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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 HONG KONG ENTERPRISES LIMITED ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED

CLOSURE OF REGISTER OF MEMBERS

This announcement is issued by the Board pursuant to Rule 13.66(1) of the Listing Rules.

As of the date of this announcement, the Special Interim Dividend has not been approved by the Board. Any resolution of the Board to approve and declare the Special Interim Dividend will be subject to the conditions of the Spin-Off and the Listing.

If the conditions are satisfied, the Special Interim Dividend will be made and satisfied by distributing such number of Xinyi Enterprises Shares so that the Xinyi Glass Qualifying Shareholders would be entitled to one Xinyi Enterprises Share for eight Shares held by them as of the Xinyi Glass Distribution Record Date.

The Xinyi Glass Distribution Record Date will be on Wednesday, 29 June 2016, and the register of members of the Company will be closed on that date (during which no transfer of Shares will be effected). In order to qualify for the entitlement of the Special Interim Dividend, all transfer forms accompanied by the relevant Share certificates must be lodged with the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 28 June 2016. Under the T+2 settlement arrangements in the CCASS, investors who would like to receive the Special Interim Dividend are encouraged to confirm their purchase of Shares on Friday, 24 June 2016.

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.

INTRODUCTION

This announcement is issued by the board (the “**Board**”) of directors (the “**Directors**”) of Xinyi Glass Holdings Limited (the “**Company**”) pursuant to Rule 13.66(1) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Board refers to the announcements (the “**Announcements**”) of the Company dated 16 December 2015 and 17 May 2016. Unless the context requires otherwise, the capitalised terms used herein shall have the same meaning as defined in the Announcements.

On 15 June 2016, the Company announced that a meeting of the Board will be held on Saturday, 25 June 2016, for the purpose of, among other matters, considering the declaration of the Special Interim Dividend.

APPROVAL AND DECLARATION OF THE SPECIAL INTERIM DIVIDEND

As of the date of this announcement, the Special Interim Dividend has not been approved by the Board. Any resolution of the Board to approve and declare the

Special Interim Dividend will be subject to the conditions of the Spin-Off and the Listing. If the conditions are satisfied, the Special Interim Dividend will be made and satisfied by distributing such number of Xinyi Enterprises Shares so that Xinyi Glass Qualifying Shareholders would be entitled to one Xinyi Enterprises Share for eight Shares held by them as of the Xinyi Glass Distribution Record Date.

The Special Interim Dividend will not be available to the Shareholders with addresses outside Hong Kong unless the Board is satisfied, with the support of legal opinions, that the distribution of the Xinyi Enterprises Shares to those Shareholders will not contravene the applicable securities legislation of the relevant overseas jurisdictions or the requirements of the relevant regulatory body or stock exchange in that jurisdiction. If no Xinyi Enterprises Shares are allotted to these Shareholders, they will receive cash amount (after deducting expenses) equals to the net proceeds from the sales by the Company of the Xinyi Enterprises Shares so long as the amount of such proceeds are equal to or more than HK\$100.

CLOSURE OF REGISTER OF MEMBERS AND XINYI GLASS DISTRIBUTION RECORD DATE

The Xinyi Glass Distribution Record Date will be on Wednesday, 29 June 2016, and the register of members of the Company will be closed on that date (during which no transfer of Shares will be effected). In order to qualify for the entitlement of the Special Interim Dividend, all transfer forms accompanied by the relevant Share certificates must be lodged with the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited, Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 28 June 2016. Under the T+2 settlement arrangements in the Central Clearing and Settlement System ("CCASS"), investors who would like to receive the Special Interim Dividend are encouraged to confirm their purchase of Shares on Friday, 24 June 2016. The register of members of the Company will open for registration of transfers on Thursday, 30 June 2016.

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 of 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 and the Hong Kong Offer Shares to be issued pursuant to the Hong Kong Public Offering 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, 15 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 and on the website of the Company at www.xinyiglass.com.hk.