
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

If you have sold or transferred all your Shares, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



XINYI SOLAR HOLDINGS LIMITED

信義光能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00968)

**DECLARATION OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT,
REPURCHASE MANDATE AND GENERAL MANDATE,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Xinyi Solar Holdings Limited (the “**Company**”) to be held at 3/F, Harbour View 2, 16 Science Park East Avenue, Hong Kong Science Park Phase 2, Pak Shek Kok, Tai Po, N.T., Hong Kong on Tuesday, 31 May 2016, at 9:30 a.m. is set forth in appendix III to this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for holding the annual general meeting of the Company or any adjourned meeting. **Completion and return of the accompanying form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting of the Company or any adjourned meeting should you so wish.**

29 April 2016

TABLE OF CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	4
LETTER FROM THE BOARD	
Introduction	5
Declaration of Final Dividend out of share premium account	6
Repurchase Mandate	6
General Mandate	6
Re-election of retiring Directors	7
Annual General Meeting	7
Proxy Arrangement	7
Closure of register of members	7
Voting by way of a poll	8
Recommendation	8
Responsibility statement.....	8
APPENDIX I — EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE	9
APPENDIX II — INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING .	12
APPENDIX III — NOTICE OF THE ANNUAL GENERAL MEETING	15

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:-

“acting in concert”	has the meaning ascribed thereto in the Takeovers Code;
“Annual General Meeting”	the annual general meeting of the Company to be held at 3/F, Harbour View 2, 16 Science Park East Avenue, Hong Kong Science Park Phase 2, Pak Shek Kok, Tai Po, N.T., Hong Kong on Tuesday, 31 May 2016, at 9:30 a.m. or any adjournment thereof (as the case may be);
“Articles”	the articles of association of the Company;
“associates”	has the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;
“Company”	Xinyi Solar Holdings Limited (信義光能控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 11 January 2011, and the Shares of which are listed on the Stock Exchange (stock code: 00968);
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and, in the context of this circular, means the controlling shareholders (as such term is defined under the Listing Rules) of the Company, namely Xinyi Glass, Xinyi Glass (Hong Kong), Xinyi Glass (BVI), Datuk LEE Yin Yee, B.B.S., Realbest Investment Limited, Mr. TUNG Ching Bor, High Park Technology Limited, Mr. TUNG Ching Sai, Copark Investment Limited, Mr. LEE Sing Din, Telerich Investment Limited, Mr. LI Ching Wai, Goldbo International Limited, Mr. NG Ngan Ho, Linkall Investment Limited, Mr. LI Man Yin, Perfect All Investments Limited, Mr. SZE Nang Sze, Goldpine Limited, Mr. LI Ching Leung and Herosmart Holdings Limited;
“Directors”	the directors of the Company;
“Final Dividend”	means the proposed final dividend of 4.5 HK cents per Share for the year ended 31 December 2015 payable to the Shareholders whose names appear on the Register of Members on the Record Date;

DEFINITIONS

“General Mandate”	the general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with new Shares or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed of not exceeding 20% of the total number of the Shares in issue as of the date of passing the resolution approving the said mandate;
“Group”	the Company and its subsidiaries;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	20 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange;
“Notice”	the notice dated 29 April 2016 convening the Annual General Meeting as set forth on appendix III to this circular;
“Ordinary Resolutions”	the proposed ordinary resolutions in respect of the matters referred to in the Notice;
“Record Date”	means Wednesday, 22 June 2016;
“PRC”	The People’s Republic of China;
“Register of Members”	the register of members of the Company maintained by the Registrar in Hong Kong;
“Registrar”	the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors to exercise the powers of the Company to purchase Shares up to a maximum of 10% of the total number of the Shares in issue as of the date of passing of the resolution approving the said mandate;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of HK\$0.10 each in the issued share capital of the Company;

DEFINITIONS

“Shareholder(s)”	the registered holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Codes”	The Codes on Takeovers and Mergers and Share Buy-backs;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“%”	per cent.;
“Xinyi Glass”	Xinyi Glass Holdings Limited (信義玻璃控股有限公司), a company incorporated in the Cayman Islands with limited liability on 25 June 2004 with all of its shares listed on the main board of the Stock Exchange (stock code: 00868) and one of our Controlling Shareholders;
“Xinyi Glass (BVI)”	Xinyi Automobile Glass (BVI) Company Limited, a company incorporated in the British Virgin Islands on 13 June 2002, a wholly-owned subsidiary of Xinyi Glass and one of our Controlling Shareholders;
“Xinyi Glass Group”	Xinyi Glass and its subsidiaries; and
“Xinyi Glass (Hong Kong)”	Xinyi Group (Glass) Company Limited (信義集團(玻璃)有限公司), a company incorporated in Hong Kong with limited liability on 2 June 1989, a wholly-owned subsidiary of Xinyi Glass and one of our Controlling Shareholders.

EXPECTED TIMETABLE

Dispatch of this circular and notice of the Annual General Meeting Friday, 29 April 2016

Latest time for lodging transfer forms of Shares to qualify for entitlements to attend and vote at the Annual General Meeting 4:30 p.m. on Thursday, 26 May 2016

Closure of Register of Members for the purpose of determining the voting rights for the Annual General Meeting (both dates inclusive) from Friday, 27 May 2016 to Tuesday, 31 May 2016

Latest time for lodging forms of proxy for the Annual General Meeting (in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof) 9:30 a.m. on Sunday, 29 May 2016

Date and time of the Annual General Meeting 9:30 a.m. on Tuesday, 31 May 2016

Last day of trading in Shares cum entitlements to the Final Dividend Wednesday, 15 June 2016

Latest time for lodging transfer forms of Shares to qualify for entitlements to the Final Dividend 4:30 p.m. on Friday, 17 June 2016

Closure of Register of Members for the purpose of determining the entitlements to the Final Dividend (both days inclusive) from Monday, 20 June 2016 to Wednesday, 22 June 2016

Record Date for determination of entitlement to the Final Dividend Wednesday, 22 June 2016

Dispatch of cheques for the Final Dividend on or before Tuesday, 5 July 2016

Notes:

1. All dates and time set out in this circular refer to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate and in accordance with the Listing Rules.

LETTER FROM THE BOARD



XINYI SOLAR HOLDINGS LIMITED

信義光能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00968)

Executive Directors:-

Mr. TUNG Ching Sai (*Vice Chairman*)
Mr. LEE Yau Ching (*Chief Executive Officer*)
Mr. LI Man Yin
Mr. CHEN Xi

Non-executive Directors:-

Datuk LEE Yin Yee, B.B.S. (*Chairman*)
Mr. LEE Shing Put

Independent Non-executive Directors:-

Mr. CHENG Kwok Kin, Paul
Mr. LO Wan Sing, Vincent
Mr. KAN E-ting, Martin

Registered Office:-

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters and principal of place of
business in China:-*

Xinyi PV Glass Industrial Zone
2 Xinyi Road
Wuhu Economic and Technology
Development Zone
Wuhu City, Anhui Province, China

Principal place of business in Hong Kong:-

3/F, Harbour View 2,
16 Science Park East Avenue
Hong Kong Science Park Phase 2
Pak Shek Kok, Tai Po, N.T., Hong Kong

29 April 2016

To the Shareholders:

Dear Sir or Madam,

**DECLARATION OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT,
REPURCHASE MANDATE AND GENERAL MANDATE,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you information on the following resolutions proposed to be tabled at the Annual General Meeting, so as to enable you to make an informed decision on the resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

The resolutions include (i) the declaration of Final Dividend out of the share premium account of the Company, (ii) the grant of the Repurchase Mandate, (iii) the grant of the General Mandate, (iv) the extension of the General Mandate and (v) the re-election of retiring Directors.

DECLARATION OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

The Directors recommended the Final Dividend of 4.5 Hong Kong cents for the year ended 31 December 2015, payable to the Shareholders whose names appear on the Register of Members on Wednesday, 22 June 2016. Based on 6,748,800,000 Shares in issue at the Latest Practicable Date, the total amount of Final Dividend is approximately HK\$303.7 million and is intended to be declared out of the Company's share premium account. As at the Latest Practicable Date, the balance of the share premium account of the Company was approximately HK\$2,952.4 million. After payment of the Final Dividend, assuming there are no other changes to the share premium account and to the number of Shares in issue of the Company after the Latest Practicable Date, the Company's share premium account is expected to be reduced to approximately HK\$2,648.7 million.

The declaration of Final Dividend is subject to the approval of the Shareholders at the Annual General Meeting by way of an ordinary resolution.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase Shares subject to the criteria set forth in this circular. In particular, you should note that the maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the total number of the Shares in issue as of the date of passing of the resolution, subject to the requirements of the Listing Rules. The Repurchase Mandate will end on the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by any applicable laws or the Articles and the date upon which such authority is revoked or varied by ordinary resolution of the Shareholders in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement, which is set forth in appendix I to this circular.

GENERAL MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares or to grant any offers, agreements or options which would or might require Shares to be issued, allotted or disposed of, representing up to 20% of the total number of the Shares in issue as of the date of passing of the resolution. As of the Latest Practicable Date, the total number of the Shares in issue was 6,748,800,000 and they were all fully paid up. Assuming that there is no change in the total number

LETTER FROM THE BOARD

of Shares in issue between the period from the Latest Practicable Date to the date of passing the aforesaid resolution, the maximum number of Shares which may be issued pursuant to the aforesaid general and unconditional mandate on the date of passing the aforesaid resolution will be 1,349,760,000 Shares.

Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the General Mandate, a separate ordinary resolution will also be proposed for the Shareholders to consider and, if thought fit, approve the extension of the General Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the General Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

RE-ELECTION OF RETIRING DIRECTORS

Particulars of the retiring Directors who are proposed to be re-elected at the Annual General Meeting pursuant to Article 84 of the Articles are set forth in appendix II to this circular.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set forth in appendix III to this circular. At the Annual General Meeting, resolutions will be proposed to approve, among other things, the declaration of Final Dividend out of share premium account of the Company, the grant of the Repurchase Mandate, the grant of the General Mandate, the extension of the General Mandate and the re-election of retiring Directors. The Annual General Meeting will be held at 3/F, Harbour View 2, 16 Science Park East Avenue, Hong Kong Science Park Phase 2, Pak Shek Kok, Tai Po, N.T., Hong Kong, on Tuesday, 31 May 2016, at 9:30 a.m.

PROXY ARRANGEMENT

A form of proxy for the Annual General Meeting is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016 (both days inclusive), during which period no transfer of shares will be effected in order to determine

LETTER FROM THE BOARD

the entitlement to attend and vote at the Annual General Meeting. All share transfers accompanied by the relevant share certificates, must be lodged with the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 26 May 2016 for such purpose.

The Register of Members will be closed from Monday, 20 June 2016 to Wednesday, 22 June 2016 (both days inclusive), during such period no transfer of the Shares will be registered for the purpose in order to determine the entitlement to receive the proposed Final Dividend. All transfer of the Shares accompanied by the relevant share certificates must be lodged with the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 17 June 2016 for such purpose.

VOTING BY WAY OF A POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, poll voting for all proposed resolutions of the Company will be proceeded with at the Annual General Meeting.

The poll results will be published on the websites of the Stock Exchange and the Company after the conclusion of the Annual General Meeting.

RECOMMENDATION

The Board is of the opinion that the declaration of the Final Dividend out of share premium account of the Company, the grant of the Repurchase Mandate and the General Mandate, the extension of the General Mandate and the proposed re-election of retiring Directors are in the best interest of the Company and the Shareholders as a whole and accordingly recommend all the Shareholders to vote in favour of the relevant Ordinary Resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This appendix contains particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

PROPOSED SHARE REPURCHASE MANDATE

It is proposed that the Directors be granted the Repurchase Mandate such that they may exercise the powers of the Company to repurchase up to 10% of the total number of the Shares in issue as of the date of passing of the relevant resolution. As of the Latest Practicable Date, the total number of the Shares in issue was 6,748,800,000 and they were all fully paid up. Accordingly, the exercise of the Repurchase Mandate in full (being the repurchase of 10% of the total number of the Shares in issue as of the date of the passing of the resolution to approve the Repurchase Mandate) would enable the Company to repurchase a maximum of 674,880,000 Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the passing of the relevant resolution).

REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, the Directors believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value for each Share and/or earnings for each Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company.

FUNDING OF REPURCHASES

In making repurchases, the Company proposes to apply funds legally available for such purpose in accordance with its memorandum of association, the Articles, the Listing Rules and the Companies Law. Under the Companies Law, Shares repurchased by the Company may only be paid out of profits or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by its memorandum of association, the Articles and subject to the Companies Law, out of capital. Any premium payable on share repurchases may only be paid out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the Companies Law, out of capital. In accordance with the Companies Law, the Shares so repurchased would remain part of the authorised but unissued share capital of the Company.

IMPACT OF REPURCHASE

As compared with the financial position of the Company as of 31 December 2015 (being the date of its latest audited financial statements), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Repurchase Mandate is exercised in full during the proposed repurchase period. However, the Directors do not intend to

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level of the Company (as compared with the position disclosed in its most recent published audited financial statements) which in the opinion of the Directors are from time to time appropriate for the Company.

PRICE OF SHARES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous months up to the Latest Practicable Date were as follows:-

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	2.89	2.37
May	3.63	2.61
June	3.60	2.96
July	3.47	2.33
August	3.42	2.36
September	2.94	2.52
October	3.53	2.90
November	3.28	2.90
December	3.42	3.16
2016		
January	3.32	2.46
February	2.63	2.18
March	2.88	2.21
April (up to the Latest Practicable Date)	3.15	2.80

UNDERTAKING

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

As of the Latest Practicable Date, none of the connected persons (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell his/her/its Shares to the Company or its subsidiaries, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles and the Companies Law.

TAKEOVERS CODES

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of rule 32 of the Takeovers Codes. As a result, a Shareholder, or group of Shareholders acting in concert depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Codes.

Pursuant to an agreement entered into among Datuk LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Mr. TUNG Ching Sai, Mr. LEE Sing Din, Mr. LI Ching Wai, Mr. NG Ngan Ho, Mr. LI Man Yin, Mr. SZE Nang Sze and Mr. LI Ching Leung dated 31 May 2013, the parties agreed to grant a right of first offer to the other parties to the agreement if they want to sell their Shares. Each of Datuk LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Mr. TUNG Ching Sai, Mr. LEE Sing Din, Mr. LI Ching Wai, Mr. NG Ngan Ho, Mr. LI Man Yin, Mr. SZE Nang Sze and Mr. LI Ching Leung, as well as Xinyi Glass (Hong Kong), Xinyi Glass (BVI) and Xinyi Glass, are the Controlling Shareholders. As of the Latest Practicable Date, the Controlling Shareholders, in aggregate held approximately 4,138,920,360 Shares, representing approximately 61.3% of the total number of the Shares in issue.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted, then (if the present shareholdings otherwise remained the same) the equity interests in the Company held by the Controlling Shareholders would increase to approximately to 68.1% of the total number of the Shares in issue.

The Directors are not aware of any consequence under the Takeovers Codes as a result of a repurchase of Shares made under the Repurchase Mandate and have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as to result in takeover obligations.

The Directors have no intention to make share repurchase on the Stock Exchange to such extent as may result in the public shareholding becoming less than such prescribed minimum percentage under the Listing Rules.

SHARE REPURCHASES MADE BY THE COMPANY

There was no repurchase by the Company, or any of its subsidiaries, of any listed securities of the Company during the six months prior to the Latest Practicable Date.

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Set forth below is a summary of the biographical information on the retiring Directors proposed to be re-elected at the Annual General Meeting. Messrs. LI Man Yin, LO Wan Sing, Vincent and KAN E-ting, Martin will retire by rotation in accordance with Article 84 of the Articles.

Executive Director

Mr. LI Man Yin (李文演), aged 61, is an executive Director and is responsible for overseeing the purchase and procurement functions of our business since December 2011. Mr. LI Man Yin was appointed as our executive Director on 20 September 2013. Mr. LI Man Yin has since June 2004 been an executive director of Xinyi Glass until the listing of the Company's shares on the Stock Exchange on 12 December 2013.

Mr. Li has no-relationship with any Directors, senior management or substantial Shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the company.

Save as disclosed above, Mr. LI has not held any directorship in other publicly listed companies in the last three years.

Independent Non-executive Director

Mr. LO Wan Sing, Vincent (盧溫勝), aged 68, is an independent non-executive Director. Mr. LO is a member of the Chinese People's Political Consultative Conference, with a Bronze Bauhinia Star (BBS) awarded on 1 July 2011 by the government of Hong Kong. Mr. LO is an non-executive director of Good Resources Holdings Limited (Stock code: 00109), a company listed on the Hong Kong Stock Exchange.

Mr. KAN E-ting, Martin (簡亦靈), aged 33, is an independent non-executive Director. Mr. KAN graduated from the University of Sydney with a bachelor's degree in engineering majoring in software engineering in 2005 and a bachelor's degree in laws in 2007. Mr. KAN joined Mallesons Stephen Jaques (now known as King & Wood Mallesons) in August 2008 as a trainee solicitor and left the firm as a solicitor in corporate finance and capital markets practice in February 2013. Mr. KAN was admitted as a lawyer of the Supreme Court of New South Wales, Australia, in July 2008. Mr. KAN was admitted as a solicitor of the High Court of Hong Kong in April 2011. Since April 2013, he has been the deputy general manager of Ming Hong Technology (Shenzhen) Limited, which is primarily engaged in the business relating to the design and production of consumer electronics products.

**APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING**

FURTHER INFORMATION ON THE RETIRING DIRECTORS

Disclosure of interests

Name of Director	Nature of interest	Number of shares held	Approximate percentage of the Company issued share capital
Mr. LI Man Yin	Interest in a controlled corporation (Note (1))	79,041,911	1.20%
	Personal interest (Note (1))	2,960,000	0.05%
	Interest in person acting in concert (Note (2))	2,191,313,059	33.30%

Note:

- (1) Mr. LI Man Yin is the beneficial owner of the entire issued share capital of Perfect All Investments Limited (“Perfect All”) which is the registered owner of 79,041,911 Shares. Mr. LI Man Yin also has 1,000,000 Shares in his own name and 1,960,000 Shares through his spouse, Madam Li Sau Suet.
- (2) Pursuant to an agreement dated 31 May 2013 and entered into by Datuk LEE Yin Yee, B.B.S., Mr. TUNG Ching Bor, Mr. TUNG Ching Sai, Mr. LEE Sing Din, Mr. LI Ching Wai, Mr. LI Man Yin, Mr. SZE Nang Sze, Mr. NG Ngan Ho, and Mr. LI Ching Leung, the parties have agreed to grant a right of first offer to the other parties to the agreement if they want to sell their Shares allotted to them under a conditional distribution in specie, by way of special interim dividend declared on 19 November 2013 of such number of Shares to them representing approximately 67.6% of the issued share capital of the Company as of that date.

Save as disclosed above, so far as the Directors are aware of the Latest Practicable Date, Messrs. LI Man Yin, LO Wan Sing, Vincent and KAN E-ting, Martin did not have any interests in Shares or underlying Shares within the meaning of Part XV of the SFO.

Particulars of service agreements of executive director

Mr. LI Man Yin entered into a service agreement with the Company on 19 November 2013. Particulars of this agreement are summarised below:-

- (i) the service agreement is of a term of three years commencing on 19 November 2013 and shall continue thereafter until terminated in accordance with the terms of the agreement. Under the agreement, either party may terminate the agreement at any time by giving to the other not less than 3 months’ prior written notice; and

APPENDIX II INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

- (ii) annual salaries of HK\$1,720,771 and annual director's fee of HK\$200,000 and discretionary bonus will be paid to Mr. LI in 2016. The discretionary bonus is determined by the Board at its absolute discretion with reference to the audited consolidated net profits of the Group after taxation (the "Net Profits") in respect of each complete financial year of the Company during which his appointment thereunder subsists, provided that the aggregate amount of the management bonus payable to all executive Directors of the Company in respect of any financial year of the Group shall not exceed 5% of the Net Profits for the relevant financial year.

Particulars of letters of appointment of independent non-executive directors

Mr. LO Wan Sing, Vincent was appointed for a term of three years commencing on 19 November 2013 and shall continue thereafter until terminated in accordance with the terms of the agreement. Under the agreement, either party may terminate the agreement at any time by giving the other not less than 3 months' prior written notice. An annual remuneration of HK\$200,000 will be paid to Mr. LO Wan Sing, Vincent in 2016.

Mr. KAN E-ting, Martin was appointed for a term of three years commencing on 19 November 2013 and shall continue thereafter until terminated in accordance with the terms of the agreement. Under the agreement, either party any terminate the agreement at any time by giving the other not less than 3 months' prior written notice. An annual remuneration of HK200,000 will be paid to Mr. KAN E-ting, Martin in 2016.

Policy on independent non-executive directors' emolument

Emoluments of the independent non-executive Directors are determined with reference to the duties and responsibilities of the independent non-executive Directors, and their mutual agreement with the Company.

Other information

Save as disclosed above, there are no other matters concerning the retiring Directors that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.



XINYI SOLAR HOLDINGS LIMITED
信義光能控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00968)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Xinyi Solar Holdings Limited (the “**Company**”) will be held at 3/F, Harbour View 2, 16 Science Park East Avenue, Hong Kong Science Park Phase 2, Pak Shek Kok, Tai Po, N.T., Hong Kong, on Tuesday, 31 May 2016, at 9:30 a.m. for the following purposes:-

ORDINARY BUSINESS

1. to receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) of the Company and the auditors (the “**Auditors**”) of the Company for the financial year ended 31 December 2015;
2. to declare a final dividend of 4.5 HK cents per share for the year ended 31 December 2015, and to pay such final dividend out of the share premium account of the Company;
3. (A) (i) to re-elect Mr. LI Man Yin as an executive Director;

(ii) to re-elect Mr. LO Wan Sing, Vincent as an independent non-executive Director;

(iii) to re-elect Mr. Kan E-ting, Martin as an independent non-executive Director;

(B) to authorise the board of Directors (the “**Board**”) to determine the remuneration of the Directors;
4. to re-appoint the Auditors and to authorise the Board to fix their remuneration;

SPECIAL BUSINESS

5. to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:-

5A. “THAT:-

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued shares of the Company of HK\$0.10 each (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws, the memorandum and articles of association of the Company (the “Articles”) and requirements of The Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisations given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the number of Shares to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the Shares in issue as of the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:-

- (i) the conclusion of the next annual general meeting of the Company; or*
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles to be held; or*
- (iii) the date upon which the authority set forth in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.”*

5B. "THAT:-

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional ordinary Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants, debentures and other securities convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of the Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a rights issue (as defined in paragraph (d) below), or (ii) the exercise of any options granted under the share option schemes or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or its subsidiaries, of options to subscribe for, or rights to acquire Shares of the Company approved by the Stock Exchange, or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles, shall not exceed 20% of the total number of the Shares in issue as of the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution:-

"Relevant Period" shall have the same meaning as ascribed to it under the resolution set forth in paragraph 5A(d) above; and

"Rights issue" means the allotment, issue or grant of Shares open for a period fixed by the Directors to holders of the Shares or any class of Shares thereof on the register of members on a fixed record date in proportion to their then holdings of such Shares or of such class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company)."

5C. “**THAT:-**

conditional upon the passing of resolutions Nos. 5A and 5B, the general mandate granted to the Directors pursuant to resolution 5B be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the ordinary share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution No. 5A above, PROVIDED THAT such amount shall not exceed 10% of the total number of the Shares in issue as of the date of passing this resolution.”

By order of the Board
Xinyi Solar Holdings Limited
CHU Charn Fai
Company Secretary

Hong Kong, 29 April 2016

Notes:-

1. Any member entitled to attend and vote at the annual general meeting of the Company is entitled to appoint another person as his or her or its proxy to attend and vote instead of him or her or it. A member may appoint a proxy in respect of only part of his or her or its holding of Shares. A proxy need not be a shareholder of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his or her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
3. The instrument appointing a proxy and (if required by the board of Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting or adjourned annual general meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.
4. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the annual general meeting of the Company and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any Share any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting the vote of the senior who

tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

6. The register of members of the Company will be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016, both days inclusive, during which period no transfer of shares will be effected in order to determine the entitlement to attend and vote at the annual general meeting. All share transfers accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 26 May 2016 for such purpose.
7. The Company's register of members will be closed from Monday, 20 June 2016 to Wednesday, 22 June 2016 (both days inclusive), during such period no transfer of the Shares will be registered in order to determine the entitlement to receive the proposed final dividend. All transfer of the Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Friday, 17 June 2016 for such purpose.
8. As of the date of this notice, Mr. TUNG Ching Sai, Mr. LEE Yau Ching, Mr. LI Man Yin and Mr. CHEN Xi were the executive Directors; Datuk LEE Yin Yee, B.B.S. and Mr. LEE Shing Put were the non-executive Directors; and Mr. CHENG Kwok Kin, Paul, Mr. LO Wan Sing, Vincent and Mr. KAN E-ting, Martin were the independent non-executive Directors.