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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)**

## **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 Queensway & Victoria, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 3 June 2020 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the Reports of the Directors and of the Independent Auditor for the year ended 31 December 2019.
2. To declare a final dividend for the year ended 31 December 2019.
3.
  - (a) To re-elect Mr YAN Zheng as an Executive Director of the Company.
  - (b) To re-elect Mr WANG Fei as an Executive Director of the Company.
  - (c) To re-elect Mr LEUNG Chong Shun as an Independent Non-executive Director of the Company.
4. To authorise the Board to fix directors’ remuneration.
5. To re-appoint KPMG as auditor of the Company and to authorise the Board to fix the auditor’s remuneration.

To consider as special business and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

6. **“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 all 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 passing 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 law to be held; and
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.”

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 all the powers of the Company to issue, allot and 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 (as defined below); or (ii) any scrip dividend scheme or similar arrangements providing for the allotment of the Shares in lieu of the whole or part of a dividend on Shares, shall not exceed 20% of the total number of Shares in issue at the date of passing 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 law to be held; and
  - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this Resolution.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or 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 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 shall not exceed 10% of the total number of Shares in issue at the date of passing 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**  
**CHAN Kwong Yu**  
*Company Secretary*

Hong Kong, 21 April 2020

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the above meeting is enclosed. To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company’s share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the above meeting. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the above meeting should you so wish.
- (3) For the purpose of ascertaining shareholders’ right to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 29 May 2020 to Wednesday, 3 June 2020, (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the right to attend and vote at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 28 May 2020.

- (4) In the case of joint holders, any one of such holders may attend and vote at the above meeting, either in person or by proxy in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the above meeting, the holder whose name stands first in the register of member of the Company shall alone be entitled to attend and vote in respect thereof.
- (5) All resolutions set out in this notice will be decided by poll at the above meeting.
- (6) The proposed final dividend for the year ended 31 December 2019 is subject to the approval by the shareholders of the Company at the above meeting. For the purposes of ascertaining shareholders' entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 9 June 2020 to Wednesday, 10 June 2020, (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Standard Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Monday, 8 June 2020.
- (7) 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 above meeting, the above meeting will be adjourned. The Company will post an announcement on the Company's website ([www.minxin.com.hk](http://www.minxin.com.hk)) and HKExnews website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and place of the adjourned meeting.

The above meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders of the Company should decide on their own whether they would attend the above meeting under bad weather conditions bearing in mind their own situations.

- (8) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.

*As at the date of this announcement, the executive directors of the Company are Messrs YAN Zheng (Chairman), WANG Fei (Vice Chairman) and CHEN Yu; the non-executive directors are Messrs HON Hau Chit and YANG Jingchao; the independent non-executive directors are Messrs IP Kai Ming, CHEUNG Man Hoi and LEUNG Chong Shun.*