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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**

### **NOTIFICATION OF BOARD MEETING FOR THE APPROVAL OF THE XINYI GLASS DISTRIBUTION**

This announcement is issued by the Board pursuant to Rule 13.43 of the Listing Rules.

On 17 May 2016, Xinyi Automobile Glass Enterprises submitted a new listing application to the Stock Exchange. In addition to the distribution in specie by way of the Special Interim Dividend, Xinyi Automobile Glass Enterprises will offer new Xinyi Enterprises Shares for subscription by members of the public in Hong Kong. The listing application is being reviewed by the Stock Exchange and is subject to the final approval by the Stock Exchange.

For the purpose of the Xinyi Glass Distribution, a meeting of the Board will be convened on Saturday, 25 June 2016, for the purpose of, among other matters, considering the declaration of the Special Interim Dividend.

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to be issued pursuant to the Hong Kong Public Offering on GEM and such listing and permission not subsequently having been revoked prior to the commencement of dealing in the Xinyi Enterprises Shares on GEM.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.**

## INTRODUCTION

This announcement is issued by the board (the “**Board**”) of directors (the “**Directors**”) of Xinyi Glass Holdings Limited (the “**Company**”) pursuant to Rule 13.43 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 17 May 2016, Xinyi Automobile Glass Enterprises submitted a new listing application to the Stock Exchange. In addition to the distribution in specie by way of special interim dividend (the “**Special Interim Dividend**”) of all the Xinyi Enterprises Shares in issue to the Shareholders on a pro rata basis, Xinyi Automobile

Glass Enterprises will offer new Xinyi Enterprises Shares (the “**Hong Kong Offer Shares**”) for subscription by members of the public in Hong Kong (the “**Hong Kong Public Offering**”). The listing application is being reviewed by the Stock Exchange and is subject to the final approval by the Stock Exchange.

## **BOARD MEETING FOR APPROVAL OF THE XINYI GLASS DISTRIBUTION**

In anticipation of the Spin-Off, a meeting of the Board will be convened on Saturday, 25 June 2016, for the purpose of, among other matters, considering the declaration of the Special Interim Dividend. The Special Interim Dividend is not required to be approved by the Shareholders under article 155 of the articles of association of the Company. The Special Interim Dividend will be made solely for the Spin-Off under which the Company intends to distribute in specie all the Xinyi Enterprises Shares in issue to the Shareholders on a pro rata basis of one Xinyi Enterprises Share for eight Shares held by the Shareholders 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.

Datuk LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Mr. TUNG Ching Sai, Mr. LI Ching Wai, Mr. SZE Nang Sze, Mr. NG Ngan Ho, Mr. LI Ching Leung and Mr. TRAN Chuen Wah, John, being the directors (the “**Interested Directors**”) of the Company are regarded as interested in the transactions due to his interest in the Shares through companies controlled by the Interested Directors or interest in the Shares held by the Interested Directors, shall abstain from voting for the resolution approving the Xinyi Glass Distribution. Other than the above, no other Director has material interests in the Xinyi Glass Distribution and will need to abstain from voting for the resolution approving the Xinyi Glass Distribution.

Any resolution of the Board on the Special Interim Dividend will be subject to the conditions of the Spin-Off and the Listing.

## **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](http://www.hkexnews.hk) and on the website of the Company at [www.xinyiglass.com.hk](http://www.xinyiglass.com.hk).