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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

CLARIFICATIONS ON THE PERSONS WHO MAY APPLY FOR THE HONG KONG OFFER SHARES OF XINYI AUTOMOBILE GLASS ENTERPRISES

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 and 28 June 2016. Unless the context requires otherwise, the capitalised terms used herein shall have the same meaning as defined in the Announcements.

The Directors refer to the announcement dated 28 June 2016 and the document despatched to the Shareholders on the same date, in which the Company disclosed that all registered holders or beneficial owners of the Shares and all Shareholders at the close of business on the Xinyi Glass Distribution Record Date or an associate of any of them will not be eligible to apply for Xinyi Enterprises Shares under the Hong Kong Public Offering.

Following discussions with the Stock Exchange, the Company would like to clarify that there is no such restriction that would be applicable to the Listing. This follows that the public Shareholders may apply for Xinyi Enterprises Shares under the Hong Kong Public Offering.

Save as set forth above, all disclosure in the Announcements and the document despatched to the Shareholders on 28 June 2016 remains unchanged.

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, 29 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.