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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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**

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A notice convening the annual general meeting of Min Xin Holdings Limited (the “Company”) to be held at Tianshan & Lushan Rooms, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 19 June 2019 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](http://www.minxin.com.hk) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://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.

24 April 2019

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## DEFINITIONS

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*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 Tianshan & Lushan Rooms, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 19 June 2019 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;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the powers of the Company to issue, allot and 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”	16 April 2019, 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;

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## DEFINITIONS

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“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 CHEN Yu, Mr YANG Jingchao, Mr HON Hau Chit, Mr IP Kai Ming 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 and Share Buy-backs (as amended, supplemented or otherwise modified from time to time); and
“%”	per cent.

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr YAN Zheng (*Chairman*)

Mr WANG Fei (*Vice Chairman*)

Mr CHEN Yu (*General Manager*)

*Registered Office:*

17th Floor, Fairmont House

8 Cotton Tree Drive

Central

Hong Kong

*Non-executive Directors:*

Mr YANG Jingchao

Mr HON Hau Chit

*Independent Non-executive Directors:*

Mr IP Kai Ming

Mr CHEUNG Man Hoi

Mr LEUNG Chong Shun

24 April 2019

*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.

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

At the annual general meeting of Shareholders held on 13 June 2018, 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.

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## LETTER FROM THE BOARD

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### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 94 and 95 of the Articles of Association of the Company, Mr HON Hau Chit, Mr IP Kai Ming and Mr CHEUNG Man Hoi are due to retire by rotation at the Annual General Meeting and, being eligible, have offer themselves for re-election.

Pursuant to Article 88 of the Articles of Association of the Company, Mr CHEN Yu, who has been appointed as an Executive Director and the General Manager with effect from 10 September 2018, and Mr YANG Jingchao, who has been appointed as a Non-executive Director with effect from 7 December 2018, will retire at the Annual General Meeting and, being eligible, have offered themselves for re-election.

In accordance with the Director Nomination Policy and the Board Diversity Policy of the Company, the re-election of the Retiring Directors has been reviewed by the Nomination Committee took into account the Board's composition as well as the various diversity aspects as set out in the board diversity policy which makes 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. Each of the above Directors has abstained from voting on his own nomination when it was being considered.

The Board, having considered the recommendation of the Nomination Committee, is of the view that each of Mr CHEN Yu, Mr YANG Jingchao, Mr HON Hau Chit, Mr IP Kai Ming and Mr CHEUNG Man Hoi will continue to contribute to the Board with his deep understanding of the businesses of the Group, diversity of skills set and perspectives as well as devotion to the Board. The Board also believes that the valuable knowledge and experience of these Retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

Mr IP Kai Ming has been appointed as an Independent Non-executive Director of the Company since 1998. The Board has assessed the independence of Mr IP Kai Ming 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 for the year ended 31 December 2018, the Board is satisfied that Mr IP Kai Ming remain independent. The Board is of the view that Mr IP Kai Ming 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.

The ordinary resolutions will be proposed to re-elect Mr CHEN Yu as an Executive Director; Mr YANG Jingchao and Mr HON Hau Chit as Non-executive Directors; Mr IP Kai Ming and Mr CHEUNG Man Hoi as Independent Non-executive Directors 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.

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## LETTER FROM THE BOARD

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### 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.

### 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 2018 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:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2018</b>		
April	5.530	4.910
May	5.640	5.260
June	5.630	5.050
July	5.540	5.020
August	6.100	5.110
September	6.000	5.470
October	5.570	5.110
November	6.030	5.020
December	5.780	5.220
<b>2019</b>		
January	5.550	5.220
February	5.800	5.170
March	5.210	4.330
April (up to the Latest Practicable Date)	5.080	4.550

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

**Mr CHEN Yu**, aged 55, has been appointed as an Executive Director, a General Manager, and a member of the Executive Committee and the Remuneration Committee of the Company since September 2018. He is currently the Chairman of Min Xin Insurance Company Limited and Fujian Min Xin Investments Co., Ltd., and directors of certain subsidiaries of the Company. Mr Chen was appointed as an Executive Deputy General Manager of the Company in August 2018. Mr Chen is currently the general manager, the director and the chairman of Vigour Fine Company Limited, which is a controlling shareholder of the Company. He is also a director of Samba Limited, which is a substantial shareholder of the Company. He is the chairman and the legal representative of 福建省中小企業信用再擔保有限責任公司 (Fujian Province SMEs Credit Re-guarantee Co., Ltd. \*). Mr Chen holds a Bachelor degree in Water Conservancy and Hydropower Engineering from Civil Architectural Engineering Department of Fuzhou University. He is a Senior Economist in Mainland China. He has extensive experience in financial technology, capital operations and financing re-guarantee.

From July 1985 to April 2000, Mr Chen worked for the Fujian Branch of Construction Bank of China as a clerk of the Investment Department, a clerk of the Sales Department, the deputy manager of the Credit Department, the deputy manager of the Sales Department, the manager of the Business Development Department, and the section chief of the Asset Preservation Department. From April 2000 to July 2004, he was the deputy general manager of the Private Business Department, the director of the Credit Management Department, and the deputy general manager of the Administration Office of the Fuzhou Branch of China Everbright Bank. From July 2004 to April 2007, he served as the sub-branch manager of the Gulou Branch in Fuzhou of China Everbright Bank. From April 2007 to December 2007, he served as the deputy director of the Science and Technology Department of Fujian Rural Credit Union. From February 2008 to September 2009, he worked for Fujian Rural Credit Union as the director of the Science and Technology Department and the general manager of the Science and Technology Service Center. From September 2009 to June 2011, he worked for Fujian Rural Credit Union as the director of Science and Technology Department, the general manager of Science and Technology Service Center, and the director of Ningde Office. From June 2011 to February 2015, he also worked for Fujian Rural Credit Union as the director of the Science and Technology Department and the general manager of the Science and Technology Service Center. From February 2015 to February 2018, he served as the general manager of the Science and Technology Department (Technology Service Center) and the general manager of the Innovation and Development Department of Fujian Rural Credit Union. From February 2018 to August 2018, he served as the general manager of 福建省中小企業信用再擔保有限責任公司 (Fujian Province SMEs Credit Re-guarantee Co., Ltd. \*). And, from February 2018 to September 2018, he served as the chairman and the legal representative of 福建省農業信貸擔保有限公司 (Fujian Agricultural Credit Guarantee Co., Ltd. \*).

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

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

At the Latest Practicable Date, Mr Chen does not have any interests in the Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr Chen. Mr Chen has not been appointed for a specific term but will be subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the provisions of the Company's Articles of Association. He is entitled to a fixed remuneration of HK\$60,000 per annum for acting as an Executive Director of the Company and a basic salary of HK\$1,121,380 and discretionary bonus for acting as a 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 responsibility. For the year ended 31 December 2018, the director's remuneration and emoluments of Mr Chen for acting as an Executive Director and a General Manager of the Company were HK\$18,575 and HK\$802,343 respectively.

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

\* The English transliteration of the Chinese name in the general mandate, where indicated, is included for the information purpose only, and should not be regarded as the official English name of such Chinese name.

**Mr YANG Jingchao**, aged 53, has been appointed as a Non-executive Director of the Company since December 2018. Mr Yang is currently the general manager of the Ministry of Finance Capital Department of Fujian Investment & Development Group Co., Ltd. (“Fujian Investment Group”) and the director of Vigour Fine Company Limited, both of which are controlling shareholders of the Company. Mr Yang holds a Bachelor degree in International Finance from School of Finance of Renmin University of China and a Master of Business Administration of La Trobe University. He is an economist in Mainland China. He has extensive experience in financial investment and capital operations.

From July 1987 to September 1992, Mr Yang was the clerk of the Finance Department, the Foreign Exchange Department and the Capital Management Department of 福建投資企業集團公司 (Fujian Investment Enterprise Group Corporation\*) (formerly known as 福建投資企業公司 (Fujian Investment Enterprise Company\*) and 福建國際信托投資公司 (Fujian International Trust and Investment Company\*)) (“Fujian Investment Enterprise”) respectively. From September 1992 to January 1994, he served as the deputy officer clerk of the Capital Management Department of Fujian Investment Enterprise. From January 1994 to December 1995, he served as the deputy general manager of the Treasury Department of Fujian Investment Enterprise. From December 1995 to April 2003, he served as the deputy general manager of the International Finance Department of Fujian Investment Enterprise. From April 2003 to September 2005 and from September 2006 to May 2009, Mr Yang served as the deputy general manager of the Financial Investment Department of Fujian Investment Enterprise. From May 2009 to January 2015, he served as the deputy project manager of the Gas Investment Department of Fujian Investment Group and was the deputy general manager of 中海石油福建新能源有限公司 (CNOOC Fujian New Energy Co., Ltd.\*). During the period between March 2012 to January 2015, Mr Yang was also the general manager and legal representative of 福建中閩物流有限公司 (Fujian Zhongmin Logistics Co., Ltd.\*). From January 2015 to October 2016, he served as the deputy general manager of the Integrated Investment Department of Fujian Investment Group. From October 2016 to September 2018, he served as the project manager of the Ministry of Finance Capital Department of Fujian Investment Group and was the general manager of 平潭綜合實驗區金融控股集團有限公司 (Pingtan Comprehensive Experimental Zone Financial Holding Group Co., Ltd.\*) (“Pingtan Financial Holding”). During the period between August 2017 to September 2018, Mr Yang was also the secretary of the Party Committee, the chairman of the board of directors and the legal representative of Pingtan Financial Holding. He is currently a director of each of Fujian Innovation Venture Investment Management Co., Ltd., 福建省產業股權投資基金有限公司 (Fujian Property Investment Fund Company Ltd.\*) and 福建省國騰信息科技有限公司 (Fujian Guoteng Information Technology Co., Ltd.\*), and also a member of investment committee of 福建省石墨烯產業投資合夥企業 (Fujian Graphene Industry Investment Partnership\*).

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

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

At the Latest Practicable Date, Mr Yang 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 Yang. Mr Yang has not been appointed for a specific term but will be subject to retirement by rotation and reelection at annual general meetings of the Company in accordance with the provisions of the Company's Articles of Association. He is entitled to a fixed remuneration of HK\$60,000 per annum for acting as 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 2018, Mr Yang did not receive director's remuneration for acting as a Non-executive Director of the Company.

Save as disclosed above, the Board is not aware of any other matters relating to the appointment of Mr Yang that are needed 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.

\* The English transliteration of the Chinese name in this general mandate, where indicated, is included for the information purpose only, and should not be regarded as the official English name of such Chinese name.



**Mr HON Hau Chit**, aged 44, has been appointed as a Non-executive Director of the Company since 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 Standing Committee 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. He 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 2018, the aggregate director’s remuneration of Mr Hon for acting as a Non-executive Director of the Company was HK\$60,000.

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.



**Mr IP Kai Ming**, aged 67, 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. 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 865,800 Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr Ip. 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 2018, 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 CHEUNG Man Hoi**, aged 48, FCCA, CPA, has been appointed as an Independent Non-executive Director and the Chairman of the Audit Committee since April 2017 and has also been appointed as a member of the Nomination Committee and the Remuneration Committee of the Company since April 2018. 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. Mr Cheung was 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 Greenland Hong Kong Holdings Limited (formerly known as 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.

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. For the year ended 31 December 2018, the aggregate director's remuneration of Mr Cheung 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 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 Tianshan & Lushan Rooms, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong on Wednesday, 19 June 2019 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 2018.
2. To declare a final dividend for the year ended 31 December 2018.
3.
  - (a) To re-elect Mr CHEN Yu as an Executive Director of the Company.
  - (b) To re-elect Mr YANG Jingchao as a Non-executive Director of the Company.
  - (c) To re-elect Mr HON Hau Chit as a Non-executive Director of the Company.
  - (d) To re-elect Mr IP Kai Ming as an Independent Non-executive Director of the Company.
  - (e) 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 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, 24 April 2019

*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, 19 June 2019 (or any adjournment thereof), the register of members of the Company will be closed from Friday, 14 June 2019 to Wednesday, 19 June 2019 (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, 13 June 2019.
- (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 2018 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 Tuesday, 25 June 2019 to Wednesday, 26 June 2019, 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 Monday, 24 June 2019.
- (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.