
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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Min Xin Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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MIN XIN HOLDINGS LIMITED
閩信集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 222)

**PROPOSALS RELATING TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Min Xin Holdings Limited (the “Company”) to be held at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 18th June 2007 at 3:30 p.m. is set out on pages 12 to 14 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk).

Whether or not you are able to attend the annual general meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s registered office at 17th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the enclosed form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting if they so wish.

30th April 2007

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday , 18th June 2007 at 3:30 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 12 to 14 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Min Xin Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange with a stock code of 222;
“Companies Ordinance”	The Companies Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	the general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution
“Latest Practicable Date”	26th April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited;
“Repurchase Mandate”	the general and unconditional mandate to the Directors to exercise all the powers of the Company to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of such resolution;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shares”	ordinary share(s) of HK\$1.00 each in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases issued by the Securities and Futures Commission in Hong Kong.

LETTER FROM THE BOARD



MIN XIN HOLDINGS LIMITED
閩信集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 222)

Executive Directors:

Mr Ding Shi Da (*Chairman*)
Mr Chen Gui Zong (*Vice Chairman*)
Mr Zhu Xue Lun
Mr Weng Jian Yu

Registered Office:

17/F, Fairmont House
8 Cotton Tree Drive
Central
Hong Kong

Non-executive Directors:

Mr Wang Hui Jin
Mr Chen Le

Independent non-executive Directors:

Mr Ip Kai Ming
Mr Robert Tsai To Sze
Mr So Hop Shing

30th April 2007

To the Shareholders:

Dear Sir or Madam,

**PROPOSALS RELATING TO
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of retiring Directors.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of Shareholders held on 16th June 2006, ordinary resolutions were passed giving general mandates to the Directors (i) to repurchase shares of the Company on the Stock Exchange of up to 10% of the issued share capital as at 16th June 2006; and (ii) to allot, issue and otherwise deal with shares of up to 20% of the shares of the Company in issue at 16th June 2006, plus the nominal amount of any shares repurchased by the Company.

Under the provisions of the Companies Ordinance and the Listing Rules, these general mandates will lapse at the conclusion of the Annual General Meeting, unless renewed at that meeting. In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to make repurchases or issue any additional shares of the Company, resolutions will be proposed to renew these mandates at the Annual General Meeting. The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed Repurchase Mandate is set out in the **Appendix I** to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 94 and 95 of the Articles of Association of the Company, Messrs Chen Gui Zong, Ip Kai Ming and Weng Jian Yu are due to retire by rotation at the Annual General Meeting and, being eligible, offer themselves for re-election.

In accordance with Article 85 of the Articles of Association of the Company, Mr Chen Le, who was appointed as Director on 19th June 2006, will retire at the Annual General Meeting following his appointment and, being eligible, offers himself for re-election.

Details of the above Directors who are required to be disclosed by the Listing Rules are set out in **Appendix II** to this circular.

4. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 12 to 14 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the enclosed form of proxy and return it to the Company's registered office in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding that meeting. The lodging of the enclosed form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

LETTER FROM THE BOARD

5. PROCEDURE BY WHICH A POLL MAY BE DEMANDED

Pursuant to Article 65 of the Articles of Association of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of the meeting; or
- (b) at least three members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Pursuant to Article 66 of the Articles of Association of the Company, unless a poll is so demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority, or lost, or not carried by a particular majority shall be final and conclusive and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

6. RECOMMENDATIONS

The Directors consider that the resolutions as set out in the Notice of the Annual General Meeting are all in the best interests of the Company and the Shareholders and accordingly recommend that the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

Yours faithfully,

Ding Shi Da

Chairman

The following is the explanatory statement required to be sent to Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 459,428,656 Shares.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 45,942,865 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association and the Companies Ordinance. The Directors propose that repurchases of Shares under the Repurchase Mandate will be financed from distributable profits of the Company or proceeds of a fresh issue of shares made for the purpose.

There may be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited accounts for the financial year ended 31st December 2006) in the event that the proposed repurchases of Shares are to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as will, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING

There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates of the Directors who have a present intention, in the event that the Repurchase Mandate is granted by Shareholders, to sell Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the Companies Ordinance.

No connected persons of the Company (as defined in the Listing Rules) have notified it of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Repurchase Mandate is granted by Shareholders.

5. TAKEOVERS CODE

The Company has been notified of holdings of Shares by Samba Limited (“Samba”), Papilio Inc. (“Papilio”) and Vigour Fine Company Limited (“Vigour Fine”), which in aggregate amounted to 47.23 per cent. of the issued share capital of the Company, as at the date of this circular. Assuming none of the Shares held by Samba, Papilio and Vigour Fine are disposed of, and the issued share capital of the Company remains the same, exercise of the Repurchase Mandate in full would increase the proportionate interest in the Company of Samba, Papilio and Vigour Fine by about 5.25 per cent. to 52.48 per cent. and they may become obliged under Rule 32 of the Takeovers Code to make a mandatory offer. Subject to market conditions, the Directors do not presently envisage exercising the Repurchase Mandate to such extent as would trigger an offer obligation by Samba, Papilio and Vigour Fine.

6. SHARE PURCHASE MADE BY THE COMPANY

No purchases have been made by the Company of its Shares (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

7. SHARE PRICES

The highest and lowest traded prices for the Shares recorded on the Stock Exchange during the previous twelve months were as follows:

	Month	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
April	1.980	1.680
May	1.800	1.520
June	1.640	1.480
July	1.750	1.580
August	1.830	1.630
September	1.750	1.600
October	2.160	1.690
November	3.010	1.900
December	3.200	2.480
2007		
January	3.390	2.470
February	3.120	2.620
March	2.890	2.400

The following are the particulars of the four Directors proposed to be re-elected at the Annual General Meeting.

1. **Mr Chen Gui Zong**, aged 65, was appointed as Vice Chairman of the Company in January 1997. He acted as Chairman of the Company for the period from July 1999 to July 2000 and was re-appointed as Vice Chairman since then. Mr Chen is a senior economist in Mainland China. He has spent about 34 years in various finance and economic departments of the Fujian Provincial Government, Putian Municipal Government, The Fuzhou Branch of The People's Bank of China, and The Planning and Budget Division, External Economic Affairs Committee and investments enterprises in Fuzhou and has previously assumed the positions of Section Head, General Manager, Mayor, Deputy Chief Secretary and Director of Administrative Office of the Provincial Government. He is currently the Chairman of Xiamen International Bank.

Mr Chen does not hold any position with the Company or any of its subsidiaries at the Latest Practicable Date and has not been a director in any other listed company in the past three years.

Save as disclosed above, Mr Chen does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Chen does not have any interests in the Shares within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr Chen. Mr Chen has not been appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Company's Articles of Association. For the year ended 31st December 2006, the aggregate director's remuneration of Mr Chen for acting as a Director of the Company was HK\$60,000, such amount being determined from time to time by the Board with reference to the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr Chen that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

2. **Mr Ip Kai Ming**, aged 55, has been appointed as a Director of the Company since April 1989. He is currently an Executive Director and General Manager of Luso International Banking Limited in Macau. He is a fellow member of both the Hong Kong Institute of Bankers and the Hong Kong Institute of Directors, and has over 30 years' extensive experience in banking and finance. He is also a member of Beijing Municipal Committee of the Chinese People's Political Consultative Conference, a Director of the Macau Chamber of Commerce, the Vice Chairman of the Executive Board of the Macau Institute of Financial Services and a Vice Chairman of the Macau Chinese Enterprises Association.

Mr Ip does not hold any position with the Company or any of its subsidiaries at the Latest Practicable Date and has not been a director in any other listed company in the past three years.

Save as disclosed above, Mr Ip does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ip has a personal interest in 666,000 shares of the Company within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr Ip. Mr Ip has not been appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Company's Articles of Association. For the year ended 31st December 2006, the aggregate director's remuneration of Mr Ip for acting as an independent non-executive Director of the Company was HK\$180,000, such amount being determined from time to time by the Board with reference to the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr Ip that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

3. **Mr Weng Jian Yu**, aged 50, has been appointed as a Director of the Company since November 2004. Mr Weng joined the Company as Deputy General Manager in June 2004 and has served as the General Manager of the Company since October 2004. He is an economist in Mainland China. He has over 20 years' management experience in financial companies which include banks, trust companies and fund management companies etc.

Mr. Weng is also a director of certain subsidiaries of the Company, which include Min Xin Insurance Company Limited, Fujian Minxin Investment Consultants Co., Ltd., Min Xin Properties Limited, Minxin (Suzhou) Property Development Co., Ltd., Crown Land International Limited, Min Xin (China) Investment Limited, Min Xin Infrastructure Limited, Thousand Limited, Shining Gold Limited, Wide Exposure Developments Limited and Bold Lion Limited. Save as disclosed above, Mr Weng does not hold any position with the Company or any of its subsidiaries at the Latest Practicable Date and has not been a director in any other listed company in the past three years.

Mr Weng is currently a director of Vigour Fine Company Limited and Samba Limited, both of which are substantial shareholders of the Company. Save as disclosed above, Mr Weng does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Weng does not have any interests in the Shares within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr Weng. Mr Weng has not been appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Company's Articles of Association. For the year ended 31st December 2006, the aggregate director's remuneration of Mr Weng for acting as a Director of the Company was HK\$60,000, such amount being determined from time to time by the Board with reference to the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr Weng that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

4. **Mr Chen Le**, aged 47, has been appointed as a Director of the Company since June 2006. Mr Chen has spent a long time in capital and corporate management and has extensive experience in international capital market financing and corporate management. He has previously assumed the positions of Director of County Bureau of Goods and Materials, Section Director of the Planning Commission of Ningde Prefecture in Fujian Province, General Manager of Ningde Investment & Development Company, and General Manager of the Corporate Planning Department and the Finance Department of Fujian Investment & Enterprise Holdings Corporation. He is currently a Director of All Trust Insurance Co., Ltd., and also the Chairman of Fujian International Leasing Co., Ltd.

Mr Chen does not hold any position with the Company or any of its subsidiaries at the Latest Practicable Date and has not been a director in any other listed company in the past three years.

Mr Chen is currently a Vice President of Fujian Investment & Enterprise Holdings Corporation, a substantial shareholder of the Company. Save as disclosed above, Mr Chen does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Chen does not have any interests in the Shares within the meaning of Part XV of the SFO. There is no service contract entered into between the Company and Mr Chen. Mr Chen has not been appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Company's Articles of Association. For the year ended 31st December 2006, the aggregate director's remuneration of Mr Chen for acting as a Director of the Company was HK\$32,219, such amount being determined from time to time by the Board with reference to the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr Chen that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



MIN XIN HOLDINGS LIMITED 閩信集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 222)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of members of Min Xin Holdings Limited (the “Company”) will be held at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 18th June 2007 at 3:30 p.m. for the following purposes:

As Ordinary Business:

1. To receive and consider the audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31st December 2006.
2. To declare a final dividend.
3. To re-elect retiring Directors and to authorise the Board of Directors to fix the Directors’ remuneration.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

As Special Business:

5. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(A) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date of this Resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the “Companies Ordinance”) to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting of the Company.”

- (B) **“THAT:**

- (a) subject to paragraph (c) below and pursuant to Section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approvals in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as hereinafter defined); or (ii) any scrip dividend scheme or similar arrangements providing for the allotment of the shares of the Company in lieu of the whole or a part of a dividend of such shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Ordinance to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the members in general meeting of the Company.

“rights issue” means an offer of the shares, or offer or issue of warrants or options to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares, or any class of shares, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlement or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

- (C) “**THAT** the unconditional general mandate granted to the Directors to allot shares referred to in Resolution No.5(B) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the Directors of the Company pursuant to such unconditional general mandate of an amount representing the aggregate nominal amount of the shares repurchased by the Company under the authority granted pursuant to Resolution No.5(A) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company at the date of this Resolution.”

By Order of the Board
Connie Y.M. Chan
Company Secretary

Hong Kong, 30th April 2007

Notes:

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or two proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. Proxies in prescribed form must be deposited at the registered office of the Company not less than 48 hours before the time fixed for the holding of the meeting or any adjourned meeting.
- (2) The register of members will be closed from 14th June 2007 to 18th June 2007, both days inclusive, during which period no share transfers will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company’s share registrars, Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:00 p.m. on 13th June 2007.



MIN XIN HOLDINGS LIMITED

閩信集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 222)

Proxy form for use at the Annual General Meeting to be held on 18th June, 2007

I/We (note 1) _____
of _____
being the registered holder(s) of (note 2) _____ Shares of HK\$1 each in the
capital of Min Xin Holdings Limited (the "Company"), hereby appoint (note 3) _____
of _____ or
failing him the Chairman of the Meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of
the Company to be held at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on
Monday, 18th June, 2007 at 3:30 p.m. and at any adjournment thereof and to vote for me/us in respect of the resolutions as set out in
the Notice convening the said meeting, as indicated below:

Ordinary Resolutions	FOR (note 8)	AGAINST (note 8)
1. To receive the Statement of Accounts and the Reports of the Board of Directors and the Auditors for the year ended 31st December, 2006.		
2. To declare a final dividend.		
3. To re-elect Mr Chen Gui Zong as Director.		
4. To re-elect Mr Ip Kai Ming as Director.		
5. To re-elect Mr Weng Jian Yu as Director.		
6. To re-elect Mr Chen Le as Director.		
7. To authorise the Board of Directors to fix the Directors' remuneration.		
8. To re-appoint PricewaterhouseCoopers as Auditors of the Company and to authorise the Board of Directors to fix their remuneration.		
9. To give a general mandate to the Directors to purchase the Company's own shares.		
10. To give a general mandate to the Directors to issue and dispose of additional shares not exceeding 20% of the existing issued share capital of the Company.		
11. To extend the share issue mandate granted to the Directors.		

Date: _____

Signature: (note 6) _____

NOTES:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s); if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's registered office, 17th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong not less than 48 hours before the time appointed for holding the said Meeting or any adjourned meeting.
- If two or more persons are jointly entitled to a share only the joint holder whose name stands first in the Register of Members in respect of the joint holding is entitled to attend and vote at the Meeting. Any other joint holder may only attend and vote in respect of the joint holding if appointed the proxy of such first named holder.
- This proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Please indicate with a tick in the spaces provided how you wish your vote(s) to be cast on a poll. If this form is returned duly signed, but without any indication, the proxy will vote or abstain at his discretion.