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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)

### **INSIDE INFORMATION ANNOUNCEMENT PURSUANT TO RULE 13.18 OF THE LISTING RULES**

This announcement is made by Min Xin Holdings Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) (the “**SFO**”).

References are made to the announcements of the Company dated 6 June 2016 and 21 June 2016 (the “**Announcements**”). Except as otherwise defined, terms defined herein shall have the same meanings as those defined in the Announcements.

#### **The facility agreement**

On 23 June 2016, the Company entered into a facility agreement (the “**Facility Agreement**”), pursuant to which loan facilities in the aggregate amount of up to HK\$800 million (the “**Facilities**”) were granted to the Company. It is intended that the Company will apply the amount of the Facilities to finance the Capital Contribution.

A tranche of the Facilities in the aggregate amount of up to HK\$600 million (the “**Facility A**”) will become mature and payable in twelve months from the date of drawdown, while another tranche of the Facilities in the aggregate amount of up to HK\$200 million (the “**Facility B**”) will become mature and payable in 36 months from the date of drawdown.

## **Specific performance obligations on the controlling shareholder of the Company under Rule 13.18 of the Listing Rules**

Pursuant to the Facility Agreement, the Company shall procure Fujian Investment & Development Group Co., Ltd. (“**FIDG**”), the controlling shareholder of the Company, which holds approximately 48.01% beneficial interest in the issued share capital of the Company as at the date of this announcement, to maintain, directly or indirectly, a beneficial interest in not less than 35% of the issued share capital of the Company. Breach of such undertaking will constitute an event of default and all amounts (including the principal and interests) due and owing by the Company under the Facility Agreement may become immediately due and payable.

In addition, the granting of the Facilities is conditional upon, among other things, a letter of comfort duly signed by FIDG, pursuant to which FIDG agreed and confirmed that (i) it shall directly or indirectly own not less than 35% beneficial interest in the issued share capital of the Company and management control right in the Company; and (ii) the Facilities granted pursuant to the Facility Agreement shall be used for the Capital Contribution and the principal source of funding for repayment of the Facility A shall be funds raised through a possible rights issue of the Company of not less than HK\$900 million (the “**Possible Rights Issue**”). FIDG also agreed and confirmed that it shall underwrite the rights shares of the Possible Rights Issue to the extent that such rights shares were not subscribed by other shareholders of the Company.

The Company will make continuing disclosure in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules so long as the abovementioned obligations continue to exist.

### **General**

**The Board wishes to emphasise that the Possible Rights Issue is subject to the completion of the Capital Contribution and may or may not proceed. Further announcement in compliance with the Listing Rules and the SFO in respect of the Possible Rights Issue will be made by the Company as and when appropriate. Shareholders of the Company and potential investors should exercise caution when dealing in the securities of the Company.**

By Order of the Board  
**Min Xin Holdings Limited**  
**Liu Cheng**  
*Executive Director and General Manager*

Hong Kong, 23 June 2016

*As at the date of this announcement, the Executive Directors of the Company are Messrs Peng Jin Guang (Chairman), Wang Fei (Vice Chairman), Weng Ruo Tong and Liu Cheng; the Non-executive Directors are Messrs Liu Lun and Hon Hau Chit; the Independent Non-executive Directors are Messrs Ip Kai Ming, Sze Robert Tsai To and So Hop Shing.*