

*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.*

*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company. This announcement does not constitute and is not an offer to sell or the solicitation of an offer to buy any securities referred to in this announcement in the United States of America or elsewhere.*

*The Company has not registered and does not intend to register any of these securities under the US Securities Act of 1933, as amended (the “US Securities Act”) and such securities may not be offered or sold in the United States of America absent registration under the US Securities Act or an exemption from registration.*

*This announcement is not for release, publication or distribution, in whole or in part, into or from the United States of America or any other jurisdiction where to do so would constitute a violation of the relevant laws and regulations of such jurisdiction.*



## **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**

### **DESPATCH OF DOCUMENT TO SHAREHOLDERS ON THE XINYI GLASS DISTRIBUTION**

### **ISSUE OF PROSPECTUS BY XINYI AUTOMOBILE GLASS ENTERPRISES**

### **EXPECTED TIMETABLE FOR THE LISTING OF XINYI GLASS ENTERPRISES SHARES**

### **ODD LOT ARRANGEMENT**

The Board refers to the Announcements. Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the Announcements. The purpose of this announcement is to provide the Shareholders and public investors with the updated information on the Spin-Off and the Listing.

On 28 June 2016, a document has been despatched by the Company to the Shareholders containing certain information on the Xinyi Glass Distribution. The contents of the document are substantially based on the prospectus issued on today's date by Xinyi Automobile Glass Enterprises in Hong Kong for the purpose of the Hong Kong Public Offering.

**Your attention is drawn to the arrangements under the “Approval of the declaration of the Special Interim Dividend” in the announcement of the Company dated 25 June 2016 on the number of Shares and the entitlement of the Xinyi Glass Qualifying Shareholders, the entitlement of the Xinyi Glass Overseas Shareholders, the PRC Stock Connect Investors and the fractional entitlement to the Xinyi Enterprises Shares under the Xinyi Glass Distribution.**

Trading of Xinyi Enterprises Shares on GEM is in 4,000 Xinyi Enterprises Shares per board lot. Following completion of the Xinyi Glass Distribution, some of the Shareholders may receive Xinyi Enterprises Shares in odd lot. Xinyi Automobile Glass Enterprises will appoint RHB Securities Hong Kong Limited as the designated broker to stand in the market to provide matching services for the odd lots of Xinyi Enterprises Shares on a best effort basis.

On 28 June 2016, Xinyi Automobile Glass Enterprises issues the Prospectus in Hong Kong for the Hong Kong Public Offering. Pursuant to the requirements under the GEM Listing Rules, all registered holders or beneficial owners of the Shares and all Shareholders at the close of business on the Xinyi Glass Distribution Record Date (by virtue of such shareholding the Shareholders will be entitled to the Xinyi Enterprises Shares under the Xinyi Glass Distribution) or an associate (as such term is defined under the Listing Rules and the GEM Listing Rules) of any of them will not be eligible to apply for Xinyi Enterprises Shares to be offered under the Hong Kong Public Offering.

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.**

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 and 25 June 2016. Unless the context requires otherwise, the capitalised terms used herein shall have the same meanings as defined in the Announcements.

The purpose of this announcement is to provide the Shareholders and public investors with the updated information on the Spin-Off and the Listing.

## **DESPATCH OF DOCUMENT TO THE SHAREHOLDERS ON THE XINYI GLASS DISTRIBUTION**

A meeting of the Board was convened on 25 June 2016, at which the Board approved the Xinyi Glass Distribution by way of conditional distribution in specie, in the form of Special Interim Dividend, of all the Xinyi Enterprises Shares in issue to the Xinyi Glass Qualifying Shareholders. The Xinyi Glass Distribution is not required to be approved by the Shareholders under article 155 of the articles of association of the Company.

**Your attention is drawn to the arrangements under the “Approval of the declaration of the Special Interim Dividend” in the announcement of the Company dated 25 June 2016 on the number of Shares and the entitlement of the Xinyi Glass Qualifying Shareholders, the entitlement of the Xinyi Glass Overseas Shareholders, the PRC Stock Connect Investors and the fractional entitlement to the Xinyi Enterprises Shares under the Xinyi Glass Distribution.**

On 28 June 2016, a document has been despatched by the Company to the Shareholders containing certain information on the Xinyi Glass Distribution. The contents of the document are substantially based on the prospectus (as defined under the Companies (Miscellaneous Provisions) Ordinance) (the “**Prospectus**”) issued on today’s date by Xinyi Automobile Glass Enterprises in Hong Kong for the purpose of the Hong Kong Public Offering (as defined in the Prospectus). The document, however, does not constitute a prospectus of the Company or Xinyi Automobile Glass Enterprises for the purpose of the Companies (Miscellaneous Provisions) Ordinance. The document has been posted to the Shareholders for the purpose of providing the Shareholders with further information on the Xinyi Glass Distribution and the Xinyi Enterprises Shares that the Shareholders on the Xinyi Glass Distribution Record Date would receive for nil consideration. The Xinyi Glass Distribution Record Date is currently expected to be on Thursday, 30 June 2016.

#### **ISSUE OF PROSPECTUS IN HONG KONG BY XINYI AUTOMOBILE GLASS ENTERPRISES ON 28 JUNE 2016**

On 28 June 2016, Xinyi Automobile Glass Enterprises issues the Prospectus in Hong Kong for the Hong Kong Public Offering (as defined in the Prospectus). Pursuant to the requirements under the GEM Listing Rules, all registered holders or beneficial owners of the Shares and all Shareholders at the close of business on the Xinyi Glass Distribution Record Date (by virtue of such shareholding the Shareholders will be entitled to the Xinyi Enterprises Shares under the Xinyi Glass Distribution) or an associate (as such term is defined under the Listing Rules and the GEM Listing Rules) of any of them will not be eligible to apply for Xinyi Enterprises Shares to be offered under the Hong Kong Public Offering. Each applicant for the Xinyi Enterprises Shares under the Hong Kong Public Offering will be required to confirm that he/she/it does not fall within any of the above categories. This confirmation will be relied upon by Xinyi Automobile Glass Enterprises (and the Sole Lead Manager for the Hong Kong Public Offering) in deciding whether or not to allot Xinyi Enterprises Shares under the Hong Kong Public Offering to the applicants under the Hong Kong Public Offering.

## **EXPECTED TIMETABLE FOR THE LISTING OF XINYI ENTERPRISES SHARES ON GEM**

In addition to the timetable of the Xinyi Glass Distribution set forth in the announcement of the Company dated 25 June 2016, the following sets forth the expected timetable for listing of Xinyi Enterprises Shares on GEM.

<b>Key dates</b>	<b>2016</b>
Certificates of Xinyi Enterprises Shares to be despatched	Friday, 8 July
Dealing in Xinyi Enterprises Shares on GEM expected to commence	9:00 a.m. on Monday, 11 July
Payment to Xinyi Glass Overseas Shareholders of the net proceeds of sales of Xinyi Enterprises Shares which they would otherwise receive pursuant to the Xinyi Glass Distribution on or before	Monday, 1 August

### **ODD LOT ARRANGEMENT**

Trading of Xinyi Enterprises Shares on GEM is in 4,000 Xinyi Enterprises Shares per board lot. Following completion of the Xinyi Glass Distribution, some of the Shareholders may receive Xinyi Enterprises Shares in odd lot. Xinyi Automobile Glass Enterprises will appoint RHB Securities Hong Kong Limited at 12th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong as the designated broker to stand in the market to provide matching services for the odd lots of Xinyi Enterprises Shares on a best effort basis during the period from 9:00 a.m. on Monday, 11 July 2016 to 4:00 p.m. on Wednesday, 20 July 2016 (both days inclusive). Holders of odd lots of Xinyi Enterprises Shares who wish to take advantage of these services either by selling their odd lots of Xinyi Enterprises Shares or acquiring additional Xinyi Enterprises Shares to a board lot of 4,000 Xinyi Enterprises Shares may contact Ms. Amy WU at telephone number (852) 2103 9253 during the above period. Shareholders should note that the above matching services are on a best effort basis only and successful matching of the sale and purchase of odd lots of Xinyi Enterprises Shares is not guaranteed. Shareholders who are in doubt about such matching services are recommended to consult their own professional advisers.

## **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 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 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, 28 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).*