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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 a 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 in **Min Xin Holdings Limited**, you should at once hand this circular together with the accompanying 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 NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
ADOPTION OF THE NEW ARTICLES OF ASSOCIATION,
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2026 AGM of Min Xin Holdings Limited (the “Company”) to be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 23 June 2026 at 3:30 p.m. is set out in Appendix IV to this circular. A form of proxy for use at the 2026 AGM is also enclosed. Such form of proxy is also available on the Company’s website at www.minxin.com.hk and the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you are able to attend the 2026 AGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the 2026 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM should you so wish.

20 May 2026

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DEFINITIONS

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

“2026 AGM”	the annual general meeting of the Company to be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 23 June 2026 at 3:30 p.m., or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out in Appendix IV to this circular;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Min Xin Holdings Limited (Stock Code: 222), a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“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”	a general and unconditional mandate to the Directors to exercise the powers of the Company to issue, allot and deal with Shares not exceeding 20% of the number of Shares in issue at the date of passing the relevant resolution for approving such mandate;
“Latest Practicable Date”	14 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“New Articles of Association”	the amended and restated articles of association incorporating and consolidating the Proposed Amendments and proposed to be adopted by the Shareholders at the 2026 AGM;

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company;
“Proposed Amendments”	the proposed amendments to the Articles of Association as set out in Appendix III to this circular;
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange not exceeding 10% of the number of Shares in issue at the date of passing the relevant resolution for approving such mandate;
“Retiring Directors”	Mr HUANG Wensheng, Mr CHEN Ying, Mr IP Kai Ming and Mr LEUNG Chong Shun;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time;
“treasury shares”	has the meaning ascribed to it under the Listing Rules; and
“%”	per cent.

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 WANG Fei (*Chairman*)
Mr HUANG Wensheng (*Vice Chairman*)
Mr CHEN Ying (*General Manager*)

Registered Office

17th Floor, Fairmont House
8 Cotton Tree Drive
Central, Hong Kong

Non-executive Directors

Mr HON Hau Chit
Mr ZHOU Tianxing
Ms YOU Li

Independent Non-executive Directors

Mr IP Kai Ming
Mr CHEUNG Man Hoi
Mr LEUNG Chong Shun

20 May 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSALS RELATING TO GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
ADOPTION OF THE NEW ARTICLES OF ASSOCIATION,
PROPOSED RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2026 AGM for (i) the granting of the Issue Mandate and the Repurchase Mandate; (ii) the re-election of the Retiring Directors; (iii) the adoption of the New Articles of Association; and (iv) the proposed re-appointment of auditor of the Company.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of Shareholders held on 26 June 2025, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue new Shares respectively. Such mandates will lapse at the conclusion of the 2026 AGM, 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, ordinary resolutions will be proposed at the 2026 AGM to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange not exceeding 10% of the number of Shares in issue at the date of passing the relevant resolution (excluding treasury shares, if any);
- (b) to issue, allot and deal with Shares not exceeding 20% of the number of Shares in issue at the date of passing the relevant resolution (excluding treasury shares, if any); and
- (c) to extend the Issue Mandate by an aggregate number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

At the Latest Practicable Date, there were 597,257,252 Shares in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the date of the 2026 AGM, the Directors would be authorised under the Issue Mandate to issue, allot and deal with a maximum of 119,451,450 Shares (representing 20% of the number of Shares in issue as at the date of the 2026 AGM) and under the Repurchase Mandate to repurchase a maximum of 59,725,725 Shares (representing 10% of the number of Shares in issue as at the date of the 2026 AGM).

The Repurchase Mandate and the Issue Mandate will expire at the earliest 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 Articles of Association or by any applicable law to be held; or (iii) the passing of ordinary resolution(s) by Shareholders in general meeting revoking or varying the authority given to the Directors.

The explanatory statement as required by the Listing Rules to be given to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Directors have no immediate plan to repurchase or issue any Shares of the Company. Shareholders are recommended to vote in favour of these proposed resolutions as they are considered to be in the best interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 94 and 95 of the Articles of Association of the Company, Mr HUANG Wensheng (“Mr HUANG”), Mr IP Kai Ming (“Mr IP”) and Mr LEUNG Chong Shun (“Mr LEUNG”) will retire by rotation at the 2026 AGM and, being eligible, offer themselves for re-election.

In accordance with Article 88 of the Articles of Association of the Company, Mr CHEN Ying (“Mr CHEN”) has been appointed as an Executive Director and the General Manager with effect from 27 March 2026. He shall hold office only until the next annual general meeting of the Company and shall then be eligible and offer themselves for re-election at the 2026 AGM.

The Nomination Committee, which comprises a majority of Independent Non-executive Directors of the Company, has reviewed the Board’s composition and noted that, pursuant to the prevailing Nomination Policy, the Retiring Directors are eligible for nomination and nominated to the Board for it to recommend to the Shareholders for re-election at the 2026 AGM. The nomination was made in accordance with the Nomination Policy and took into account the diversity aspects with due regard for the benefits of diversity as set out in the Board Diversity Policy.

The Nomination Committee has also assessed the independence of all Independent Non-executive Directors with reference to the criteria as set out in Rule 3.13 of the Listing Rules, and has affirmed that all Independent Non-executive Directors, including Mr IP and Mr LEUNG, remain independent. All Independent Non-executive Directors, including Mr IP and Mr LEUNG, have provided annual confirmation of independence to the Company.

Pursuant to the code provision B.2.3 of the Corporate Governance Code as set out in Appendix C1 of the Listing Rules, 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. Mr IP was first appointed as an Independent Non-executive Director in July 1998 and has served for more than 20 years at the Latest Practicable Date. Accordingly, his re-appointment is subject to a separate resolution to be approved at the 2026 AGM.

As an Independent Non-executive Director, Mr IP has not engaged in any executive management of the Company. With extensive experience in banking and finance and in-depth understanding of the Company’s operations and business, Mr IP has continuously expressed objective views and given independent guidance to the Company over the past years. He continues to demonstrate a firm commitment to his role and his ability to provide an independent view to the Company’s matters. Notwithstanding his years of service as an Independent Non-executive Director, the Nomination Committee has assessed the independence of Mr IP based on the criteria, including, inter alia, expression of objective views, provision of independent advice and guidance as well as exercise of independent judgement during the discussion and decision process of the Board. The Nomination Committee believes that Mr IP has continued to demonstrate his ability to stay impartial and independent during his participation in the affairs of the Board and the various Board Committees he serves, and in a strong position of giving invaluable insight to the Group’s business development. Besides, Mr IP is equipped with integrity, skills and experience to continue fulfilling the role of an Independent Non-executive Director. Mr IP’s long service on the Board would not affect him from bringing fresh perspectives and exercising independent judgement and thus the Board recommends him for re-election at the 2026 AGM.

LETTER FROM THE BOARD

The Nomination Committee considered that Mr LEUNG continues to contribute effectively and is committed to his roles. Mr LEUNG has shared his experience and expertise to the Board, continued to demonstrate his ability to provide independent view and judgement and provide fair and objective view in the Company's affairs. His re-election will continue to enhance the governance and oversight of the Group at both the Board and the Board Committee levels.

Each of the above Directors has abstained from voting on his own nomination when it was being considered.

Information relating to the Retiring Directors who are proposed to be re-elected at the 2026 AGM as required to be disclosed under Rule 13.51(2) of the Listing Rules is set out in Appendix II to this circular.

4. ADOPTION OF THE NEW ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 14 May 2026 in relation to the Proposed Amendments and the adoption of the New Articles of Association.

The Board proposes to amend the existing Articles of Association for the purposes of, among others, (i) bringing the existing Articles of Association in line with the relevant requirements of the Listing Rules in relation to the expanded paperless listing regime, the holding of the general meetings by hybrid or virtual meetings, providing electronic voting, the electronic dissemination of corporate communications, the new treasury shares regime under the Listing Rules and the inclusion of an uncertificated securities market initiative; (ii) aligning with the Companies Ordinance, including but not limited to the holding of the general meetings by hybrid or virtual meetings, the implementation of the treasury share regime for Hong Kong incorporated listed companies and the promotion of paperless corporate communication (including the adoption of an implied consent mechanism for the dissemination of corporate communications by means of a website); and (iii) making other housekeeping amendments, including consequential amendments in line with the above amendments to the existing Articles of Association.

Details of the Proposed Amendments are set out in Appendix III to this circular. A special resolution will be proposed at the 2026 AGM to approve the Proposed Amendments and the adoption of the New Articles of Association.

The Company's Hong Kong legal adviser has confirmed that the New Articles of Association comply with the requirements of the Listing Rules and the laws of Hong Kong. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The full text of the New Articles of Association will be available in English and Chinese on the Company's website upon approval by the Shareholders at the 2026 AGM. The Chinese translation of the New Articles of Association is for Shareholders' reference only. In case there is any inconsistency between the English version and the Chinese version, the English version shall prevail.

LETTER FROM THE BOARD

5. PROPOSED RE-APPOINTMENT OF AUDITOR

The term of office of the auditor of the Company, Deloitte Touche Tohmatsu, will expire upon the conclusion of the 2026 AGM. Subject to the approval of the Shareholders at the 2026 AGM, the Board proposes to re-appoint Deloitte Touche Tohmatsu as auditor of the Company for the year ending 31 December 2026. The estimated auditor's remuneration agreed with Deloitte Touche Tohmatsu for the audit services (including the agreed-upon procedures in relation to interim financial statements to be issued by the Company) relating to the year ending 31 December 2026 would be in the range of HK\$3.30 million to HK\$3.65 million, which was determined with reference to the operation scale of the Group, the expected audit scope, the audit timetable, auditor's resources required and inflationary factors. The final fee is subject to adjustment in the event of any change in the audit scope.

6. ANNUAL GENERAL MEETING

A notice convening the 2026 AGM is set out in Appendix IV to this circular. A form of proxy for use at the 2026 AGM is also enclosed with this circular. Whether or not you intend to be present at the 2026 AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the 2026 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM should you so wish.

7. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting (including the 2026 AGM) must be taken by poll. The chairman of the 2026 AGM will demand, pursuant to Article 66 of the Articles of Association, that all resolutions set out in the notice of the 2026 AGM be decided by poll.

8. RECOMMENDATIONS

The Board believes that the proposed resolutions for the granting and extension of the Issue Mandate, the granting of the Repurchase Mandate, the re-election of the Retiring Directors, the re-appointment of the auditor and the adoption of the New Articles of Association are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2026 AGM.

Yours faithfully,
By Order of the Board
Min Xin Holdings Limited
WANG Fei
Chairman

This appendix serves as an explanatory statement as required by the Listing Rules to provide requisite information for you to consider whether to vote for or against the Resolution to be proposed at the 2026 AGM in relation to the Repurchase Mandate:

1. ISSUED SHARES

At the Latest Practicable Date, there were 597,257,252 Shares in issue.

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no Shares are issued and/or repurchased by the Company following the Latest Practicable Date and up to the date of the 2026 AGM, the Company would be authorised under the Repurchase Mandate to repurchase a maximum of 59,725,725 Shares (representing 10% of the number of Shares in issue) from the date of the 2026 AGM until the conclusion of the next annual general meeting of the Company.

2. REASONS FOR REPURCHASE MANDATE

The Board believes that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Board believes that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the applicable laws of Hong Kong and the Listing Rules. Repurchases of Shares under the Repurchase Mandate will be funded entirely from the Company's available cash flow or working capital, and will, in any event, be made out of funds legally available for the repurchase in accordance with the Company's Articles of Association and the applicable laws of Hong Kong.

There might be a material adverse effect on the working capital requirements or gearing levels of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the Company's annual report for the year ended 31 December 2025 in the event that the Repurchase Mandate is exercised in full at any time. The Board does not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or gearing levels of the Company which, in the opinion of the Board, are from time to time appropriate for the Company.

4. UNDERTAKING

The Board has undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have they undertaken not to sell any Shares to the Company, in the event that the Repurchase Mandate is granted by the Shareholders.

5. TAKEOVERS CODE

If as a result of a repurchase of Shares, 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 Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

At the Latest Practicable Date, Samba Limited ("Samba") directly held approximately 24.26% of the number of Shares in issue. Vigour Fine Company Limited ("Vigour Fine"), being the controlling shareholder of Samba, was deemed to be interested in the Shares held by Samba. Vigour Fine directly held approximately 35.27% of the number of Shares in issue. Fujian Investment & Development Group Co., Ltd. ("FIDG") directly held the entire issued share capital of Vigour Fine and was deemed to be interested in a total of approximately 59.53% of the number of Shares in issue.

Haidian-Creation International Limited ("Haidian-Creation") directly held approximately 2% of the number of Shares in issue, Bendura Wealth Management (Hong Kong) Limited ("Bendura Wealth") directly held approximately 1.17% of the number of Shares in issue and Citychamp Watch & Jewellery Group Limited ("Citychamp") directly held approximately 10.54% of the number of Shares in issue. Haidian-Creation is wholly-owned by Citychamp. Bendura Wealth is wholly-owned by Bendura Bank AG ("Bendura Bank") and Citychamp was the controlling shareholder of Bendura Bank. Citychamp was the controlled corporation of each of Sincere View International Limited ("Sincere View") and Full Day Limited ("Full Day") and each of Sincere View and Full Day was deemed to be interested in approximately 13.71% of the number of Shares in issue. Sincere View also directly held approximately 0.93% of the number of Shares in issue. Mr HON Kwok Lung held the entire issued share capital of Full Day and was the controlling shareholder of Sincere View. Each of Mr HON Kwok Lung and Ms LAM Suk Ying, the spouse of Mr HON Kwok Lung, was deemed to be interested in a total of approximately 14.64% of the number of Shares in issue.

Based on such interests, in the event that the Board exercised in full the power to repurchase Shares which is proposed to be granted at the 2026 AGM, the percentage shareholding of FIDG and Mr HON Kwok Lung would be increased to approximately 66.15% and 16.27% of the number of Shares in issue respectively. The Board considers that, such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Board is not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

At the Latest Practicable Date, the Board had no intention to exercise the Repurchase Mandate because the public float of the Company was only 25.69%, which was slightly higher than the minimum prescribed percentage of 25% as required under Rule 8.08(1)(a) of the Listing Rules.

6. SHARES REPURCHASES MADE BY THE COMPANY

No repurchase has 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 prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date, and for the period from 1 May 2026 up to the Latest Practicable Date, were as follows:

Month	Highest HK\$	Lowest HK\$
2025		
May	2.090	1.700
June	2.150	1.780
July	3.750	2.000
August	3.700	2.850
September	3.450	2.910
October	3.620	2.890
November	3.550	3.030
December	3.650	3.340
2026		
January	3.630	3.200
February	3.470	3.100
March	3.380	2.750
April	2.940	2.400
May (up to the Latest Practicable Date)	2.400	2.380

The biographical details of the Retiring Directors proposed to be re-elected at the 2026 AGM are set out below:

Mr HUANG Wensheng, aged 57, has been appointed as the Vice Chairman of the Board, an Executive Director and a member of the Executive Committee of the Company since February 2023 and has also been appointed as a member of the Remuneration Committee of the Company since March 2024.

Mr HUANG holds a Bachelor's degree in Economics from Department of Economics and a Master's degree in Business Administration from Department of Business Administration of Xiamen University. He is a Senior Economist in Mainland China. He has extensive experience in banking, financial institutions management and capital operations.

Mr HUANG is currently the assistant to general manager of FIDG, which is the controlling shareholder of the Company. He is also a director and the vice secretary of the Party Committee of Xiamen International Bank Co., Ltd. ("XIB").

Mr HUANG has worked in a commercial bank for a long time. He had previously assumed the positions of the principal of Lianban Office, the section chief of the Credit Department and the general manager of Hubin Sub-branch, the general manager of Tongan Sub-branch, the general manager of the Business Department and the Key Accounts Department of Xiamen Branch of Agricultural Bank of China Limited (the "Agricultural Bank"). He was also served as the secretary of the Party Committee and the general manager of the Business Department, the general manager of the Key Accounts Department and the general manager of the Institutional Business Department, the Custody Business Department Fujian Sub-section and the Pension Center Fujian Sub-center of Fujian Provincial Branch of Agricultural Bank. He was also a senior specialist of Fujian Provincial Branch of Agricultural Bank. He was the General Manager of the Company from March 2024 to March 2026. He was also the chairman of the board of directors of Min Xin Insurance Company Limited from November 2024 to March 2026 and Fujian Minxin Investments Co., Ltd. from July 2024 to March 2026.

Save as disclosed above, Mr HUANG does not hold any position with the Company or other members of the Group at the Latest Practicable Date. Save as disclosed above, he did not hold any directorship in any other listed public companies in the last three years.

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

At the Latest Practicable Date, Mr HUANG 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 HUANG. He 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. He is entitled to a fixed remuneration of HK\$60,000 per annum for acting as an Executive Director of the Company. Such amount being determined from time to time by the Board with reference to the prevailing market conditions, the situation of the Company and his duties and responsibilities. For the year ended 31 December 2025, the directors' remuneration of Mr HUANG for acting as an Executive Director was HK\$60,000 and the emoluments (including contributions to retirement benefit scheme) for acting as the General Manager of the Company was HK\$1,459,000. Mr Huang received remuneration from XIB and has not received remuneration from the Company with effect from December 2025.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to the re-election of Mr HUANG that need to be brought to the attention of the Shareholders.

Mr CHEN Ying, aged 56, has been appointed as an Executive Director, the General Manager and the member of the Executive Committee since March 2026.

Mr CHEN holds a Bachelor's degree in Economics from Jiangxi College of Finance and Economics (currently Jiangxi University of Finance and Economics). He is an Economist in Chinese Mainland. He has extensive experience in venture capital, investment consultancy, management services, venture capital management and capital operation. He has received numerous honors, such as a Leader in the management of Provincial State-owned Enterprises, China's Top Venture Capital Investors Top 100, China's Best Fund of Funds Top 40 and Best State-owned Direct Investment Investors Top 20. He has served as a representative of the deputy director unit, the director of the Private Equity Fund Professional Committee and the deputy director of the Investment Banks Investment Professional Committee of The Securities and Futures Association of Fujian.

Mr CHEN is currently a director and the chairman of the board of directors of Vigour Fine Company Limited, the controlling shareholder (as defined in the Listing Rules) of the Company.

He has worked in the venture capital industry for a long time. He had previously assumed the positions of loan officer of the Lease Financing Department, economist, deputy manager of the Lease Financing and Legal Affairs Department, manager of the Legal Department and deputy director of Longyan Office of Fujian Huaxing Trust & Investment Corp.. He was responsible for the establishment and finance duties of Sanming Office. He had also served as a deputy general manager of the Asset Management Department of Fujian Huaxing Group Co., Ltd, a deputy general manager and the general manager of both Fujian Huaxing Venture Capital Co., Ltd. and Fujian Datong Venture Capital Co., Ltd., an executive director of Fujian Huaxing Venture Capital Co., Ltd., and the general manager and chairman of the board of directors of Fujian Venture Investment Management Co., Ltd.. All these companies are subsidiaries of FIDG, the controlling shareholder of the Company. He had also served as the general manager and chairman of the board of directors of 福州眾城投資有限公司 (Fuzhou Zhongcheng Investment Co., Ltd.*).

Save as disclosed above, Mr CHEN does not hold any position with the Company or other members of the Group at the Latest Practicable Date. Save as disclosed above, he did not hold any directorship in any other listed public companies in the last three years.

* *The relevant English name is only a transliteration of the Chinese name for reference only*

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

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. He 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. He is entitled to a fixed remuneration of HK\$60,000 per annum for acting as an Executive Director of the Company, such amount being determined from time to time by the Board with reference to the prevailing market conditions, the situation of the Company and his duties and responsibilities. He is also entitled to a remuneration for acting as the General Manager and such amount will be determined from time to time with reference to the prevailing market conditions, the situation of the Company and his duties and responsibilities in accordance with the remuneration policy of FIDG. The remuneration of Mr CHEN will be disclosed in the annual report.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to the re-election of Mr CHEN that need to be brought to the attention of the Shareholders.

Mr IP Kai Ming, aged 74, has been appointed as an Independent Non-executive Director of the Company since July 1998. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr IP has a Master of Science degree in Corporate Governance and Directorship from the Hong Kong Baptist University. Mr IP is currently the guest senior lecturer of Xiamen International Bank Co., Ltd.. He is a fellow member of both The Hong Kong Institute of Bankers and The Hong Kong Institute of Directors, and has over 40 years' extensive experience in banking and finance. He is also a director of the Macao Chamber of Commerce. He was the chairman of the Supervisory Board of Xiamen International Bank Co., Ltd. from 2013 to 2021 and the senior advisor to the board of directors of Luso International Banking Limited from 2016 to 2022.

Save as disclosed above, Mr IP does not hold any position with the Company or other members of the Group at the Latest Practicable Date. Save as disclosed above, he did not hold any directorship in any other listed public companies in the last 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.

At the Latest Practicable Date, Mr IP has a personal interest in 865,800 Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr IP. He 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. He is entitled to a fixed remuneration of HK\$250,000 per annum for acting as an Independent Non-executive Director of the Company, such amount being determined from time to time by the Board with reference to the prevailing market conditions, the situation of the Company and his duties and responsibility.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to the re-election of Mr IP that need to be brought to the attention of the Shareholders.

Mr LEUNG Chong Shun, aged 60, has been appointed as an Independent Non-executive Director and a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company since May 2018.

Mr LEUNG graduated from the University of Hong Kong in 1988 and obtained a Bachelor's degree in laws with honors. He is qualified as a solicitor in Hong Kong, England and the Greater Bay Area and a China Appointed Attesting Officer appointed by the Ministry of Justice of the PRC. He is currently a partner of Woo Kwan Lee & Lo and has been a practicing solicitor in Hong Kong since 1991. He was the chief representative of Woo Kwan Lee & Lo Beijing Office.

Mr LEUNG has accumulated extensive experience in corporate finance, mergers and acquisitions and commercial law and has been involved in various listing and acquisition transactions of Chinese H Share companies and red chip companies. He is currently an independent non-executive director of China Medical System Holdings Limited (Stock code: 867), which is listed on the Main Board of the Stock Exchange.

Mr LEUNG was an independent non-executive director of China Communications Construction Company Limited (Stock code: 1800) from January 2011 to November 2017, China National Materials Company Limited (Stock code: 1893) from July 2007 to May 2018, SSY Group Limited (Stock code: 2005) from October 2005 to May 2023 and China Coal Energy Company Limited (Stock code: 1898) from June 2017 to March 2023, respectively. All these companies are listed on the Main Board of the Stock Exchange.

Save as disclosed above, Mr LEUNG does not hold any position with the Company or other members of the Group at the Latest Practicable Date. Save as disclosed above, he did not hold any directorship in any other listed public companies in the last three years.

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

At the Latest Practicable Date, Mr LEUNG 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 LEUNG. He 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. He is entitled to a fixed remuneration of HK\$250,000 per annum for acting as an Independent Non-executive Director of the Company, such amount being determined from time to time by the Board with reference to the prevailing market conditions, the situation of the Company and his duties and responsibility.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to the re-election of Mr LEUNG that need to be brought to the attention of the Shareholders.

Details of the proposed amendments to the existing Articles of Association brought about by the adoption of the New Articles of Association are as follows, of which the full text or extract of the relevant article is reproduced, with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text below. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles of Association.

Article no.	Proposed amendments (showing changes to the existing Articles of Association)
Cover	<p style="text-align: center;">ARTICLES OF ASSOCIATION (including all amendments up to <u>23rd June 2026</u>13th June, 2023)</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">MIN XIN HOLDINGS LIMITED (閩信集團有限公司) (Stock Code: 222)</p>
Heading	<p style="text-align: center;">ARTICLES OF ASSOCIATION (including all amendments up to <u>23rd June 2026</u>13th June, 2023)</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">MIN XIN HOLDINGS LIMITED (閩信集團有限公司)</p>
1.	<p>The marginal notes hereto shall not affect the construction hereof. In these Articles unless inconsistent with the context: –</p> <p><u>“address” shall for the purposes of these Articles include an electronic address unless the Ordinance or the Listing Rules require a postal address.</u></p> <p><u>“ASR Code” shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time.</u></p> <p><u>“Central Clearing and Settlement System” shall mean the Central Clearing and Settlement System operated by HKSCC.</u></p> <p><u>“Corporate Communications” means any notice, document or other information (including any “corporate communication” and “actionable corporate communication” as defined in the Listing Rules) sent or supplied or to be sent or supplied by the Company.</u></p> <p><u>“electronic communication” means a communication sent, transmitted, conveyed and received by electronic means in any form through any medium.</u></p> <p><u>“Electronic System” means any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system.</u></p>

“HKSCC” means Hong Kong Securities Clearing Company Limited.

“hybrid meeting” means a general meeting convened for the (i) physical attendance and participation by Members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations; and (ii) virtual attendance and participation by Members and/or proxies by means of virtual meeting technology.

“In writing” and “Written” include printing, lithography, photography and other modes of representing or reproducing words in a legible and non-transitory form or, to the extent permitted by and in accordance with the Ordinance, Listing Rules and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form.

“Meeting Location” has the meaning given to it by Article 60(a).

“Ordinance” means the Companies Ordinance (Chapter 622) of the Laws of Hong Kong or any statutory modification or re-enactment for the time being in force and includes every other ordinance incorporated therewith.

“physical meeting” means a general meeting held and conducted by physical attendance by Members and/or proxies at the Principal Meeting Place and, where applicable, one or more Meeting Locations.

“Principal Meeting Place” has the meaning given to it in Article 54.

“Recognised Clearing House” means a recognised clearing house within the meaning of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

“Register” means the Register of Members of the Company (including any branch register to be kept pursuant to the Ordinance) and it shall include, where relevant, the register of holders as defined in the USM Rules.

“SFC” means the Securities and Futures Commission of Hong Kong.

“Securities and Futures Ordinance” means Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong or any statutory modification or re-enactment for the time being in force and includes every other ordinance incorporated therewith.

“treasury shares” has the meaning given to it in the Ordinance.

“Uncertificated” means a share or other security of the Company that is not evidenced by a certificate and is recorded in the Register as being held in uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house.

<p><u>“UNSRT System” means an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and (b) facilitates supplementary and incidental matters.</u></p> <p><u>“USM Rules” means the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance, as amended from time to time.</u></p> <p><u>“virtual meeting” means a general meeting held and conducted wholly and exclusively by virtual attendance and participation by Members and/or proxies by means of virtual meeting technology.</u></p> <p><u>“virtual meeting technology” means a technology that allows a person to listen, speak and vote at a meeting without being physically present at the meeting.</u></p> <p><u>References to a person being present at or attending a general meeting, whether in person or by proxy, means that such person or proxy is present at a physical meeting or is participating via the virtual meeting technology specified by the Board in relation to that meeting. Accordingly, any references to attending or doing anything at the meeting “in person”, “personally”, “by proxy” and references to “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” and any other similar expressions shall be read accordingly.</u></p> <p><u>References to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.</u></p> <p><u>Any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by Members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, virtual, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision.</u></p> <p><u>All voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.</u></p>

6.	<p>The Company may exercise any powers conferred on the Company or permitted by or not prohibited by or not inconsistent with the Ordinance or any other applicable ordinance, statute, act or law from time to time to purchase or acquire shares and warrants in the Company or to give, directly or indirectly, by means of a loan, guarantee, the provision of security or otherwise, financial assistance for the purpose of or in connection with a purchase made or to be made by the Company or any person of any shares and warrants in the Company and should the Company purchase or acquire its own shares or warrants neither the Company nor the Directors shall be required to select the shares or warrants to be purchased or acquired rateably or in any other particular manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares or warrants provided always that any such purchase or acquisition or financial assistance shall only be made or given in accordance with any relevant rules, codes or regulations issued by Tthe Stock Exchange of Hong Kong Limited, the SFCSecurities and Futures Commission or any other relevant regulatory authorities from time to time.</p>
10.	<p>Where two or more persons are registered as the holder of any share they shall be deemed to hold the same as joint tenants with benefit of survivorship, subject to the following provisions:—</p> <ul style="list-style-type: none"><li data-bbox="371 1038 1390 1102">(a) The Company shall not be bound to register more than four persons as the holders of any share.<li data-bbox="371 1151 1390 1215">(b) The joint holders of any share shall be liable, severally as well as jointly, in respect of all payments which ought to be made in respect of such share.<li data-bbox="371 1264 1390 1370">(c) On the death of any one of such joint holders the survivor or survivors shall be the only person or persons recognised by the Company as having any title to such share; but the Board may require such evidence of death as they may deem fit.<li data-bbox="371 1419 1390 1525">(d) Any one of such joint holders may give effectual receipts for any dividend, bonus, or other moneys payable in respect of such share return of capital payable to such joint holders.<li data-bbox="371 1574 1390 1813">(e) Only the person whose name stands first in the Register as one of the joint holders of any share shall be entitled to delivery of the certificate relating to such share, <u>if issued</u>, or to receive notices from the Company, or to attend or vote at general meetings of the Company, and any notice given to such person shall be deemed notice to all the joint holders; but any one of such joint holders may be appointed the proxy of the person entitled to vote on behalf of such joint holders, and as such proxy to attend and vote at general meetings of the Company.

10A.	<u>The Directors shall cause to be kept the Register and there shall be entered therein the particulars required under the Ordinance. The Register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the Register with any electronic system adopted by the Company, including the UNSRT System or other systems approved by the SFC and the Stock Exchange.</u>
12.	The certificates of title of shares, if issued, shall be issued under the Seal of the Company. The Board may determine, either generally or in any particular case or cases, that any signatures on any such certificates need not be autographic but may be affixed to such certificates by some mechanical means or may be printed thereon or that such certificates need not be signed by any person.
13.	<u>Every person whose name is entered as a holder in the Register shall be entitled to hold their shares in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved under the Securities and Futures Ordinance and the USM Rules, as applicable, in compliance with the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law or required by the holder of such share. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where shares are held in certificated form, every person whose name is entered as a holder of any shares in the Register shall be entitled to receive within such time as may from time to time be prescribed in the Listing Rules or the ASR Code, whichever is the shorter, if such a time limit is applicable (or within such other period as the terms of issue shall provide) upon payment, in the case of a transfer, of such sum as may be permitted under the Listing Rules or the ASR Code (as the case may be) from time to time, certificates each for one Stock Exchange board lot or multiples thereof and one for the balance (if any) of the shares in question or, if he shall so request, one certificate for all those shares of any one class held by him, provided that in respect of a share or shares held jointly by several persons, the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime.</u>

14.	If any certificate be worn out or defaced, then, upon production thereof to the Board, it may order the same to be cancelled, and may issue a new certificate in lieu thereof <u>to the relevant Member upon request</u> , and if any certificate be lost or destroyed, then, upon proof thereof to the satisfaction of the Board, and on such indemnity as the Board deem adequate being given, and upon such advertisements being inserted as the Board may require and upon payment by the Member of all costs incurred, including all expenses incidental to the investigation of evidence of loss and to such indemnity and to such advertisements as aforesaid, and generally upon such terms as the Board may require, a new certificate in lieu thereof shall be given to the party entitled to such lost or destroyed certificate <u>upon request</u> . For every certificate issued under this provision there shall be paid to the Company such sum as may be <u>prescribed by the ASR Code or the Listing Rules (as the case may be) to be the maximum fee payable or such lesser sum as the Board may determine from time to time be permitted under the Listing Rules</u> .
36.	Subject to such of the restrictions of these Articles as may be applicable, shares shall be transferable. <u>Subject to the Ordinance and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Stock Exchange or the SFC, without the need for a written instrument of transfer. The Company shall not be responsible for any delay or failure in the electronic system adopted by the Company unless caused by its own default. For certificated shares, Tthe instrument of transfer of any share in the Company shall be in writing and duly stamped and shall be signed both by the transferor and the transferee and the transferor shall be deemed to remain the holder of such shares until the name of the transferee is entered in the Register in respect thereof. For the purpose of this provision, the Board may, on such conditions as the Board may think fit, accept the machine imprinted or mechanically produced signature of the transferor or the transferee as the valid signature of the transferor or the transferee.</u>
38.	For <u>certificated shares</u> , E every instrument of transfer shall be left at the Office for registration, accompanied by the certificate of the shares to be transferred, and such other evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. <u>For certificated shares, Aall instruments of transfer which shall be registered shall be retained by the Company.</u>
40.	The Register of Transfers and the Register of Members shall be open for inspection by m Members and holders of <u>prescribed securities (as defined in the USM Rules)</u> provided that the Company may be permitted to close such Registers at such times and for such periods as the Board thinks fit, not exceeding in the whole thirty (30) days in each year.
<u>45A.</u>	<u>Treasury Shares</u> <u>Subject to the Ordinance, shares that have been purchased or redeemed or otherwise acquired by the Company may be held as treasury shares in accordance with the Ordinance. In the event that the Board does not specify that the relevant shares are to be held as treasury shares, such shares shall be cancelled.</u>

45B.	<u>No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the Company's assets (including any distribution of assets to Members on a winding up) may be declared or paid in respect of a treasury share.</u>
45C.	<p><u>The Company (and/or its nominee(s)) shall be entered in the Register as the holder of the treasury shares provided that:</u></p> <p>(a) <u>the Company (and/or its nominee(s)) shall not be treated as a Member for any purpose and shall not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void; and</u></p> <p>(b) <u>a treasury share shall not be voted, directly or indirectly, at any general meeting and shall not be counted in determining the total voting rights in respect of shares or any class of shares at any given time, whether for the purposes of these Articles or the Ordinance, save that an allotment of shares as fully paid bonus shares in respect of treasury shares is permitted and shares allotted as fully paid bonus shares in respect of treasury shares shall be treated as treasury shares upon such allotment.</u></p>
45D.	<u>Subject to the Ordinance and the Listing Rules, treasury shares may be disposed of by the Company on such terms and conditions as determined by the Board.</u>
50.	<p>Whenever the capital of the Company is divided into different classes of shares, all or any of the special rights or privileges attached to any class may be varied or abrogated, either with the consent in writing of holders representing at least seventy-five (75) per centum of the total voting rights of holders of shares in that class <u>(excluding any shares of that class held as treasury shares)</u> or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class (but not otherwise), and may be so varied or abrogated either whilst the Company is a going concern or during or in contemplation of a winding up. To every such separate general meeting all the provisions of these Articles relating to general meetings of the Company or to the proceedings thereat shall apply mutatis mutandis, except that:</p> <p>(a) the necessary quorum at any such meeting (other than an adjourned meeting) shall be two persons present in person or by proxy together holding at least one-third of the total voting rights of holders of shares in that class <u>(excluding any shares of that class held as treasury shares)</u>;</p> <p>(b) at an adjourned meeting the necessary quorum shall be one person holding shares of that class or his proxy;</p> <p>(c) the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively; and</p> <p>(d) a poll may be demanded by any one holder of shares of the class whether present in person or by proxy.</p>

	<p>For the purposes of this provision any particular issue of shares not carrying the same rights (whether as to rate of dividend, redemption or otherwise) as any other shares for the time being in issue, shall be deemed to constitute a separate class of share.</p>
54.	<p>The Board may, whenever it thinks fit, convene a general meeting. General meetings shall also be convened by the Board on the requisition of Members pursuant to the provisions of the Ordinance. <u>The Board shall determine whether a general meeting, including an annual general meeting, is to be held as a physical meeting or a hybrid meeting or a virtual meeting. All general meetings shall be held whenever and at such times and places as the Board may determine, including the principal physical venue of the meeting (the “Principal Meeting Place”) and the other Meeting Location(s).</u></p>
55.	<p>Subject to section 578 of the Ordinance, at least twenty-one (21) clear days’ notice of every annual general meeting, and at least fourteen (14) clear days’ notice of every other general meeting (in each case exclusive of the day on which the notice is served or deemed to be served and of the day for which it is given) shall be given in the manner hereinafter mentioned to all Members, to the Directors and to the Auditors. <u>The Board shall specify in the notice calling the general meeting whether the meeting will be a physical meeting or a hybrid meeting or a virtual meeting.</u></p>
56.	<p>Every notice of meeting shall <u>also specify (a) the place, the date and the time of the meeting; (b) save for a virtual meeting, the place of the meeting, and where there is more than one Meeting Location as determined by the Board pursuant to Article 60, the Principal Meeting Place; (c) if the meeting is to be a hybrid meeting or a virtual meeting, details of the virtual meeting technology for attendance and participation by electronic means at the meeting or a statement as to the manner in which such details will be made available by the Company prior to the meeting; and (d) particulars of resolutions to be considered at the meeting and in the case of special business, and the general nature of the business to be dealt with at the meeting. If the meeting is to be held at two or more places, the notice of meeting shall specify the principal place of the meeting and the other place or places of the meeting. In the case of an annual general meeting, the notice shall also specify the meeting as such. Every notice of meeting shall also state with reasonable prominence that a Member entitled to attend and vote at the meeting may appoint one of more proxies to attend and vote thereat instead of him and that a proxy need not also be a Member. Every notice of meeting shall also state the place where instruments of proxy are to be deposited if the Directors shall have determined such place to be other than at the Office. If a resolution is intended to be moved at a general meeting, the notice of meeting shall:</u></p> <ul style="list-style-type: none">(a) include notice of the resolution; and(b) include or be accompanied by a statement containing the information and explanation, if any, that it is reasonably necessary to indicate the purpose of the resolution.

57.	<p>Notwithstanding that a meeting of the Company is called by shorter notice than that specified in these Articles, it shall be deemed to have been duly called if it is so agreed:</p> <p>(a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and</p> <p>(b) in the case of any other meeting, by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five (95) per centum of the total number of shares giving that right (excluding any shares of that class held as treasury shares).</p>
<u>58A.</u>	<p><u>The Board shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement or change of the relevant general meeting may occur automatically without further notice including, without limitation, where a tropical cyclone warning signal no. 8 or above, black rainstorm warning, extreme conditions as announced by the Hong Kong Government or other similar event is in force at any time prior to or at the time of the general meeting on the day of the general meeting.</u></p>
<u>60.</u>	<p>(a) <u>The Board may resolve to enable persons entitled to attend a general meeting to do so by simultaneous participation by using electronic means at such physical venue or venues (the “Meeting Location(s)”) determined by the Board in its absolute discretion. The Members present in person or by proxy attending and participating in such way or in a hybrid meeting or a virtual meeting by means of virtual meeting technology specified in the notice of the meeting or made available by the Company prior to the meeting shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that Members attending at all meeting places are able to:</u></p> <p>(i) <u>participate in the business for which the meeting has been convened;</u></p> <p>(ii) <u>hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the Principal Meeting Place and/or where applicable, one or more Meeting Locations, or in the case of a hybrid meeting or a virtual meeting by means of virtual meeting technology; and</u></p> <p>(iii) <u>be heard by all other persons present at the meeting.</u></p>

If Members or their proxies attend a general meeting at one of the Meeting Locations and/or if Members participate in a hybrid meeting or a virtual meeting by means of virtual meeting technology, a failure (for any reason) of such virtual meeting technology or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of a hybrid meeting or a virtual meeting, the inability of one or more Members or proxies to access, or continue to access, the virtual meeting technology despite adequate virtual meeting technology having been made available by the Company, shall not affect the validity of the meeting at the Principal Meeting Place, or any business conducted there or any action taken pursuant to such business.

(b) Without prejudice to Article 60(a), the Board may resolve to enable persons entitled to attend a hybrid meeting or a virtual meeting to do so by simultaneous attendance by means of virtual meeting technology pursuant to the arrangements specified in the notice of general meeting and/or made available by the Company prior to the meeting by any means determined by the Board. The Members or their proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chairman of the general meeting is satisfied that adequate facilities are available throughout the hybrid meeting or the virtual meeting to ensure that Members attending the hybrid meeting who are not present together in the same place or Members attending the virtual meeting may, by means of virtual meeting technology, attend and speak and vote at it. The Board may make arrangements for any documents which are required to be made available to the meeting to be accessible electronically to Members or their proxies. All persons seeking to attend and participate in a hybrid meeting or a virtual meeting by means of virtual meeting technology shall be responsible for maintaining adequate facilities for enabling them to do so. Subject to the right of the chairman of the meeting to adjourn a general meeting under these Articles, any inability of a person or persons to attend or participate in a general meeting by means of virtual meeting technology shall not invalidate the proceedings of that meeting.

(c) If any of the Meeting Locations is outside Hong Kong and/or in the case of a hybrid meeting by means of virtual meeting technology, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall be applied by reference to the Principal Meeting Place; and in the case of a virtual meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

~~The Company may hold a general meeting at two or more places using any technology that enables Members of the Company who are not together at the same place to listen, speak and vote at the meeting.~~

63.	If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week <u>(or if that day be a public holiday, then to the next business day following such holiday)</u> , at the same time and place(s), or to such other day, time and place(s), and if applicable, by means of such virtual meeting technology as the chairman of the meeting may determine within 21 days from the date of the meeting and no notice of such adjournment need to be given by notice to the shareholders appoint . If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting it shall be adjourned <u>for an indefinite period sine die</u> .
63A.	<u>The chairman of the meeting shall be present at, and the meeting shall be deemed to take place at, the Principal Meeting Place. Where a Member or proxy is attending a general meeting at a Meeting Location and/or attending by means of virtual meeting technology in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place, and the meeting shall be treated as having adjourned or concluded if it has adjourned or concluded respectively at the Principal Meeting Place; or in the case of a virtual meeting, the meeting shall be treated as having commenced when the chairman of the meeting announces that the requisite quorum is present and that the meeting shall commence.</u>
64.	<p>The Chairman may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time <u>(or for an indefinite period) and/or from place to place, but no business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for three (3) months or more, notice of the adjourned meeting shall be given as in the case of an original meeting; and/or change the form of the meeting (to a physical meeting or a hybrid meeting or a virtual meeting). In addition, if it appears to the chairman of the general meeting that:</u></p> <p>(a) <u>the facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 60(a); or</u></p> <p>(b) <u>in the case of a hybrid meeting or a virtual meeting, the virtual meeting technology have become inadequate for the purposes referred to in Article 60(b) or the security of the virtual meeting technology, as specified in accordance with Article 65C have become inadequate; or</u></p> <p>(c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u></p> <p>(d) <u>there has ceased to be a quorum; or</u></p> <p>(e) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting;</u></p>

	<u>then the chairman of the meeting may, without the consent of the meeting, interrupt or adjourn the meeting (including adjournment for an indefinite period) and/or, in the case of a hybrid meeting or a virtual meeting, change the virtual meeting technology. All business conducted at the meeting up to the time of such adjournment shall be valid. The provisions of Article 64A shall apply to any adjournment under this Article 64.</u>
64A.	<u>No business shall be transacted at any adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place unless due notice thereof is given or such notice is waived in the manner prescribed by these Articles. Any such adjournment under Article 64 may be for such time and to such other place (or in the case of a meeting held at a Principal Meeting Place and one or more Meeting Locations, such other places) as the chairman of the meeting may in his absolute discretion determine. When a general meeting is adjourned for an indefinite period, the Board shall fix the time and place and, if applicable, the virtual meeting technology of any such adjourned meeting. When a meeting is adjourned for thirty (30) days or more, (or for an indefinite period), at least seven (7) clear days’ notice of the adjourned meeting shall be given as in the case of an original meeting pursuant to Article 148.</u>
65A.	<u>The Board and, at any general meeting, the chairman of the meeting, may from time to time make such arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in a virtual meeting or a hybrid meeting by means of virtual meeting facilities (whether involving the issue of tickets (or the imposition of some other means of selection), means of identification, passcodes, seat reservations, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements. If a Member, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location, such Member shall be entitled to attend at one of the other Meeting Locations (including by means of virtual meeting technology, if available); and the entitlement of any Member so to attend the meeting or adjourned meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and as specified from time to time in the notice of meeting or adjourned meeting or any other notice or communication of such arrangements given at any time before the meeting or adjourned meeting by any of the means specified in Article 148.</u>
65B.	<p>(a) <u>For the purposes of these Articles, the right of a Member to participate in the business of any general meeting shall include the right to listen, speak, to vote on a show of hands or poll, be represented by a proxy and have access to all documents which are required by the Ordinance, the Listing Rules or these Articles to be made available at the meeting.</u></p> <p>(b) <u>Subject to Article 65E, a person is able to exercise the right to speak (and shall be presumed to be heard) at a general meeting when the person is in a position to communicate (including, in the case of hybrid meetings or virtual meetings, the ability to communicate in near real-time via virtual meeting technology, such as text or chat messaging services) to all those attending the meeting, during the meeting, any questions, information or opinions that the person has on the business of the meeting.</u></p>

<p>65C.</p>	<p><u>The Board or, at any general meeting, the chairman of the meeting, may make any arrangement and impose any requirement or restriction it or he considers appropriate to ensure the security and orderly conduct of a meeting including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place. Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. A person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting. In the case of hybrid meetings or virtual meetings, the Board or the chairman of the meeting may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part and the security of the virtual meeting technology. In this respect, the Company is able to authorise any voting application, system or facility for hybrid meetings and virtual meetings as it sees fit.</u></p>
<p>65D.</p>	<p><u>If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time and place and/or by means of the virtual meeting technology specified in the notice calling the meeting, they may postpone the meeting to another date and/or time and/or change the place (or in the case of any general meeting to be held at the Principal Meeting Place and one or more Meeting Locations, to such other places) and/or change the virtual meeting technology and/or form of the meeting from a physical meeting to a hybrid meeting or a virtual meeting (or vice versa) or make other changes in respect of the meeting (or do any of these things) without approval from the Members. This Article shall be subject to the following:</u></p> <p><u>(a) when either (1) a meeting is so postponed or (2) there is a change in the place and/or virtual meeting technology and/or form of the meeting or any of the arrangements applicable to the meeting, no new notice of the general meeting need be sent but the Company shall:</u></p> <p><u>(i) endeavour to post notice of such change or postponement on the Company’s website as soon as practicable (provided that failure to post such a notice shall not affect the automatic change or automatic postponement of such meeting); and</u></p> <p><u>(ii) subject to and without prejudice to Articles 64 and 64A, unless already specified in the original notice of the meeting or included in the notice posted on the Company’s website pursuant to Article 65D(a)(i), the Board shall fix the date, time and place (if applicable) and virtual meeting technology (if applicable) for the changed or postponed meeting, specify the date and time by which proxies shall be submitted in order to be valid at such changed or postponed meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the changed or postponed meeting unless revoked or replaced by a new proxy), and shall give the Members reasonable notice (given the circumstances) of such details in such manner as the Board may determine.</u></p>

	<u>(b) notice of the business to be transacted at the changed or postponed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the changed or postponed meeting is the same as that set out in the original notice of general meeting circulated to the Members.</u>
65E.	<u>The chairman of the meeting may, for the purpose of promoting the orderly conduct of the business of a general meeting, impose any rules including, without limitation, on the number, frequency, time allowed and point at which questions (including questions submitted by electronic means) may be raised at a meeting and any Member who fails to abide by such rules may be asked to desist by the chairman of the meeting and if he persists asked to leave the meeting (whether physically or electronically).</u>
65F.	<u>The chairman of the meeting shall at a general meeting take any such action as he thinks fit to promote the orderly conduct of the business of the meeting as laid down in the notice of the meeting and the chairman of the meeting's decisions on matters of procedure or arising incidentally from the business of the meeting (including ordering the exclusion or expulsion (physically or electronically) of any Member or other person who, by his presence or conduct, the chairman of the meeting considers to be an impediment to the orderly conduct of the business of the meeting) shall be final as shall be his determination as to whether any matter is of such nature.</u>
66.	<u>A resolution put to the vote at a general meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates to a purely procedural or administrative matter to be voted on by a show of hands in which case every Member present in person or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of this Article, procedural and administrative matters are those set out in the Listing Rules. Subject to the Listing Rules, at every general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless Where the Chairman allows a resolution which relates to a purely procedural or administrative matter to be voted on by a show of hands, a poll may be demanded (before or upon the declaration of the result of the show of hands) a poll be demanded by the chairman of the meeting or at least three Members present in person or by proxy having the right to vote on the resolution or a Member or Members present in person or by proxy representing in aggregate at least five (5) per centum of the total voting rights of all the Members having the right to attend and vote at the meeting (excluding any voting rights attached to any shares held as treasury shares).</u>
78.	<u>The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, and signed by under the hand of the appointer or of his attorney duly authorised in writing, or, if such appointer is a corporation, either under its seal or under the hand of signed by an officer or attorney authorised to sign the same. A person may be appointed a proxy whether or not he is a Member of the Company and a corporation which is a Member of the Company may appoint as its proxy any officer of such corporation whether or not such officer is a Member of the Company.</u>

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| 79. | <p>(a) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.</u></p> <p>(b) The instrument appointing a proxy and the power of attorney (if any) under which it is signed, and any power of attorney under which any Member claims to vote for an absent Member shall be deposited at the Office of the Company (or at such other place in Hong Kong as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith) <u>or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time fixed for holding the meeting or adjourned meeting, or poll as the case may be, at which the person named in such instrument proposes to vote. Provided always that a general proxy or power of attorney once duly lodged shall be operative until withdrawn or superseded. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person (or in the case of a Member being a corporation, its duly authorised representative) or by means of virtual meeting technology at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.</u></p> |
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80.	A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or mental incapacity of the principal, or revocation of the proxy, or authority under which it was executed, provided no intimation in writing of such death, mental incapacity or revocation shall have been received at the Office of the Company (or such other place in Hong Kong as may be specified for the delivery of instruments or proxy in the notice convening the meeting or other document sent therewith), or if the Company has provided an electronic address in accordance with Article 79, shall have been received by the Company at the electronic address so specified, at least forty-eight (48) hours before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used.
92.	<p>Without prejudice to the provisions for retirement by rotation hereinafter contained, the office of a Director shall be vacated in any of the following events: —</p> <p>(a) if he resigns his office by notice in writing delivered to the Office of the Company or tendered at a meeting of the Board;</p> <p>(b) if he becomes bankrupt or suspends payment or compounds with his creditors;</p> <p>(c) if he becomes of unsound mind or a patient for any purpose of the Ordinance relating to mental health and the Board resolves that his office be vacated;</p> <p>(d) if he is absent from six or more successive meetings of the Directors without appointing an Alternate Director or without the consent of the Board;</p> <p>(e) if he is prohibited by law from being a Director; <u>or</u></p> <p>(f) if he ceases to be a Director by virtue of the Ordinance or is removed from office pursuant to these Articles.</p>
136.	<p>The Company may, upon the recommendation of the Board, at any time and from time to time pass an ordinary resolution to the effect that any moneys, investments, or other assets forming part of the undivided profits of the Company standing to the credit of any reserve or fund which is available for distribution, be capitalised and distributed among such of the Members as would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that the same be not paid in cash but be applied on behalf of such Members in paying up in full or in part the issue price of any shares or debentures of the Company which shall be distributed accordingly, or in or towards payment of the uncalled liability on any issued shares, or debentures, and that such distribution or payment shall be accepted by such Members in full satisfaction of their interest in the said capitalised sum. <u>Unless the relevant resolution in general meeting provides otherwise, where the sum capitalised is used to pay up in full shares that are then to be allotted and distributed, credited as fully paid, to Members, the Company is also entitled to participate in the relevant distribution in relation to any bonus shares of the relevant class held by it as treasury shares and the proportionate entitlement of the relevant class of Members of the Company to the distribution will be calculated on this basis.</u></p>

139.	Unless otherwise directed any dividend, <u>interest, bonus or other sum payable in cash may be paid by any electronic means, including direct debit, bank transfer or other automated system of bank transfer, cheque or warrant, and in the case of cheque and warrant, the same be sent by post to the registered address of the Member or person entitled, or, in the case of joint holders, to the registered address of that one whose name stands first on the Register in respect of the joint holding; and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent.</u>
141.	<p>The Company may cease to send dividend cheques or warrants by post to a Member where such cheques or warrants have been left uncashed on two consecutive occasions. provided that such power may be exercised by However, the Company <u>may exercise its power to cease sending cheques or electronic funds transfers for dividend entitlement or dividend warrants</u> after the first occasion on which such a cheque <u>or electronic funds transfer</u> or warrant is returned undelivered <u>(in the case of electronic funds transfer, unsuccessful or rejected)</u>. Any dividend unclaimed after a period of one (1) year from the date of declaration may be invested or otherwise made use of by the Board for the benefit of the Company until claimed, and all profits earned by such investment or use shall belong to the Company. All dividends unclaimed after a period of six (6) years from the date of declaration shall be forfeited and shall revert to the Company. The Company may sell the shares of a Member who is untraceable on such terms in such manner and at such time or times as the Board may think fit to any person but no such sale shall be made unless: –</p> <p>(a) during a period of twelve (12) years at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed; and</p> <p>(b) on expiry of the twelve (12) years, the Company gives notice of its intention to sell the shares by way of an advertisement published in newspapers and notifies the Stock Exchange of such intention. For the purpose of giving effect to any such sale, the Directors may authorise some person to transfer the shares so sold to the purchaser thereof or any other person becoming entitled thereto and so soon as the shares have been sold, an entry shall be made in the Register of Members recording the manner and date of the sale.</p>

145. (iii)	<p>Where a Member or debenture holder of the Company has, in accordance with the Ordinance and any rules prescribed by the Stock Exchange from time to time, consented or is deemed to have so consented to treat the publication of the reporting documents and/or the summary financial report on the Company's website as discharging the Company's obligation under the Ordinance to send a copy of the relevant reporting documents and/or the summary financial report, then sSubject to compliance with the publication and notification requirements of the Ordinance and any rules prescribed by the Stock Exchange from time to time with regard to any requirements for giving any notice, document or information under Article 148, publication by the Company on the Company's websitethe Company may treat the publication of the reporting documents and/or the summary financial report (as the case may be) on a website to which every Member or debenture holder entitled under the Ordinance and the Listing Rules to receive the relevant reporting documents and/or the summary financial report may have access, throughout the period beginning at least twenty-one (21) clear days before the date of the meeting shall, in relation to each such Member or debenture holder of the Company, be deemed to discharge as discharging the Company's obligations to send to any such person a copy of such documents under provision 145(ii) above.</p>
148.	<p>(i) Subject to the Ordinance and any rules prescribed by the Stock Exchange from time to time and except where otherwise expressly stated, any <u>Corporate Communication</u> or any notice, document or other information to be givensent or supplied to or by any person pursuant to these Articles shall be in writing. A notice calling a meeting of the Directors need not be in writing.</p> <p>(ii) Any notice, document or other information<u>Corporate Communication</u> in writing may, in accordance with these Articles and subject to the Ordinance and any rules prescribed by the Stock Exchange from time to time, be <u>sent or supplied</u>: –</p> <p>(a) givenin hard copy form;</p> <p>(b) givenin electronic form;</p> <p>(c) givenby electronic means; or</p> <p>(d) made by making it available onat the Company's website.</p>
149.	<p>(i) Subject to the Ordinance and any rules prescribed by the Stock Exchange from time to time, a notice, document or any other information may be served on, delivered to or made available by the Company to any Member: –</p> <p>(a) personally or by sending it by mail, postage prepaid (and, in any case where the registered address of a Member is outside Hong Kong, by prepaid airmail), addressed to such Member at his registered address or by leaving it at that address addressed to the Member or by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating in Hong Kong; or</p>

	<p>(b) in respect of notices, documents or other information that, under the Ordinance and any rules prescribed by the Stock Exchange from time to time, may be sent in electronic form or by electronic means or by making it available on the Company's website, in the manner set out in provision 149(ii) below.</p> <p>(ii) For the purposes of provision 149(i)(b) above, the Company may deliver or make available a notice, document or any other information to any Member:—</p> <p>(a) in electronic form or by mail in the manner set out in provision 149(i)(a) above or by electronic means to the address specified by such Member to the Company for such purpose or by making it available on the Company's website provided that, in each case, such Member has consented, in the manner permitted in the Ordinance and any rules prescribed by the Stock Exchange from time to time, to the Company communicating with such Member in such form or manner; or</p> <p>(b) by any other means authorised in writing by the Member concerned.</p> <p>For the purposes of making available notices, documents or any other information to a Member on the Company's website, the Company shall notify that Member that such notice, document or other information has been made available on the Company's website in the manner prescribed by the Ordinance and any rules prescribed by the Stock Exchange from time to time.</p> <p>(iii) A Member may revoke his agreement that notices, documents or other information may be sent or supplied to such Member in electronic form or by electronic means or made available to such Member through the Company's website in accordance with provision 149(ii)(a) above by sending a notice of revocation to the Company within such period and in such manner as may be specified under the Ordinance and any rules prescribed by the Stock Exchange from time to time.</p> <p>(iv) Upon a Member receiving from the Company a notice, document or other information in electronic form or by electronic means or by the Company making such notice, document or other information available on its website, such Member may request that the Company send or supply to such Member such notice, document or other information in hard copy form. The Company shall, upon receiving such request from a Member, in accordance with the Ordinance and any rules prescribed by the Stock Exchange from time to time, send or supply to such Member such notice, document or other information requested in hard copy form free of charge.</p> <p>(v) Any notice, document or other information may be served or delivered by the Company by reference to the Register as it stands at any time not more than fifteen (15) days before the date of service or delivery. No change in the Register after that time shall invalidate that service or delivery. Where any notice, document or other information is served on or delivered to any person in respect of a share in accordance with these Articles, no person deriving any title or interest in that share shall be entitled to any further service or delivery of such notice, document or other information.</p>
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<p>(i) <u>Subject to the Ordinance and any rules prescribed by the Stock Exchange from time to time, the Company may send or supply any Corporate Communication to a Member:</u></p> <p>(a) <u>personally or by sending it by pre-paid post, addressed to such Member at his registered address or by leaving it at that address addressed to the Member;</u></p> <p>(b) <u>by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating in Hong Kong;</u></p> <p>(c) <u>by sending it in electronic form to such address as the Member may provide to the Company in writing for that purpose;</u></p> <p>(d) <u>by making it available on a website;</u></p> <p>(e) <u>by any other means agreed in writing with the Member; or</u></p> <p>(f) <u>by any other means permitted under the Ordinance and any rules prescribed by the Stock Exchange from time to time.</u></p> <p>(ii) <u>A Member may revoke his agreement (including an implied consent or a deemed consent) that Corporate Communications may be sent or supplied to such Member in electronic form or by making it available on a website by sending a notice of revocation to the Company as prescribed in the Ordinance and any rules prescribed by the Stock Exchange and in the manner as specified by the Company from time to time.</u></p> <p>(iii) <u>A Member may request the Company to send or supply any Corporate Communication in hard copy form or in electronic form by sending a notice to the Company as prescribed in the Ordinance and any rules prescribed by the Stock Exchange and in the manner as specified by the Company from time to time.</u></p> <p>(iv) <u>Subject to the Ordinance and any rules prescribed by the Stock Exchange from time to time, any Corporate Communication may be sent or supplied by the Company by reference to the Register as it stands at any time not more than fifteen days before the date it is sent or supplied. No change in the Register after that time shall invalidate that delivery. Where any Corporate Communication is sent or supplied to any person in respect of a share in accordance with these Articles, the Company is not obliged to re-send or re-supply that Corporate Communication to any person deriving any title or interest in that share.</u></p>

150.	<p>(i) <u>Subject to the Ordinance and any rules prescribed by the Stock Exchange from time to time, each Member shall, from time to time as requested by the Company, notify the Company in writing an address for the purpose of receiving Corporate Communications in hard copy form or in electronic form.</u>Each Member shall, from time to time, notify in writing to the Company some place which shall be deemed his registered address for the purposes of the last preceding provision of these Articles.</p> <p>(ii) <u>The Company shall not be required to send Corporate Communications in hard copy form or in electronic form to a Member who has not notified in writing to the Company an address for receiving Corporate Communications in hard copy form or in electronic form, as applicable.</u></p>
151.	<p><u>Subject to the Ordinance and any rules prescribed by the Stock Exchange from time to time, all Corporate Communications directed to be sent or supplied to the Members shall, with respect to any share to which persons are jointly entitled, be sent or supplied to the joint holder whose name stands first in the Register in respect of the share, to the exclusion of the other joint holder(s) and to the address notified by that first joint holder for the purpose of receiving Corporate Communications, and such Corporate Communications so sent or supplied shall be deemed to have been sent or supplied to all the holders of such share.</u>all notices, documents or other information directed to be given to the Members shall, with respect to any share to which persons are jointly entitled, be given to whichever of such persons is named first in the Register in respect of such share, and such notices, documents or other information so given shall be deemed to have been given to all the holders of such share.</p>
152.	<p>(i) <u>Save as otherwise expressly permitted in these Articles or the Ordinance and any rules prescribed by the Stock Exchange from time to time, Any summons, notice, order or other document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it by pre-paid postmail, postage prepaid (and, if posted outside Hong Kong, by prepaid airmail), and properly addressed to the Company or to such officer at the Office.</u></p> <p>(ii) <u>The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including designating one or more electronic addresses(es) or an electronic platform for the receipt of the notice, document or information.</u>communications by electronic means, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such communication. <u>A notice, document or information may be sent given to the Company by electronic means only if it is sent given in accordance with the requirements specified by the Directors.</u></p> <p>(iii) <u>Where the Company permits a notice, document or information to be sent to the Company by electronic means and these Articles require such notice, document or information to be signed or authenticated by a Member or other person, the Directors may prescribe such procedures as they think fit for verifying the authenticity or integrity of the notice, document or information. Any such notice, document or information must be signed or sufficiently authenticated in accordance with the prescribed requirements and procedures, failing which it shall be deemed not to have been received by the Company.</u></p>

<p>153.</p>	<p>Subject to the Ordinance and any rules prescribed by the Stock Exchange from time to time, a notice, document or any other information served, delivered or issued <u>a Corporate Communication sent or supplied</u> by or on behalf of the Company <u>to a Member</u>: –</p> <ul style="list-style-type: none"> (i) if sent by mail, postage prepaid <u>pre-paid post and properly addressed</u>, shall be deemed to have been <u>received by the Member at the expiration of 24 hours after the time it was posted</u> served or delivered on the day following that on which such notice, document or other information was put in the post. In proving such service <u>receipt</u> it shall be sufficient to prove that the relevant <u>Corporate Communication</u> notice, document or other information was properly addressed and posted <u>put into the post as prepaid mail or prepaid airmail (as the case may be)</u>; (ii) if left by the Company at a <u>at the</u> registered address of the <u>a</u> Member <u>and properly addressed</u>, shall be deemed to have been served or delivered <u>received by that Member</u> on the day it was left. <u>In proving such receipt, it shall be sufficient to prove that the relevant Corporate Communication was properly addressed</u>; (iii) if published by way of advertisement, shall be deemed to have been served or delivered <u>received by the Member</u> on the day it was published; (iv) if sent by electronic means, other than by making it available on the Company’s website, shall be deemed to have been received by the Member served or delivered <u>twenty-four (24) hours after it was sent, following the time that</u> In proving such receipt, it shall be sufficient to show that the relevant Corporate Communication was properly addressed <u>such communication was sent</u>; (v) If <u>if</u> made available by the Company on its <u>a</u> website, shall be deemed to have been <u>received by the Member at the same time when it was made available on the relevant website</u> served or delivered twenty-four (24) hours from the later of (a) the time that such notice, document or other information was first made available on the Company’s website; and (b) the time that a Member was notified of the presence of such notice, document or other information on the Company’s website; and (vi) if sent by any other means agreed <u>authorised</u> in writing by the Member concerned, shall be deemed to have been <u>received by the Member</u> served or delivered when the Company has carried out the action <u>as agreed with the Member</u> it has been authorised to take for that purpose.
<p>155.</p>	<p>Every person who, by operation of law, transfer or any other means whatsoever, shall become entitled to any share(s) shall be bound by every <u>Corporate Communication</u> notice, document or other information in respect of such share(s) which, prior to his name and address being entered in the Register, was duly served on or delivered <u>sent or supplied</u> to the person from whom he derives his title to such share(s).</p>

156.	Any <u>Corporate Communication</u> sent or supplied notice, document or other information served upon or delivered to or left at the registered address of any Member in pursuance of these Articles, shall, notwithstanding that such Member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly sent or supplied <u>served or delivered</u> in respect of any share held by such Member, whether held solely or jointly with other persons, until some other person be registered instead of him as the holder or joint holder of such share, and such <u>Corporate Communication</u> so sent or supplied <u>service or delivery</u> shall, for all purposes of these Articles, be deemed a sufficiently sent or supplied <u>to service or delivery of such notice, document or other information</u> on his executors, administrators or assigns, and all persons (if any) jointly interested with him in such share.
157.	The signature on any <u>Corporate Communication</u> notice, document or other information to be given by the Company may be written or printed.
163.	<p style="text-align: center;"><u>Payment of Corporate Action Proceeds and Electronic Instructions</u></p> <p><u>To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:</u></p> <p>(a) <u>accept instructions from Members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to Corporate Communications, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, payment choice instructions, responses to Corporate Communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and</u></p> <p>(b) <u>pay any corporate action proceeds (including proceeds paid by the Company to Members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issue, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.</u></p>

<u>Uncertificated Securities and Electronic Processes</u>	
<u>164.</u>	<p><u>The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules made under the Securities and Futures Ordinance, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the Stock Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable laws and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of Hong Kong.</u></p>

**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 the annual general meeting of Min Xin Holdings Limited (the “Company”) will be held at Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 23 June 2026 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and of the Independent Auditor for the year ended 31 December 2025.
2. To declare a final dividend for the year ended 31 December 2025.
3.
 - (a) To re-elect Mr HUANG Wensheng as an Executive Director of the Company.
 - (b) To re-elect Mr CHEN Ying as an Executive Director of the Company.
 - (c) To re-elect Mr LEUNG Chong Shun as an Independent Non-executive Director of the Company.
4. To re-elect Mr IP Kai Ming as an Independent Non-executive Director of the Company.
5. To authorise the Board to fix directors’ remuneration.
6. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix the auditor’s remuneration.

To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

7. “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company (the “Shares”) subject to and 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, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the number of Shares in issue at the date of passing this Resolution (excluding treasury shares, if any) and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”

8. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional Shares (including by way of sale or transfer of any treasury shares out of treasury) and to make or grant offers, agreements and options which would or might require the exercise of such power(s) be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power(s) after the end of the Relevant Period;
- (c) the aggregate number of Shares 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 approval in paragraphs (a) and (b) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) any scrip dividend scheme or similar arrangements providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares, shall not exceed 20% of the number of Shares in issue at the date of passing this Resolution (excluding treasury shares, if any), 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 the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required by law to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements 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).”

9. “**THAT** the general mandate granted to the Directors of the Company to issue, allot and deal with such number of additional Shares (including by way of sale or transfer of any treasury shares out of treasury) pursuant to Resolution No. 8 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted pursuant to Resolution No. 7 set out in the notice convening this meeting, provided that such number of Shares shall not exceed 10% of the number of Shares in issue at the date of passing this Resolution (excluding treasury shares, if any) (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution).”
10. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing Articles of Association of the Company (the “Proposed Amendments”), details of which are set out in Appendix III to the circular of the Company dated 20 May 2026, be and are hereby approved;
- (b) the amended and restated Articles of Association of the Company (the “New Articles of Association”) (a copy of which has been produced to this meeting and marked “A” and for the purpose of identification, initialed by the chairman of this meeting), be and is hereby approved and adopted in substitution for and to the exclusion of the existing Articles of Association of the Company with immediate effect after the close of this meeting; and

- (c) any Director or company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the Proposed Amendments and the adoption of the New Articles of Association.”

By Order of the Board
MIN XIN HOLDINGS LIMITED
TSE Ching Wah
Company Secretary

Hong Kong, 20 May 2026

Notes:

- (1) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the above meeting is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the above meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the above meeting should you so wish.
- (3) For the purpose of ascertaining shareholders’ right to attend and vote at the above meeting, the register of members of the Company will be closed from Wednesday, 17 June 2026 to Tuesday, 23 June 2026, (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the right to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 16 June 2026. The record date for ascertaining shareholders’ right to attend and vote at the above meeting will be on Tuesday, 23 June 2026.
- (4) In the case of joint holders, any one of such holders may attend and vote at the above meeting, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the above meeting, the holder whose name stands first in the register of member of the Company shall alone be entitled to attend and vote in respect thereof.
- (5) All resolutions set out in this notice will be decided by poll at the above meeting.
- (6) The proposed final dividend for the year ended 31 December 2025 is subject to the approval by the shareholders of the Company at the above meeting. For the purpose of ascertaining shareholders’ entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 30 June 2026 to Monday, 6 July 2026, (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 29 June 2026. The record date for ascertaining shareholders’ entitlement to the final dividend will be on Monday, 6 July 2026.

- (7) If a Typhoon Signal No. 8 or above is hoisted, or “extreme conditions” caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 12:00 noon on the date of the above meeting, the above meeting will be adjourned. The Company will post an announcement on the Company’s website (www.minxin.com.hk) and the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) to notify the shareholders of the Company of the date, time and place of the adjourned meeting.

The above meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. The shareholders of the Company should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.

- (8) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.