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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, a bank manager, solicitor, professional accountant or other professional adviser.

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

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MIN XIN HOLDINGS LIMITED

閩信集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 222)

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

A notice convening the annual general meeting of Min Xin Holdings Limited (the "Company") to be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 16 June 2016 at 3:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also available on the Company's website at www.minxin.com.hk and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

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

29 April 2016

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 16 June 2016 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 15 to 19 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“Company”	Min Xin Holdings Limited (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”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong;
“Director(s)”	the director(s) of the Company;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the powers of the Company to issue, allot and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue at the date of the passing of the relevant resolution;
“Latest Practicable Date”	25 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange;
“Nomination Committee”	the Nomination Committee of the Company;
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the powers of the Company to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the relevant resolution;
“SFO”	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 Codes on Takeovers and Mergers and Share Buybacks (as amended, supplemented or otherwise modified from time to time); 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 Peng Jin Guang (*Chairman*)
Mr Wang Fei (*Vice Chairman*)
Mr Weng Ruo Tong
Mr Liu Cheng (*General Manager*)

Registered Office:

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

Non-executive Directors:

Mr Liu Lun
Mr Hon Hau Chit

Independent Non-executive Directors:

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

29 April 2016

To the Shareholders:

Dear Sir or Madam,

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

1. INTRODUCTION

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

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of Shareholders held on 18 June 2015, general mandates were given to the Directors to exercise the powers of the Company to repurchase Shares of the Company and to issue new Shares of the Company respectively. Such mandates will lapse at the conclusion of the Annual General Meeting, unless renewed at that meeting.

In order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to make repurchases or issue any additional Shares of the Company, ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange up to a maximum of 10% of the total number of Shares in issue at the date of the passing of the relevant resolution;
- (b) to issue, allot and otherwise deal with Shares not exceeding 20% of the total number of Shares in issue at the date of the passing of the relevant resolution; 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 459,428,656 Shares in issue. Subject to the passing of the ordinary resolution for Resolution No. 7 set out in the Notice of the Annual General Meeting in respect of the granting of the Issue Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting, the Directors would be authorised under the Issue Mandate to issue, allot and otherwise deal with a maximum of 91,885,731 Shares (representing 20% of the total number of Shares in issue at the Latest Practicable Date) during the period in which the Issue Mandate remains in force.

The Repurchase Mandate and the Issue Mandate will expire upon whichever is 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 the Laws of Hong Kong to be held; and (iii) the date on which the authority given under the ordinary resolutions Nos. 6 and 7 as set out in the Notice of the Annual General Meeting approving the Repurchase Mandate and Issue Mandate revoked or varied by ordinary resolutions of the Shareholders. With reference to the Repurchase Mandate and the Issue Mandate, the Directors wish to state that they have no immediate plan to repurchase or issue any Shares pursuant thereto.

LETTER FROM THE BOARD

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The Explanatory Statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in **Appendix I** to this circular.

3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 94 and 95 of the Articles of Association of the Company, Mr Weng Ruo Tong and Mr So Hop Shing are due to retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election.

Pursuant to Article 88 of the Articles of Association of the Company, Mr Peng Jin Guang, who has been appointed as the Executive Director and the Chairman of the Company with effect from 25 April 2016, Mr Liu Lun and Mr Hon Hau Chit, who have been appointed as Non-executive Directors of the Company on 18 December 2015 and 30 March 2016 respectively, will retire at the Annual General Meeting and, being eligible, have offered themselves for re-election.

The re-election of the retiring Directors have been reviewed by the Nomination Committee which made recommendations to the Board that the re-election of the retiring Directors be proposed for the Shareholders' approval at the Annual General Meeting. The Nomination Committee has also assessed the independence of all the Company's Independent Non-executive Directors and confirmed that all the Independent Non-executive Directors of the Company has satisfied the independence guidelines set out in Rule 3.13 of the Listing Rules.

Mr So Hop Shing has been appointed as an Independent Non-executive Director of the Company since 2004. Having assessed the independence of Mr So Hop Shing by reference to the independence guidelines set out in Rule 3.13 of the Listing Rules as well as the annual confirmation of independence provided by Mr So Hop Shing for the year ended 31 December 2015, the Board is satisfied that Mr So Hop Shing remains independent. The Board is of the view that Mr So Hop Shing should be proposed for re-election at the Annual General Meeting particularly in view of his extensive experience and valuable contribution to the Board in the past years.

Details of the above Directors proposed for re-election are set out in **Appendix II** to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 15 to 19 of this circular. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's registered office not less than 48 hours before the time fixed for holding that meeting. The lodging of the enclosed form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

5. VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. The Chairman of the Annual General Meeting will therefore demand, pursuant to Article 66 of the Articles of Association, that all the resolutions set out in the Notice of the Annual General Meeting to be voted by way of a poll.

6. RECOMMENDATIONS

The Directors consider that the resolutions in relation to the proposed granting of the Repurchase Mandate and the granting and extension of the Issue Mandate and the proposed re-election of the retiring Directors as set out in the Notice of the Annual General Meeting are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
Peng Jin Guang
Chairman

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

1. ISSUED SHARES

At the Latest Practicable Date, there were 459,428,656 Shares in issue.

Subject to the passing of the ordinary resolution for Resolution No. 6 set out in the Notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting to be held on 16 June 2016, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 45,942,865 Shares (representing 10% of the total number of Shares in issue as at the Latest Practicable Date) during the period in which the Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASE

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

Repurchases of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the Companies Ordinance. The Directors propose that repurchases of Shares under the Repurchase Mandate will be financed from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase to such extent allowable under the Companies Ordinance.

There may be material adverse impact on the working capital or gearing position 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 2015 in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING

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

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

No other 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, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

5. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition and may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

At the Latest Practicable Date, Samba Limited ("Samba") is directly interested in approximately 31.54% of the total number of Shares of the Company in issue. Vigour Fine Company Limited ("Vigour Fine"), being the controlling shareholder of Samba, is deemed to have the same interests pursuant to the provisions of the SFO. Apart from the foregoing, Vigour Fine is also directly interested in approximately 16.47% of the total number of Shares of the Company in issue. Fujian Investment & Development Group Co., Ltd. ("FIDG") directly holds the entire issued share capital of Vigour Fine. For the purpose of the Takeovers Code, each of Vigour Fine and FIDG is taken to have an interest in a total of approximately 48.01% of the total number of Shares of the Company in issue. In the event that the Directors exercise in full the power to repurchase Shares

which is proposed to be granted pursuant to the Repurchase Mandate, then the shareholding of Vigour Fine and FIDG would be increased to approximately 53.35% of the total number of Shares of the Company in issue.

In the opinion of the Directors, such increase may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would result in takeover obligations.

6. SHARE REPURCHASE MADE BY THE COMPANY

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

7. SHARE PRICES

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

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
April	7.850	5.610
May	7.670	6.690
June	7.150	6.360
July	6.660	4.380
August	6.040	4.340
September	5.970	4.390
October	6.990	5.800
November	7.100	6.180
December	7.200	6.400
2016		
January	7.200	6.680
February	7.340	6.510
March	7.370	6.500
April (up to the Latest Practicable Date)	7.250	6.750

The following are the particulars of the five Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

Mr Peng Jin Guang, aged 53, has been appointed as an Executive Director, the Chairman of the Board, the Chairman of the Executive Committee and Nomination Committee and an authorised representative of the Company with effect from 25 April 2016.

Mr Peng is a university graduate and holds a Bachelor's Degree in Economics. He is a Senior Accountant and Senior Lecturer in Mainland China. He has spent a substantial period of time in corporate management and has extensive experience in corporate, financial and capital management. He is currently the General Manager and Vice Chairman of Fujian Investment & Development Group Co., Ltd., a controlling shareholder of the Company. He has previously assumed the positions of the Director of the Teaching and Research Section and Chief of the Academic Affairs Office of Fujian Ningde Finance and Economics School, Director of Accounting Center, Deputy Chief Accountant, Assistant General Manager and Chief Accountant of Fujian Investment and Development Corporation, the Financial Controller of CNOOC Fujian Natural Gas Co., Ltd., the Deputy General Manager and the Chief Accountant of Fujian Investment & Development Group Co., Ltd.. Mr Peng has also assumed the positions of an Executive Director and the Vice Chairman of the Company for the period from 18 June 2012 to 26 August 2014.

Save as disclosed above, Mr Peng does not held any position with the Company or any of its subsidiaries as at the Latest Practicable Date and he has not held any directorships in other listed public company in the past three years.

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

As at the Latest Practicable Date, Mr Peng does not have any interest in shares of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr Peng. Mr Peng 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 Articles of Association of the Company. Mr Peng is entitled to a director's emoluments of HK\$60,000 per annum for acting as a 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 job responsibilities.

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

Mr Weng Ruo Tong, aged 61, has been appointed as an Executive Director of the Company since April 2009, and served as Vice Chairman of the Company since then until 30 June 2009. He has been subsequently re-designated as Chairman of the Company since 1 July 2009. He is also the Chairman of the Executive Committee and the Nomination Committee of the Company. Mr Weng is a university graduate and has been engaged in industrial investment, infrastructure construction and development, capital and corporate management for a substantial period of time. He has extensive experience in investments, financing, infrastructure construction and development, and corporate management. He has previously assumed the positions of the Vice Director of the Forestry Department of Fujian Province, General Manager of Fujian Forestry Company, General Manager of Fujian Investment and Development Corporation and the Chairman of Fujian Investment & Development Group Co., Ltd., a substantial shareholder of the Company. He is currently the Chairman of Xiamen International Bank.

Save as disclosed above, Mr Weng does not hold any position with the Company or any of its subsidiaries as at the Latest Practicable Date and he has not held any directorship in other listed public companies in the past three years.

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

As at the Latest Practicable Date, Mr Weng does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr Weng. Mr Weng has not been appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Company's Articles of Association. For the year ended 31 December 2015, the aggregate director's remuneration of Mr Weng for acting as a Director of the Company was HK\$60,000, such amount being determined from time to time by the Board with reference to the prevailing market conditions, the performance of the Company and his job responsibilities.

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

Mr So Hop Shing, aged 68, has been appointed as an Independent Non-executive Director of the Company since September 2004. He is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. He is a practising solicitor and senior partner of Tang and So, Solicitors and Notaries. Mr So is the holder of Bachelor of Laws Degree from the University of London, Master of Laws Degree from the City University of Hong Kong and The People's University of China and Doctor of Laws Degree from Peking University.

Save as disclosed above, Mr So does not hold any position with the Company or any of its subsidiaries as at the Latest Practicable Date and he has not held any directorship in other listed public companies in the past three years.

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

As at the Latest Practicable Date, Mr So does not have any interests in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr So. Mr So has not been appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Company's Articles of Association. For the year ended 31 December 2015, the aggregate director's remuneration of Mr So for acting as an Independent Non-executive Director of the Company was HK\$250,000, such amount being determined from time to time by the Board with reference to the prevailing market conditions and his job responsibilities.

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

Mr Liu Lun, aged 43, has been appointed as a Non-executive Director of the Company on 18 December 2015. Mr Liu had completed a Postdoctoral research study in applied economics at Tehua Postdoctoral Programme and holds a Certificate of Postdoctoral of Tehua Postdoctoral Programme. Mr Liu also holds a Doctorate Degree in Management of Agricultural Economics from China Agricultural University, a Master's Degree in Management of Agricultural Economics from Xinjiang Agricultural University and a Bachelor's Degree in Economics from Shihezi University. Mr Liu is an Associate Researcher in Finance in Mainland China.

Mr Liu is currently the Deputy General Manager of the Ministry of Finance Capital of Fujian Investment & Development Group Co., Ltd., a substantial shareholder of the Company. He was previously assumed the positions of Credit Manager of Credit Department (Project) of Industrial and Commercial Bank of China, Xinjiang Branch, the Senior Manager of Agro-Credit Risk Management Department of Head Office of Beijing Rural Commercial Bank, the Senior Researcher of Information Research Department of Yin Tong Investment Consultant Company, the Deputy County Mayor of the Government of Puningxian, Kunming City, Yunnan and the General Manager of Strategic Development Department of Yantai Bank.

Save as disclosed above, Mr Liu does not hold any position with the Company or any of its subsidiaries as at the Latest Practicable Date and he has not held any directorships in other listed public company in the past three years.

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

As at the Latest Practicable Date, Mr Liu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr Liu. Mr Liu 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. Mr Liu is entitled to a director's remuneration of HK\$60,000 per annum for acting as a director of the Company, such amount being determined from time to time by the Board with reference to the prevailing market conditions, the performance of the Company and his job responsibilities.

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

Mr Hon Hau Chit, aged 41, has been appointed as a Non-executive Director of the Company on 30 March 2016. Mr Hon is currently the Managing Director of Citychamp Dartong Company Limited (“Citychamp Dartong”, Stock code: 600067), a company listed in the Shanghai Stock Exchange. Mr Hon joined Citychamp Dartong in December 2004 as Deputy Managing Director and then appointed as the Managing Director since April 2006. Mr Hon is currently the Vice Chairman of Fujian Youth Chamber of Commerce, the Vice Chairman of Development Committee of Fujian Real Estate Association and a member of Fuzhou Municipal Committee of Chinese People’s Political Consultative Conference.

Save as disclosed above, Mr Hon does not hold any position with the Company or any of its subsidiaries as at the Latest Practicable Date and has not held any directorships in other listed public company in the past three years.

Mr Hon is the nephew of Mr Hon Kwok Lung, the substantial shareholder of the Company. As at the Latest Practicable Date, Citychamp Watch & Jewellery Group Limited (“Citychamp Watch”) is interested in 14.13% of the issued shares of the Company and Mr Hon Kwok Lung is the Chairman and controlling shareholder of Citychamp Watch. Save as aforementioned, Mr Hon does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Hon does not have any interest in Shares of the Company within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr Hon. Mr Hon 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. Mr Hon is entitled to a director’s emoluments of HK\$60,000 per annum for acting as a 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 job responsibilities.

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

NOTICE OF ANNUAL GENERAL MEETING



MIN XIN HOLDINGS LIMITED 閩信集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock code: 222)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Min Xin Holdings Limited (the “Company”) will be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 16 June 2016 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated Financial Statements, the Report of the Directors and the Independent Auditor’s Report for the year ended 31 December 2015.
2. To declare a final dividend for the year ended 31 December 2015.
3. To re-elect the retiring Directors of the Company:
 - (A) Mr Peng Jin Guang
 - (B) Mr Weng Ruo Tong
 - (C) Mr So Hop Shing
 - (D) Mr Liu Lun
 - (E) Mr Hon Hau Chit
4. To authorise the Board of Directors to fix the Directors’ remuneration.
5. To re-appoint PricewaterhouseCoopers as Auditor of the Company and to authorise the Board of Directors to fix the Auditor’s remuneration.

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**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 the powers of the Company to repurchase shares of the Company 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 total number of shares in issue at the date of the passing of this Resolution 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 the law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“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 the powers of the Company to issue, allot and otherwise deal with additional shares of the Company 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; or (ii) any scrip dividend scheme or similar arrangements providing for the allotment of the shares of the Company in lieu of the whole or a part of a dividend of such shares, shall not exceed 20% of the total number of shares of the Company in issue at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until 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 the law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

NOTICE OF ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares 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 on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or legal or practical problems 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).”

8. To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the Directors of the Company to issue, allot and otherwise deal with such number of additional shares of the Company pursuant to Resolution No. 7 set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 6 set out in the notice convening this meeting, provided that such number of shares of the Company shall not exceed 10% of the total number of shares of the Company in issue at the date of the passing of this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution).”

By Order of the Board
Leung Yim Yu
Company Secretary

Hong Kong, 29 April 2016

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (1) Any shareholder of the Company (“Shareholder”) entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
- (2) The instrument appointing a proxy must be signed by a Shareholder or his attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of an officer or attorney duly authorised in writing.
- (3) To be valid, the instrument appointing a proxy and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be deposited at the Company’s registered office, 17th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned thereof (as the case may be).
- (4) For the purposes of determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 14 June 2016 to Thursday, 16 June 2016, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 13 June 2016.
- (5) The proposed final dividend for the year ended 31 December 2015 is subject to the approval by the shareholders of the Company at the Annual General Meeting. For the purposes of determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Wednesday, 22 June 2016 to Thursday, 23 June 2016, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 21 June 2016.
- (6) In the case of joint holders, any one of such holders may attend and vote at the Annual General Meeting either personally or by proxy in respect of the Shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the holder whose name stands first in the Register of Members shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.
- (7) The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.