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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 NEW SHARES 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 Admiralty & The Peak, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 13 June 2018 at 3:00 p.m. is set out on Appendix III 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 share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, 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.

10 May 2018

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. General mandates to issue new Shares and repurchase Shares	4
3. Re-election of Retiring Directors	5
4. Annual General Meeting	5
5. Voting by way of poll	6
6. Recommendations	6
Appendix I — Explanatory statement on the Repurchase Mandate	7
Appendix II — Details of Retiring Directors proposed for re-election	10
Appendix III — Notice of Annual General Meeting	14

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 Admiralty & The Peak, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 13 June 2018 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 Appendix III to 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”	7 May 2018, being the latest practicable date prior to the printing of this circular ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Nomination Committee”	the nomination committee of the Company;

DEFINITIONS

“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;
“Retiring Directors”	Mr WANG Fei, Mr LIU Lun, Mr SO Hop Shing, Mr YAN Zheng and Mr LEUNG Chong Shun;
“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 Code on Takeovers and Mergers and Share Buy-backs (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 YAN Zheng (*Chairman*)
Mr WANG Fei (*Vice Chairman*)
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 SO Hop Shing
Mr CHEUNG Man Hoi
Mr LEUNG Chong Shun

10 May 2018

To the Shareholders:

Dear Sir or Madam,

**PROPOSALS RELATING TO GENERAL MANDATES
TO ISSUE NEW SHARES 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 the 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 21 June 2017, general mandates were given 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 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, 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 597,257,252 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 119,451,450 Shares (representing 20% of the total number of Shares in issue) and under the Repurchase Mandate to repurchase a maximum of 59,725,725 Shares (representing 10% of the total number of Shares in issue) 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.

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.

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 WANG Fei, Mr LIU Lun and Mr SO Hop Shing are due to retire by rotation at the Annual General Meeting.

Mr SO Hop Shing has informed the Board that he would not offer himself for re-election and accordingly will retire as an Independent Non-executive Director upon the conclusion of the Annual General Meeting.

Save for Mr SO Hop Shing, the other two retiring Directors, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Pursuant to Article 88 of the Articles of Association of the Company, Mr YAN Zheng, who has been appointed as an Executive Director and the Chairman of the Board with effect from 12 April 2018, and Mr LEUNG Chong Shun, who has been appointed as an Independent Non-executive Director with effect from 3 May 2018, will retire at the Annual General Meeting and, being eligible, have offered themselves for re-election.

The re-election of the Retiring Directors has 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.

The ordinary resolutions will be proposed to re-elect Mr WANG Fei as an Executive Director; Mr LIU Lun as a Non-executive Director; Mr YAN Zheng as an Executive Director; and Mr LEUNG Chong Shun as an Independent Non-executive Director of the Company at the Annual General Meeting respectively.

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

4. ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on Appendix III to 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 share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding that meeting. The lodging of the enclosed form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

LETTER FROM THE BOARD

5. 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,
By Order of the Board
MIN XIN HOLDINGS LIMITED
YAN Zheng
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 597,257,252 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 between the Latest Practicable Date and the date of the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 59,725,725 Shares (representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting) 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 2017 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 close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he has a present intention to sell Shares to the Company, or has 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 24.26% of the total number of Shares 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 35.27% of the total number of Shares in issue. Fujian Investment & Development Group Co., Ltd. ("FIDG") directly holds the entire issued share capital of Vigour Fine. FIDG is deemed to have an interest in a total of approximately 59.53% of the total number of Shares in issue pursuant to the provision of the SFO.

Citychamp Watch & Jewellery Group Limited ("Citychamp") is directly interested in approximately 14.76% of the total number of Shares in issue. 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 14.76% of the total number of Shares in issue. Sincere View is also directly interested in approximately 1.88% of the total 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 is deemed to have an interest in a total of approximately 16.64% of the total number of Shares in issue pursuant to the provisions of the SFO.

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; and Mr HON Kwok Lung and Ms LAM Suk Ying would be increased to approximately 66.15% and 18.49% of the total number of Shares in issue respectively.

In the opinion of the Directors, such increase would not 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.

The Directors have no intention to exercise the Repurchase Mandate to an extent that will result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

6. SHARE REPURCHASE 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 have been traded on the Stock Exchange during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Highest HK\$	Lowest HK\$
2017		
May	6.377A	5.740
June	6.130	5.760
July	6.000	5.500
August	5.830	5.400
September	5.800	5.400
October	5.630	5.100
November	5.700	5.180
December	5.970	4.990
2018		
January	5.720	5.280
February	5.700	5.260
March	5.680	5.130
April	5.530	4.910
May (up to the Latest Practicable Date)	5.640	5.280

Note: A: Adjusted retroactively to take into account of Rights Issue

Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting are set out below:

Mr WANG Fei, aged 51, has been appointed as an Executive Director, the Vice Chairman of the Board and a member of the Executive Committee of the Company since August 2014.

Mr Wang holds a Master's Degree in Business Administration and a Doctorate Degree in Economics. He is a Senior Economist in Mainland China. Mr Wang has extensive experience in corporate development and management, financial investment management as well as venture capital management. He has previously assumed the positions of the Chairman of Haixia Goldenbridge Insurance Co., Ltd., the Deputy General Manager of Investment Management Department of Fujian Investment and Enterprise Corporation, the Deputy General Manager of Development and Research Department of Fujian International Trust and Investment Corporation, the General Manager of Development Department, the General Manager of Financial Investment Management Department of Fujian Investment & Enterprise Holdings Corporation, the Assistant to General Manager of Fujian Investment & Development Group Co., Ltd., a Director of Xiamen King Long Motor Group Co., Ltd. (Stock code: 600686) and the Chairman of various venture capital companies.

Mr Wang is currently the Deputy General Manager of Fujian Investment & Development Group Co., Ltd. and the Director and the Chairman of Vigour Fine Company Limited, both of which are substantial shareholders of the Company. Mr Wang is currently a Director of Industrial Securities Co., Ltd. (Stock code: 601377), a company listed on the Shanghai Stock Exchange. Mr Wang is also a Director of Xiamen International Bank, a Director and the Vice Chairman of Haixia Capital Management Co., Ltd., the Chairman of Fujian Innovation Venture Investment Management Co., Ltd., the Director of Alltrust Property Insurance Company Ltd. and the Chairman of Fujian Property Investment Fund Company Ltd..

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

At the Latest Practicable Date, Mr Wang is the Deputy General Manager of Fujian Investment & Development Group Co., Ltd. and a director and the Chairman of Vigour Fine Company Limited, both of which are substantial shareholders of the Company. Save as disclosed above, Mr Wang does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mr Wang 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 Wang. Mr Wang 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 Wang 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 job responsibilities. For the year ended 31 December 2017, Mr Wang did not receive any director's remuneration for acting as an Executive Director of the Company.

Save as disclosed above, there are no other matters concerning Mr Wang 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 45, has been appointed as a Non-executive Director of the Company since December 2015.

Mr Liu has 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 has 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 Jinning Xian, 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 at the Latest Practicable Date. Save as disclosed above, Mr Liu has not held any directorship 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.

At the Latest Practicable Date, Mr Liu 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 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 fixed remuneration of HK\$60,000 per annum for acting as a 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 job responsibilities. For the year ended 31 December 2017, Mr Liu did not receive any director's emoluments for acting as a Non-executive Director of the Company.

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 YAN Zheng, aged 56, has been appointed as an Executive Director, the Chairman of the Board, the Chairman of the Executive Committee and the Nomination Committee, and an Authorised Representative of the Company since April 2018.

Mr Yan holds a Bachelor degree in Economics from Department of Economics of Xiamen University and a Postgraduate degree in Economics (Economics Management) from the Party School of the Central Committee of C.P.C.. He is a Senior Economist in Mainland China. He has been a member of Fujian Senior Economist Evaluation Committee since 2006 and the deputy to the 13th National People's Congress since 2018.

Mr Yan has extensive experience in financial institutions management, corporate management and capital operations. Mr Yan is currently the Secretary of the Party Committee, the chairman of the board of directors and the legal representative of Fujian Investment & Development Group Co., Ltd., which is a controlling Shareholder of the Company. Mr Yan is also the Secretary of Party Committee of Xiamen International Bank Co., Ltd..

Mr Yan was the deputy director of the Department of Education from 1987 to 1991, the deputy director of the Rural Commercial Credit Department from 1991 to 1995, and the deputy general manager and the general manager of the International Business Department from 1995 to 1996 at Fujian Branch of Agricultural Bank of China. From 1996 to 2000, he was the vice president and the deputy secretary of the Party Committee at Xiamen, Fujian Branch of Agricultural Bank of China. From 2000 to 2005, Mr Yan was also the deputy general manager, a member of the Party Committee and the secretary of Commission for Discipline Inspection at Fujian Branch of China Great Wall Asset Management Co., Ltd.. Mr Yan served as the deputy officer and a member of the Party Committee from 2005 to 2009, and the officer, the deputy director-general and the deputy secretary of the Party Committee from 2009 to 2016 of Fujian Rural Credit Union.

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

At the Latest Practicable Date, Mr Yan is the Secretary of the Party Committee, the chairman of the board of directors and the legal representative of Fujian Investment & Development Group Co., Ltd., which is a controlling Shareholder of the Company. Save as disclosed above, Mr Yan 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 Yan 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 Yan. Mr Yan 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 Yan 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 job responsibility.

Save as disclosed above, there are no other matters concerning Mr Yan 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 LEUNG Chong Shun, aged 52, 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 has been a practicing solicitor in Hong Kong since 1991. He is qualified as a solicitor in Hong Kong and England and an Attesting Officer appointed by the PRC.

Mr Leung has accumulated extensive experiences 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. Mr Leung is currently a partner of Woo Kwan Lee & Lo. Mr Leung was the Chief Representative of Woo Kwan Lee & Lo Beijing Office. He was an Independent Non-executive Director of China Communications Construction Company Limited (Stock Code: 1800) from January 2011 to November 2017 and China National Materials Company Limited (Stock Code: 1893) from July 2007 to May 2018, respectively. Mr Leung is currently an Independent Non-executive Director of SSY Group Limited (formerly known as Lijun International Pharmaceutical (Holding) Co., Ltd.) (Stock Code: 2005), China Coal Energy Company Limited (Stock Code: 1898) and China Medical System Holdings Limited (Stock Code: 867). All the companies mentioned above 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 any of its subsidiaries at the Latest Practicable Date. Save as disclosed above, Mr Leung has not held any directorship in other listed public company in the past three years.

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

As at the Latest Practicable Date, Mr Leung 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 Leung. Mr Leung 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 director's 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 job responsibility.

Save as disclosed above, there are no other matters concerning Mr Leung 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.

**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 Admiralty & The Peak, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 13 June 2018 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 2017.
2. To declare a final dividend for the year ended 31 December 2017.
3.
 - (a) To re-elect Mr WANG Fei as an Executive Director of the Company.
 - (b) To re-elect Mr LIU Lun as a Non-executive Director of the Company.
 - (c) To re-elect Mr YAN Zheng as an Executive Director of the Company.
 - (d) To re-elect Mr LEUNG Chong Shun as an Independent Non-executive Director of the Company.
4. To authorise the Board of Directors to fix the Directors’ remuneration.
5. To appoint KPMG as Auditor of the Company and to authorise the Board of Directors to fix the Auditor’s remuneration.
6. As special business, to consider and, if thought fit, pass with or without amendments, each of 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 (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 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.”

7. **“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 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 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.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors of the Company to holders of Shares or any class of Shares thereof on the register on a fixed record date in proportion to their then holdings of such shares or class of Shares 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. “**THAT** the general mandate granted to the Directors of the Company to issue, allot and otherwise deal with such number of additional Shares 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 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 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 into a larger or smaller number of Shares after the passing of this Resolution).”

By Order of the Board
MIN XIN HOLDINGS LIMITED
HAU Po Ping
Company Secretary

Hong Kong, 10 May 2018

Notes:

- (1) Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed. To be valid, the form of proxy, together with the notarially certified power of attorney or other authority (if any) under which it is signed, must be lodged at the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event, not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.
- (3) For the purpose of ascertaining Shareholders who are entitled to attend and vote at the Annual General Meeting to be held on Wednesday, 13 June 2018 (or any adjournment thereof), the register of members of the Company will be closed from Friday, 8 June 2018 to Wednesday, 13 June 2018 (both days inclusive). In order to qualify for the right to attend and vote at the Annual General Meeting (or any adjournment thereof), all transfers documents accompanied by the relevant share certificates should be lodged with the Company's share registrar, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 7 June 2018.
- (4) Where there are joint holders of any share, any one of such holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders be present at the meeting in person or by proxy, the person so present whose name stands first in the register of member of the Company in respect of such share shall alone be entitled to vote in respect of it.
- (5) Completion and return of the form of proxy will not preclude a member from attending the meeting and voting in person at the meeting or any adjournment thereof if he so desires. If a member attends the meeting after having deposited the form of proxy, his form of proxy will be deemed to have been revoked.
- (6) The votes to be taken at the meeting for the resolution will be by way of a poll.
- (7) The proposed final dividend for the year ended 31 December 2017 is subject to the approval by the Shareholders 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 Thursday, 21 June 2018 to Friday, 22 June 2018, 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 share 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 Wednesday, 20 June 2018.
- (8) If a Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal is in force at or at any time after 12:00 noon on the date of the annual general meeting, the Meeting will be postponed. The Company will post an announcement on the Company's website and HKExnews website to notify Shareholders of the date, time and place of the rescheduled meeting.
- (9) The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.