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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 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).

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XINYI GLASS HOLDINGS LIMITED

信義玻璃控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00868)

**DECLARATION OF THE FINAL DIVIDEND,
REPURCHASE MANDATE AND GENERAL MANDATE,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Xinyi Glass Holdings Limited to be held at 21/F, Rykadan Capital Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. is set forth in 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 (i.e. not later than Wednesday, 29 May 2024 at 11:00 a.m. (Hong Kong time)) 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.**

30 April 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	4
LETTER FROM THE BOARD	5
Introduction	5
Declaration of the Final Dividend	6
Repurchase Mandate	6
General Mandate	6
Re-election of retiring Directors	7
Appointment of independent non-executive Director	8
Annual General Meeting	9
Proxy arrangement	9
Closure of Register of Members	10
Voting by way of a poll	10
Typhoon and rainstorm arrangements	10
Recommendation	11
Responsibility statement	11
 APPENDIX I — EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE	12
 APPENDIX II — INFORMATION OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING	15
 NOTICE OF ANNUAL GENERAL MEETING	21

DEFINITIONS

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

“AGM” or “Annual General Meeting”	means the annual general meeting of the Company to be held at 21/F, Rykadan Capital Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 31 May 2024 at 11:00 a.m. or any adjournment thereof (as the case may be);
“Articles”	means the articles of association of the Company;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	means the board of Directors;
“Branch Share Registrar”	means the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong;
“BVI”	means the British Virgin Islands;
“CG Code”	refers to the Corporate Governance Code set forth in Appendix C1 to the Listing Rules;
“close associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Company”	means Xinyi Glass Holdings Limited (信義玻璃控股有限公司), a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Main Board (stock code: 00868);
“Controlling Shareholder(s)”	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 Dr. LEE Yin Yee, S.B.S., Datuk Wira TUNG Ching Bor <i>D.C.S.M.</i> , Tan Sri Datuk TUNG Ching Sai <i>P.S.M., D.M.S.M., J.P.</i> , Mr. LEE Sing Din, Mr. LI Ching Wai, Mr. NG Ngan Ho, Mr. LI Man Yin, Mr. SZE Nang Sze, Mr. LI Ching Leung and their respective controlled corporations;
“Director(s)”	means the director(s) of the Company;
“Explanatory Statement”	refers to the explanatory statement in respect of the repurchase of Shares as set forth in Appendix I to this circular;

DEFINITIONS

“Final Dividend”	means the proposed final dividend of 37.0 HK cents per Share with an option to receive such final dividend in cash or in lieu of cash by scrip dividend for the year ended 31 December 2023 payable to the Shareholders whose names appear on the Register of Members on the Record Date;
“General Mandate”	means 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”	means the Company and its subsidiaries;
“HK\$”	refers to Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	refers to 22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	refers to The Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“Main Board”	means the main board of the Stock Exchange;
“Model Code”	refers to the Model Code for Securities Transactions by Directors of Listed Issuers set forth in Appendix C3 to the Listing Rules;
“Nomination Committee”	means the nomination committee of the Board;
“PRC”	means The People’s Republic of China, which for the sole purpose of this circular, excludes Hong Kong, The Macau Administrative Region of the People’s Republic of China and Taiwan;
“Record Date”	means Tuesday, 11 June 2024;
“Register of Members”	means the register of members of the Company;

DEFINITIONS

“Repurchase Mandate”	means 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”	refers to Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	means the share(s) of HK\$0.10 each in the issued share capital of the Company;
“Shareholder(s)”	means the holder(s) of the Share(s);
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	refers to The Codes on Takeovers and Mergers and Share Buy-backs; and
“%”	per cent.

EXPECTED TIMETABLE

Despatch of this circular and the notice of
the Annual General Meeting Tuesday, 30 April 2024

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 Monday, 27 May 2024

Closure of Register of Members for purpose of
the Annual General Meeting (both days inclusive) from Tuesday, 28 May 2024 to
Friday, 31 May 2024

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) before 11:00 a.m. on
Wednesday, 29 May 2024

Date and time of the Annual General Meeting 11:00 a.m. on Friday, 31 May 2024

Last day of trading in Shares cum entitlements to
the Final Dividend Monday, 3 June 2024

Latest time for lodging transfer forms of Shares to
qualify for entitlements to the Final Dividend 4:30 p.m. on Wednesday, 5 June 2024

Closure of Register of Members for purpose of
the Final Dividend (both days inclusive) from Thursday, 6 June 2024 to
Tuesday, 11 June 2024

Record Date for determination of entitlement to
the Final Dividend Tuesday, 11 June 2024

Despatch of Share certificates for scrip shares and
cash dividend warrants on or about Wednesday, 7 August 2024

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 GLASS HOLDINGS LIMITED

信義玻璃控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00868)

Executive Directors:

Dr. LEE Yin Yee, S.B.S. (*Chairman*)
Datuk Wira TUNG Ching Bor *D.C.S.M. (Vice Chairman)*
Tan Sri Datuk TUNG Ching Sai *P.S.M, D.M.S.M, J.P.*
(Chief Executive Officer)
Mr. LEE Shing Kan

Non-executive Directors:

Mr. LI Ching Wai
Mr. SZE Nang Sze
Mr. LI Ching Leung
Mr. NG Ngan Ho

Independent Non-executive Directors:

Mr. LAM Kwong Siu, G.B.S.
Mr. WONG Chat Chor Samuel
Dr. TRAN Chuen Wah, John
Dr. YANG Siu Shun, J.P.

Registered office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman, KY1-1108
Cayman Islands

*Head office and principal place
of business:*

Unit 2101-2108
21/F, Rykadan Capital Tower
135 Hoi Bun Road
Kwun Tong
Kowloon
Hong Kong

30 April 2024

To the Shareholders

Dear Sir or Madam

**DECLARATION OF THE FINAL DIVIDEND,
REPURCHASE MANDATE AND GENERAL MANDATE,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
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 the Final Dividend, (ii) the grant of the Repurchase Mandate, (iii) the grant of the General Mandate, (iv) the extension of the General Mandate, (v) the re-election of retiring Directors and (vi) the appointment of independent non-executive Director.

DECLARATION OF THE FINAL DIVIDEND

The Directors recommended the Final Dividend of 37.0 HK cents for the year ended 31 December 2023. Shareholders will be given an option to receive the Final Dividend in cash or wholly or partly in new and fully paid Shares in lieu of cash by the scrip dividend (“**Scrip Dividend Arrangement**”). The Scrip Dividend Arrangement is subject to: (i) the approval of proposed Final Dividend at the Annual General Meeting; and (ii) the Stock Exchange granting the listing of and permission to deal in the new Shares to be allotted and issued pursuant thereto.

A circular containing details of the Scrip Dividend Arrangement is expected to be despatched to the Shareholders together with the form of election for scrip dividend after the approval of the Final Dividend at the Annual General Meeting. Subject to the approval of Shareholders at the Annual General Meeting, the Final Dividend will be paid on or about Wednesday, 7 August 2024, to the Shareholders whose names appear on the Register of Members on the Record Date.

REPURCHASE MANDATE

On 2 June 2023, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

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 be 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 the Explanatory Statement, which is set forth in Appendix I to this circular.

GENERAL MANDATE

On 2 June 2023, an ordinary resolution was passed by the Shareholders to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

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 4,224,536,272 and they were all fully paid up. Assuming that there is no change in the total number 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 844,907,254 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

In accordance with Article 108 of the Articles, Datuk Wira TUNG Ching Bor, Mr. SZE Nang Sze, Dr. TRAN Chuen Wah, John and Dr. YANG Siu Shun will retire from office by rotation at the Annual General Meeting and except for Dr. YANG Siu Shun, they have offered themselves for re-election at the Annual General Meeting. Dr. YANG Siu Shun will retire from the directorship at the Annual General Meeting.

According to code provision B.2.3 of the CG Code, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by shareholders. Dr. TRAN Chuen Wah, John is holding other listed company directorship as set forth in his biographical information set forth in Appendix II to this circular and has been serving as the independent non-executive Directors for more than 9 years. Dr. TRAN Chuen Wah, John has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Nomination Committee has reviewed the composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skill and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's board diversity policy and the Company's corporate strategy, and the independence of Dr. TRAN Chuen Wah, John. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including the aforesaid independent non-executive Director who are due to retire at the Annual General Meeting. The Board accepted the recommendations made by the Nomination Committee and considers that Dr. TRAN Chuen Wah, John is independent in accordance with the independence guidelines set forth in the Listing Rules and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board, therefore, considers him to be independent and believes that he should be re-elected.

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

LETTER FROM THE BOARD

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

An ordinary resolution will be proposed at the Annual General Meeting for the Shareholders to consider and approve the appointment of The Hon. Starry LEE Wai-king, G.B.S., J.P. (“**Ms. Lee**”) as an independent non-executive Director with effect from the conclusion of the Annual General Meeting. The biographical information of Ms. Lee and further information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules is set forth below:

Ms. Lee, aged 50, currently a member of Legislative Council of the Hong Kong Special Administrative Region of the People’s Republic of China (the “**HKSAR**”) and the chairlady of the House Committee of the Legislative Council. Ms. Lee is also a member of the Standing Committee of the 14th National People’s Congress of the People’s Republic of China. Ms. Lee also serves as a Court Member of the Hong Kong University of Science and Technology and a Honorary Professor of the Education University of Hong Kong.

Ms. Lee is an associate member of the Hong Kong Institute of Certified Public Accountants. Ms. Lee has successively been employed by PricewaterhouseCoopers, Crowe (HK) CPA Limited and KPMG, and is currently a consultant to KPMG. Ms. Lee is an associate member of The Hong Kong Chartered Governance Institute. Ms. Lee has been appointed as an independent supervisor of the fourth session of the board of supervisors of The People’s Insurance Company (Group) of China Limited, the shares of which are listed on the Stock Exchange and the Shanghai Stock Exchange (stock code: 1339.HK, 601319.SH), since 11 October 2021.

Ms. Lee graduated from the Hong Kong University of Science and Technology in 1996 with the degree of Bachelor of Business Administration. Ms. Lee also obtained the degree of Master of Business Administration of The University of Manchester in December 2010. Ms. Lee received the Doctoral Degree in Laws from the Tsinghua University in January 2024.

Ms. Lee was a member of Kowloon City District Council of the HKSAR during the period from January 2000 to December 2023 and has been acting as a non-official member of the Executive Council of the government of the HKSAR from July 2012 to March 2016. During the period from April 2015 to September 2023, Ms. Lee acted as the chairlady of Democratic Alliance for the Betterment and Progress of Hong Kong (“**DAB**”), following which Ms. Lee is currently an adviser to DAB.

In addition, Ms. Lee has served as a member of various advisory and consulting boards and committees of the government of the HKSAR providing her contributions and advice on the formulation and implementation of public and industry policies in Hong Kong.

LETTER FROM THE BOARD

Ms. Lee will enter into a letter of appointment with the Company for a term of three years commencing from the date of approval of the Shareholders at the AGM, pursuant to which either party may terminate the appointment by one month's notice in writing. Ms. Lee's term of appointment under the letter of appointment is subject to retirement by rotation and re-election in accordance with the Articles and the Listing Rules. Ms. Lee will be entitled to a director's fee of HK\$300,000 per annum. The director's fee of Ms. Lee is recommended by the Remuneration Committee and determined by the Board with reference to her duties and responsibilities as an independent non-executive Director as well as the remuneration policy of the Company and subject to review from time to time.

As of the Latest Practicable Date, Ms. Lee (i) did not have any relationship with any Director, senior management, substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company; (ii) did not hold any other positions with the Company and/ or its subsidiaries; (iii) did not have any interest in Shares within the meaning of Part XV of the SFO; (iv) did not hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date and did not have any other major appointment or professional qualification; and (v) had no other matters that needed to be brought to the attention of the Shareholders and there was no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

In addition, Ms. Lee had confirmed that (i) she meets the independence criteria as set forth in Rule 3.13 of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set forth in pages 21 to 25 to this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the declaration of the Final Dividend, the grant of the Repurchase Mandate, the grant of the General Mandate and the extension of the General Mandate. The Annual General Meeting will be held at 21/F, Rykadan Capital Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong, on Friday, 31 May 2024, at 11:00 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 Branch Share 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 (i.e. not later than Wednesday, 29 May 2024 at 11:00 a.m. (Hong Kong time)) 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share transfer documents accompanied by the relevant share certificates, must be lodged with the Branch Share Registrar at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 27 May 2024.

The Register of Members will be closed from Thursday, 6 June 2024 to Tuesday, 11 June 2024 (both days inclusive), during which period no transfer of Shares will be registered. In order to determine the entitlement to receive the proposed Final Dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 5 June 2024.

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 Stock Exchange's website and the Company's website after the conclusion of the Annual General Meeting.

TYPHOON AND RAINSTORM ARRANGEMENTS

In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" caused by super typhoons announced by the Government is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be adjourned. The Company will post an announcement on the websites of the Company (www.xinyiglass.com) and the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting.

The Annual General Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation.

LETTER FROM THE BOARD

RECOMMENDATION

The Board is of the opinion that the declaration of the Final Dividend, the grant of the Repurchase Mandate and the General Mandate, the extension of the General Mandate, the proposed re-election of the retiring Directors and the appointment of independent non-executive Director 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 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 GLASS HOLDINGS LIMITED
Dr. LEE Yin Yee, S.B.S.
Chairman

This appendix contains particulars that are required by the Listing Rules to be included in the 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 Shares in issue was 4,224,536,272 Shares 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 422,453,627 Shares (assuming no Share is issued or repurchased after the Latest Practicable Date and up to the date of 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 applicable laws and regulations of the Cayman Islands.

IMPACT OF REPURCHASE

On the basis of the consolidated financial position of the Company as of 31 December 2023 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. No repurchase would be made by the Company in circumstances that would have a material adverse impact on the working capital position or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

PRICE OF SHARES

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

	Share Price	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2023		
April	15.32	12.92
May	14.86	11.32
June	13.20	11.22
July	13.28	11.12
August	13.14	10.74
September	12.26	9.71
October	10.54	8.78
November	9.86	8.81
December	9.13	8.01
2024		
January	8.87	6.32
February	8.14	6.01
March	9.67	7.65
April (up to the Latest Practicable Date)	9.02	7.72

CONFIRMATION AND 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 core 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 will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles and the applicable laws and regulations of the Cayman Islands.

The Directors confirm that this Explanatory Statement contains the information required under Rule 10.06(1)(b) of the Listing Rules and has neither the Explanatory Statement nor the proposed share repurchase has unusual features.

TAKEOVERS CODE

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 Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Pursuant to a shareholders' agreement among the Controlling Shareholders dated 14 September 2004, in the event that any of the Controlling Shareholder(s) wish(es) to dispose of the Shares held by him/them as of the listing date of the Company, each of the other Controlling Shareholder(s) shall have a pre-emption right to purchase such Shares. As of the Latest Practicable Date, the Controlling Shareholders, being parties acting in concert as a result of the shareholders' agreement mentioned above, held approximately 2,743,423,216 Shares, representing approximately 64.9% 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 72.2% of the total number of the Shares in issue. The Directors are not aware of any consequence which would give rise to an obligation to make a mandatory offer under the Takeovers Code. 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

Set forth below is a summary of the biographical information on the retiring Directors proposed to be re-elected at the Annual General Meeting. Datuk Wira TUNG Ching Bor D.C.S.M, Mr. SZE Nang Sze and Dr. TRAN Chuen Wah, John will retire by rotation in accordance with article 108 of the Articles.

Executive Directors

Datuk Wira TUNG Ching Bor *D.C.S.M.*, (董清波), aged 61, is the Vice Chairman and Chief Purchasing Officer, responsible for managing the Group's daily operations and overseeing the purchasing functions. Prior to joining us in January 2000, Datuk Wira TUNG Ching Bor *D.C.S.M.*, had over 16 years' experience in automobile parts purchase. Datuk Wira TUNG Ching Bor *D.C.S.M.*, was a member of the 10th Anhui Provincial Committee of the Chinese People's Political Consultative Conference and a member of Nanping Municipal Committee of the Chinese People's Political Consultative Conference in Fujian.

Datuk Wira TUNG Ching Bor *D.C.S.M.*, is the brother-in-law of Dr. LEE Yin Yee, S.B.S., the executive Director, brother of Tan Sri Datuk TUNG Ching Sai *P.S.M., D.M.S.M., J.P.*, the Chief Executive Officer and executive Director, and uncle of Mr. LEE Shing Kan, the executive Director. Datuk Wira TUNG Ching Bor *D.C.S.M.*, was appointed as the executive Director on 25 June 2004.

Save as disclosed above, Datuk Wira TUNG Ching Bor *D.C.S.M.*, has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Datuk Wira TUNG Ching Bor *D.C.S.M.*, has not held (i) any position with the Company and other members of the Group (except for being a director of various subsidiaries of the Company); and (ii) any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Non-Executive Director

Mr. SZE Nang Sze (施能獅), aged 66, is the non-executive Director and has been with the Group since April 2001. Prior to joining the Group, Mr. SZE Nang Sze has worked in the trading of automobile parts industry. Mr. SZE Nang Sze was appointed as the non-executive Director on 25 June 2004.

Save as disclosed above, Mr. SZE Nang Sze has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Mr. SZE Nang Sze has not held (i) any position with the Company and other members of the Group; and (ii) any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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

Independent Non-Executive Directors

Dr. TRAN Chuen Wah, John (陳傳華), aged 52, obtained a bachelor's degree in business administration from Simon Fraser University in June 1993 and obtained a doctorate degree of ministry from Fuller Theological Seminary in 2017. Dr. TRAN Chuen Wah, John is currently a minister of Evangelical Free Church of China Jachin Church Limited. Dr. TRAN Chuen Wah, John has over 16 years of experience in accounting and investment banking industry, during which Dr. TRAN Chuen Wah, John had worked in Price Waterhouse (now known as PricewaterhouseCoopers) and various financial institutions and investment banks in Hong Kong. During the period between 2003 and 2006, Dr. TRAN Chuen Wah, John was the Managing Director and the Head of Investment Banking of Kingsway Financial Services Group Limited ("**Kingsway Group**"). Dr. TRAN Chuen Wah, John was a consultant to Kingsway Group during the period from 2006 to 2009. Dr. TRAN Chuen Wah, John became a member of each of the American Institute of Certified Public Accountants and the Hong Kong Institute of Certified Public Accountants in 1996 and 1997, respectively. Dr. TRAN Chuen Wah, John became a Chartered Financial Analyst (granted by the Association for Investment Management and Research) in September 1999. Dr. TRAN Chuen Wah, John was appointed as the independent non-executive Director on 31 December 2012.

Save as disclosed above, Dr. TRAN Chuen Wah, John has no relationship with any Directors, senior management or substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Save as disclosed above, Dr. TRAN Chuen Wah, John has not held (i) any position with the Company and other members of the Group; and (ii) any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**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

As of the Latest Practicable Date, the interests and short positions of the retiring Directors in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

(i) Interests in the Shares

Name of Director	Capacity	Number of Shares held	Approximate percentage of the Company's issued share capital
Datuk Wira TUNG Ching Bor <i>D.C.S.M.</i> ,	Interest of a controlled corporation (Note a)	280,543,441	6.64%
	Interest of a controlled corporation (Note b)	51,939,562	1.23%
	Personal interest (Note c)	66,019,950	1.56%
Mr. SZE Nang Sze	Interest of a controlled corporation (Note d)	122,485,488	2.90%
	Interest of a controlled corporation (Note b)	51,939,562	1.23%
	Personal interest	11,799,079	0.28%
Dr. TRAN Chuen Wah, John	Spouse interest (Note e)	90,000	0.002%
	Personal interest	10,000	0.0002%

Notes:

- (a) Datuk Wira TUNG Ching Bor *D.C.S.M.*'s interests in the Shares are held through High Park Technology Limited ("**High Park**"), a company incorporated in the BVI with limited liability on 1 July 2004 and wholly-owned by Datuk Wira TUNG Ching Bor *D.C.S.M.*
- (b) The interest in the Shares are held through Full Guang Holdings Limited ("**Full Guang**"), a company incorporated in the BVI with limited liability on 19 December 2005. Full Guang is owned by Dr. LEE Yin Yee, S.B.S. as to 33.98%, Datuk Wira TUNG Ching Bor *D.C.S.M.* as to 16.20%, Tan Sri Datuk TUNG Ching Sai *P.S.M., D.M.S.M., J.P.* as to 16.20%, Mr. LEE Sing Din as to 11.85%, Mr. LI Ching Wai as to 5.56%, Mr. NG Ngan Ho as to 3.70%, Mr. LI Man Yin as to 3.70%, Mr. SZE Nang Sze as to 5.09% and Mr. LI Ching Leung as to 3.70%.

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

- (c) Datuk Wira TUNG Ching Bor *D.C.S.M.*'s interests in the Shares are held through a joint account with his spouse, Madam KUNG Sau Wai.
- (d) Mr. SZE Nang Sze's interests in the Shares are held through Goldpine Limited (“**Goldpine**”), a company incorporated in the BVI with limited liability on 2 July 2004 and wholly-owned by Mr. SZE Nang Sze.
- (e) Dr. TRAN Chuen Wah, John's interests in the Shares are held through his spouse, Madam LAM Ying.

(ii) *Interests in the shares of associated corporations*

Name of associated corporation	Name of Director	Class and number of shares held in the associated corporation	Approximate percentage of the associated corporation's issued share capital
High Park	Datuk Wira TUNG Ching Bor <i>D.C.S.M.</i> ,	2 ordinary shares	100%
Goldpine	Mr. SZE Nang Sze	2 ordinary shares	100%
Full Guang	Datuk Wira TUNG Ching Bor <i>D.C.S.M.</i> ,	350,000 ordinary shares	16.20%
	Mr. SZE Nang Sze	110,000 ordinary shares	5.09%

Save as disclosed above, so far as the Directors are aware as of the Latest Practicable Date, none of the retiring Directors had or was deemed under the SFO to have any interests or short positions in any of the Shares, underlying Share and debentures of the Company and any of its associated corporations (within the meaning of Part XV of the SFO) which was required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

Particulars of service agreements of executive Director

Datuk Wira TUNG Ching Bor *D.C.S.M.*, entered into a service agreement with the Company on 1 January 2023. Particulars of this agreement are summarised below:

- (i) each service agreement is of a term of three years commencing on 1 January 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 remuneration of HK\$3,133,000 for Datuk Wira TUNG Ching Bor *D.C.S.M.*, may, at the Board's absolute discretion, be paid a management bonus of any amount by 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 their respective 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 1.65% of the Net Profits for the relevant financial year.

Policy on executive Directors' emoluments

The Company's policies concerning emoluments of the executive Directors are:

- (i) the amount of emoluments is determined on the basis of the relevant executive Director's experience, responsibility, workload and the time devoted to the Group;
- (ii) non-cash benefits may be provided to the executive Directors under their remuneration package;
- (iii) the executive Directors may be granted, at the discretion of the Board, options pursuant to the share option scheme adopted by the Company, as part of their remuneration; and
- (iv) annual director fee was HK\$300,000 for the two years ended 31 December 2023.

Particulars of letter of appointment of non-executive Director

Mr. SZE Nang Sze was appointed for a term of three years commencing on 1 January 2023 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 three months' prior written notice. An annual Director fee was HK\$300,000 for the two years ended 31 December 2023.

Policy on non-executive Directors' emolument

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

Particulars of letters of appointment of independent non-executive Director

Dr. TRAN Chuen Wah, John was appointed for a term of three years commencing on 31 December 2021. Particulars of the letter of appointment, are summarised below:-

- (i) the letter of appointment 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) save for the annual remuneration of HK\$300,000 for the independent non-executive Director for the year ended 31 December 2023, none of the independent non-executive Directors receive other emoluments (including bonus payments, whether fixed or discretionary in nature) from the Group.

Policy on independent non-executive Directors' emoluments

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.

NOTICE OF ANNUAL GENERAL MEETING



XINYI GLASS HOLDINGS LIMITED

信義玻璃控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00868)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Annual General Meeting**”) of Xinyi Glass Holdings Limited (the “**Company**”) will be held at 21/F, Rykadan Capital Tower, 135 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong, on Friday, 31 May 2024, at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2023.
2. To declare a final dividend of 37.0 HK cents per share for the year ended 31 December 2023.
3. (A) (i) To re-elect Datuk Wira TUNG Ching Bor *D.C.S.M* as an executive Director.

(ii) To re-elect Mr. SZE Nang Sze as a non-executive Director.

(iii) To re-elect Dr. TRAN Chuen Wah, John as an independent non-executive Director.
- (B) To authorise the board (the “**Board**”) of Directors to determine the remuneration of the Directors.
4. To re-appoint the Auditors and authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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 Governing the Listing of Securities on 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 (as defined in paragraph (d) below) 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.”*

NOTICE OF ANNUAL 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 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 (as defined in paragraph (d) below) 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 (as defined in paragraph (d) below);
- (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).”

NOTICE OF ANNUAL GENERAL MEETING

5C. “**THAT:-**

conditional upon the passing of resolutions nos. 5A and 5B, the general mandate granted to the Directors pursuant to resolution no. 5B be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares which may be 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 of this resolution.”

6. To consider and approve the appointment of The Hon. Starry LEE Wai-king, G.B.S., J.P. as an independent non-executive Director with effect from the conclusion of the Annual General Meeting.

By order of the Board
XINYI GLASS HOLDINGS LIMITED
LAU Sik Yuen
Company Secretary

Hong Kong, 30 April 2024

Notes:

1. Any member entitled to attend and vote at the Annual General Meeting 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, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting (i.e. not later than Wednesday, 29 May 2024 at 11:00 a.m. (Hong Kong time)) 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 and in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

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 Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive), during such period no transfer of the Shares will be registered. In order to determine the entitlement to attend and vote at the Annual General Meeting, all share transfer documents 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 for registration not later than 4:30 p.m. on Monday, 27 May 2024.
7. The register of members of the Company will be closed from Thursday, 6 June 2024 to Tuesday, 11 June 2024 (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 share transfer documents 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 Wednesday, 5 June 2024.
8. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" caused by super typhoons announced by the Government is/are in force in Hong Kong at or at any time after 7:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be adjourned. The Company will post an announcement on the websites of the Company (www.xinyiglass.com) and the Stock Exchange (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting.

The Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather conditions bearing in mind their own situation.

9. As of the date of this notice, Dr. LEE Yin Yee, S.B.S., Datuk Wira TUNG Ching Bor *D.C.S.M.*, Tan Sri Datuk TUNG Ching Sai *P.S.M., D.M.S.M., J.P.* and Mr. LEE Shing Kan were the executive Directors; Mr. LI Ching Wai, Mr. LI Ching Leung, Mr. SZE Nang Sze and Mr. NG Ngan Ho were the non-executive Directors; and Mr. LAM Kwong Siu, G.B.S., Mr. WONG Chat Chor Samuel, Dr. TRAN Chuen Wah, John and Dr. YANG Siu Shun, J.P. were the independent non-executive Directors.