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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 Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 21 June 2017 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 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.

28 April 2017

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 21 June 2017 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”	24 April 2017, 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 LIU Cheng, Mr IP Kai Ming, Mr SZE Robert Tsai To and Mr CHEUNG Man Hoi;
“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 (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 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
Mr CHEUNG Man Hoi

28 April 2017

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 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 16 June 2016, 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 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) and under the Repurchase Mandate to repurchase a maximum of 45,942,865 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 LIU Cheng, Mr IP Kai Ming and Mr SZE Robert Tsai To are due to retire by rotation at the Annual General Meeting and, being eligible, have offered themselves for re-election. The ordinary resolutions will be proposed to re-elect Mr LIU Cheng as Executive Director and Mr IP Kai Ming and Mr SZE Robert Tsai To as Independent Non-executive Directors of the Company at the Annual General Meeting respectively.

Pursuant to Article 88 of the Articles of Association of the Company, Mr CHEUNG Man Hoi, who has been appointed as Independent Non-executive Director with effect from 1 April 2017, will retire at the Annual General Meeting and, being eligible, has offered himself 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 IP Kai Ming and Mr SZE Robert Tsai To have been appointed as Independent Non-executive Director of the Company since 1998 and 1999 respectively. Having assessed the independence of Mr IP Kai Ming and Mr SZE Robert Tsai To 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 IP Kai Ming and Mr SZE Robert Tsai To for the year ended 31 December 2016, the Board is satisfied that Mr IP Kai Ming and Mr SZE Robert Tsai To remain independent. The Board is of the view that Mr IP Kai Ming and Mr SZE Robert Tsai To should be proposed for re-election at the Annual General Meeting particularly in view of their extensive experience and valuable contribution to the Board in the past years.

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 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.

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
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 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 45,942,865 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 2016 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 31.54% 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 16.47% 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. 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 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 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 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
April	7.500	6.750
May	7.490	6.720
June	8.000	6.800
July	8.330	7.560
August	8.440	7.820
September	8.580	7.890
October	8.440	8.060
November	8.420	7.660
December	8.030	7.010
2017		
January	7.600	6.500
February	6.940	6.600
March	7.100	6.290
April (up to the Latest Practicable Date)	6.380	6.000

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

Mr LIU Cheng, aged 56, has been appointed as a Non-executive Director of the Company since June 2013 and has been re-designated as an Executive Director of the Company following his appointment as the Executive Deputy General Manager of the Company on 26 August 2014. He has been appointed as the General Manager, a member of the Executive Committee and the Remuneration Committee of the Company on 27 September 2014. Mr Liu is a Senior Economist in Mainland China. He has extensive experience in investment management, corporate management and logistics management. Mr Liu has previously assumed the positions of an Assistant General Manager and the Deputy General Manager of Fujian Zhong Min International Trade Development Company, the General Manager of Fujian Zhi He Trading Co., Ltd., the Director of the preparatory group for Fujian Zhong Min Natural Gas Vehicle Filling Station, Leader of the preparatory group for the urban natural gas project, General Manager of CNOOC Fujian Gas Co., Ltd., the General Manager of the Gas Investment and Management Division and the General Manager of the Energy Investment and Management Division of Fujian Investment & Development Group Co., Ltd.. Mr Liu is currently the Chairman of Min Xin Insurance Company Limited and Fujian Minxin Investments Co., Ltd. and directors of certain subsidiaries of the Company. He is also the Director of Vigour Fine Company Limited and Samba Limited, both of which are substantial shareholders of the Company.

At the Latest Practicable Date, Mr Liu is a Director of Vigour Fine Company Limited and Samba Limited, both of which are substantial shareholders of the Company. 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, save as disclosed above, 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 Articles of Association. Mr Liu is entitled to a fixed remuneration of HK\$100,000 per annum for acting as a Director of the Company and a basic salary of HK\$1,381,743 and discretionary bonus for acting as the General Manager of the Company respectively, 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 2016, the director's fees and emoluments of Mr Liu for acting as a Director and the General Manager of the Company were HK\$100,000 and approximately HK\$1,381,743 respectively.

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 IP Kai Ming, aged 65, 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 is currently the Chairman of the Supervisory Board of Xiamen International Bank and the Senior Advisor to the Board of Directors of Luso International Banking Limited. 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 and was the Vice Chairman of the Executive Board of the Macao Institute of Financial Services. Mr Ip has a Master of Science Degree in Corporate Governance and Directorship from the Hong Kong Baptist University.

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

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

At the Latest Practicable Date, Mr Ip has a personal interest in 666,000 Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr Ip. Mr Ip has not been appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Company's Articles of Association. For the year ended 31 December 2016, the aggregate director's remuneration of Mr Ip 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, the situation of the Company and his job responsibilities.

Save as disclosed above, there are no other matters concerning Mr Ip 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 SZE Robert Tsai To (“Mr Sze”), aged 76, has been appointed as an Independent Non-executive Director of the Company since May 1999. He resigned as the Chairman of the Audit Committee with effect from 1 April 2017 and continue to serve as a member of the Audit Committee. He is also a member of the Remuneration Committee and the Nomination Committee of the Company. Mr Sze is a fellow member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants and was a partner of an international firm of accountants with which he practised for over 20 years. Mr Sze is currently an Independent Non-executive Director of a number of Hong Kong listed companies including China Travel International Investment Hong Kong Limited (Stock Code: 308), Dah Sing Banking Group Limited (Stock Code: 2356), Dah Sing Financial Holdings Limited (Stock Code: 440), Hop Hing Group Holdings Limited (Stock Code: 47), Nanyang Holdings Limited (Stock Code: 212) and Sunwah Kingsway Capital Holdings Limited (Stock Code: 188).

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

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

At the Latest Practicable Date, Mr Sze 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 Sze. Mr Sze 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 2016, the aggregate director’s remuneration of Mr Sze for acting as an Independent Non-executive Director of the Company was HK\$350,000, 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 Sze 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 CHEUNG Man Hoi (“Mr Cheung”), aged 46, FCCA, CPA, has been appointed as an Independent Non-executive Director and the Chairman of the Audit Committee on 1 April 2017. Mr Cheung is currently the Chief Financial Officer and the Company Secretary of Wuzhou International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock code:1369).

He was the Executive Director and the Chief Financial Officer of SPG Land (Holdings) Limited, (Stock Code: 337) from 2011 to 2012 and from 2009 to 2012 respectively, the Group Financial Controller of Nine Dragons Paper (Holdings) Limited (Stock Code: 2689) from 2007 to 2008, and the Group Financial Controller and the Company Secretary of Tianjin Development Holdings Limited (Stock Code: 882) from 2000 to 2003, all of which are listed on the Main Board of the Stock Exchange.

Mr Cheung graduated from the Hong Kong Polytechnic University with a Bachelor of Arts (Hons) in Accountancy in 1993 and the Chinese University of Hong Kong with an Executive MBA degree in 2003. Mr Cheung is also a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He has accumulated over 20 years of experience in professional accounting, business consulting and corporate management.

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

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

At the Latest Practicable Date, Mr Cheung 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 Cheung. Mr Cheung 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 Cheung 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 responsibilities.

Save as disclosed above, there are no other matters concerning Mr Cheung 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 Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 21 June 2017 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 2016.
2. To declare a final dividend for the year ended 31 December 2016.
3.
 - (a) To re-elect Mr LIU Cheng as an Executive Director of the Company.
 - (b) To re-elect Mr IP Kai Ming as an Independent Non-executive Director of the Company.
 - (c) To re-elect Mr SZE Robert Tsai To as an Independent Non-executive Director of the Company.
 - (d) To re-elect Mr CHEUNG Man Hoi as an Independent Non-executive Director of the Company.
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.
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 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. “**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, 28 April 2017

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, 21 June 2017 (or any adjournment thereof), the register of members of the Company will be closed from Friday, 16 June 2017 to Wednesday, 21 June 2017 (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, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 15 April 2017.
- (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 2016 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 Wednesday, 28 June 2017 to Thursday, 29 June 2017, 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, 27 June 2017.
- (8) The translation into Chinese language of this Notice is for reference only. In case of any inconsistency, the English version shall prevail.