

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CONVERSION OF CONVERTIBLE BONDS

In late evening on 28 April 2017, the Company received a notice from the Bondholder to request the conversion of the Convertible Bonds in the principal amount of HK\$531,000,000 at the conversion price of HK\$5.61 per Conversion Share.

Reference is made to the announcement (the “**Convertible Bonds Announcement**”) of Xinyi Glass Holdings Limited (the “**Company**”) dated 3 May 2012 in relation to, inter alia, the issuance of the Convertible Bonds of an initial principal amount of HK\$776,000,000, the announcements (the “**Adjustment Announcements**”) of the Company dated 30 August 2013, 26 November 2013 and 2 December 2016 in relation to the adjustments to the Conversion Price (the “**Adjustments to the Conversion Price**”), the announcement of the Company dated 26 April 2017 in relation to the conversion of the Convertible Bonds in the principal amount of HK\$7,000,000 by Credit Suisse Securities (USA) LLC (the “**Bondholder**”) and the announcement of the Company dated 28 April 2017 in relation to the conversion of the Convertible Bonds in the principal amount of HK\$7,000,000 by State Street Bank. Capitalised terms used in this announcement shall have the same meanings as defined in the Convertible Bonds Announcement unless otherwise defined.

CONVERSION OF CONVERTIBLE BONDS

In late evening on 28 April 2017, the Company received notice from the Bondholder, requesting for the conversion of the Convertible Bonds in the principal amount of HK\$531,000,000 (the “**Conversion**”). The outstanding amount of the Convertible Bonds will be reduced to HK\$75,000,000 after the Conversion. Unless previously redeemed, converted or purchased and cancelled as provided under the terms and conditions of the Convertible Bonds, the Company will redeem the outstanding amount of the Convertible Bonds at 121.95% of its principal amount on the Maturity Date, being 10 May 2017.

All material terms of the Convertible Bonds have been disclosed in the Convertible Bonds Announcement and the Adjustments to the Conversion Price have been disclosed in the Adjustment Announcements. The Company will allot and issue a total of 94,652,406 Conversion Shares to the Bondholder at the Conversion Price of HK\$5.61 per Conversion Share on 5 May 2017. The 94,652,406 Conversion Shares to be issued represents 2.37% of the existing issued share capital of the Company as enlarged by the allotment and issuance of the 94,652,406 Conversion Shares.

On the assumption that there are no other change in the shareholding structure of the Company before the allotment and issuance of the Conversion Shares, the issued share capital of the Company will be increased to 3,998,161,647 Shares upon the allotment and issuance of the 94,652,406 Conversion Shares.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

On the assumption that there are no other change in the shareholding structure of the Company before the allotment and issuance of the Conversion Shares, the shareholding structures of the Company immediately before and after the issuance and allotment of the 94,652,406 Conversion Shares are set forth as follows:

Name of Shareholders	Immediately before the issuance and allotment of the 94,652,406 Conversion Shares		Immediately after the issuance and allotment of the 94,652,406 Conversion Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Realbest Investment Limited (Note 1)	725,209,552	18.58%	725,209,552	18.14%
High Park Technology Limited (Note 2)	266,766,456	6.84%	266,766,456	6.67%
Copark Investment Limited (Note 3)	246,932,579	6.33%	246,932,579	6.18%
Goldbo International Limited (Note 4)	116,580,868	2.99%	116,580,868	2.91%
Goldpine Limited (Note 5)	105,630,781	2.71%	105,630,781	2.64%
Linkall Investment Limited (Note 6)	77,853,912	1.99%	77,853,912	1.95%
Perfect All Investments Limited (Note 7)	79,041,911	2.02%	79,041,911	1.98%
Herosmart Holdings Limited (Note 8)	77,853,911	1.99%	77,853,911	1.95%
Telerich Investment Limited (Note 9)	251,595,089	6.44%	251,595,089	6.29%
Full Guang Holdings Limited (Note 10)	29,574,000	0.76%	29,574,000	0.74%
Certain individual controlling Shareholders and Directors (Note 11)	269,118,000	6.89%	269,118,000	6.73%
Subtotal	2,246,157,059	57.54%	2,246,157,059	56.18%
Bondholder	1,247,771	0.03%	95,900,177	2.40%
Other public Shareholders	1,656,104,411	42.43%	1,656,104,411	41.42%
Total	3,903,509,241	100.00%	3,998,161,647	100.00%

Notes:

1. Realbest Investment Limited is wholly-owned by Datuk LEE Yin Yee, B.B.S., an executive Director.
2. High Park Technology Limited is wholly-owned by Mr. TUNG Ching Bor, an executive Director.
3. Copark Investment Limited is wholly-owned by Datuk TUNG Ching Sai, an executive Director.
4. Goldbo International Limited is wholly-owned by Mr. LI Ching Wai, a non-executive Director.
5. Goldpine Limited is wholly-owned by Mr. SZE Nang Sze, a non-executive Director.
6. Linkall Investment Limited is wholly-owned by Mr. NG Ngan Ho, a non-executive Director.
7. Perfect All Investments Limited is wholly-owned by Mr. LI Man Yin.
8. Herosmart Holdings Limited is wholly-owned by Mr. LI Ching Leung, a non-executive Director.
9. Telerich Investment Limited is wholly-owned by Mr. LEE Sing Din.
10. Full Guang Holdings Limited is a company owned by Datuk LEE Yin Yee, B.B.S. (an executive Director), Mr. TUNG Ching Bor (an executive Director), Datuk TUNG Ching Sai (an executive Director), Mr. LI Ching Wai (a non-executive Director), Mr. SZE Nang Sze (a non-executive Director), Mr. LI Man Yin, Mr. LI Ching Leung (a non-executive Director), Mr. LEE Sing Din and Mr. NG Ngan Ho (a non-executive Director).
11. Datuk LEE Yin Yee, B.B.S. (an executive Director) and his spouse are interested in 102,672,000 Shares, Mr. TUNG Ching Bor (an executive Director) and his spouse are interested in 31,666,000 Shares, Datuk TUNG Ching Sai (an executive Director) and his spouse are interested in 104,760,000 Shares, Mr. SZE Nang Sze (a non-executive Director) is interested in 280,000 Shares, Mr. NG Ngan Ho (a non-executive Director) is interested in 2,600,000 Shares, Mr. LI Man Yin and his spouse are interested in 2,340,000 Shares, Mr. LI Ching Leung (a non-executive Director) and his spouse are interested in 3,850,000 Shares, Mr. TRAN Chuen Wah, John (an independent non-executive Director) and his spouse are interested in 180,000 Shares and Mr. LEE Sing Din and his spouse are interested in 20,770,000 Shares.

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

Hong Kong, 2 May 2017

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, Datuk TUNG Ching Sai, Mr. LEE Shing Kan, the non-executive Directors are Mr. NG Ngan Ho, Mr. LI Ching Wai, Mr. SZE Nang Sze, Mr. LI Ching Leung, and the independent non-executive Directors are Mr. LAM Kwong Siu, S.B.S, Mr. WONG Chat Chor Samuel, Dr. WONG Ying Wai, G.B.S., JP, Mr. TRAN Chuen Wah, John and Mr. TAM Wai Hung, David.