

# **XINYI GLASS HOLDINGS LIMITED**

信義玻璃控股有限公司

("Company")

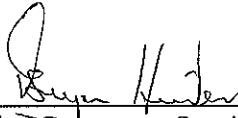
## **Special Resolution**

The following Special Resolution was passed by the Company on 12 May 2006.

### **Special Resolution**

RESOLVED as a Special Resolution that the articles of association of the Company be and are hereby amended by (i) deleting the words "a Special Resolution" as appears in paragraph (g) of Article 105, and replacing the same with the words "an Ordinary Resolution"; (ii) deleting the words "provided that no Director holding office as Chairman or Vice Chairman under Article 132 or the office of Managing Director or Joint Managing Director under Article 122 shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire" as appears in Article 108(a) and replacing the same with the words "provided that every Director shall be subject to retirement by rotation at least once every three years"; and (iii) deleting the words "Special Resolution" as appears in both the subject description note at the margin and the first line of Article 114 and replacing the same with the words "an Ordinary Resolution."

Dated 25 May 2006

  
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Appleby Corporate Services (Cayman) Limited

