities of the Company.**

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

Hong Kong, 30 June 2016

*As of the date of this announcement, the Board comprises four executive Directors, namely Datuk LEE Yin Yee, B.B.S., 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, 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 website of the Company at [www.xinyiglass.com](http://www.xinyiglass.com).*