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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, 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 accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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MIN XIN HOLDINGS LIMITED

閩信集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 222)

**PROPOSALS RELATING TO GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the 2021 AGM 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, 9 June 2021 at 3:30 p.m. is set out in Appendix III to this circular. A form of proxy for use at the 2021 AGM 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 2021 AGM, 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 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 2021 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM should you so wish.

21 April 2021

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
1. Introduction.....	3
2. General mandates to issue new Shares and repurchase Shares	4
3. Re-election of Retiring Directors	5
4. Annual General Meeting.....	6
5. Voting by way of poll	6
6. Recommendations.....	6
 Appendix I — Explanatory statement of the Repurchase Mandate	 7
Appendix II — Details of Retiring Directors proposed for re-election	10
Appendix III — Notice of Annual General Meeting	15

DEFINITIONS

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

“2021 AGM”	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, 9 June 2021 at 3:30 p.m., or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out in Appendix III to this circular;
“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”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time;
“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 deal with Shares not exceeding 20% of the number of Shares in issue at the date of passing the relevant resolution for approving such mandate;
“Latest Practicable Date”	13 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“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 not exceeding 10% of the number of Shares in issue at the date of passing the relevant resolution for approving such mandate;
“Retiring Directors”	Mr CHEN Jie, Mr HON Hau Chit, Mr YANG Jingchao and Mr CHEUNG Man Hoi;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

LETTER FROM THE BOARD



MIN XIN HOLDINGS LIMITED

閩信集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 222)

Executive Directors

Mr YAN Zheng (*Chairman*)

Mr CHEN Jie (*Vice Chairman*)

Mr CHEN Yu (*General Manager*)

Registered Office

17th Floor, Fairmont House

8 Cotton Tree Drive

Central, Hong Kong

Non-executive Directors

Mr HON Hau Chit

Mr YANG Jingchao

Independent Non-executive Directors

Mr IP Kai Ming

Mr CHEUNG Man Hoi

Mr LEUNG Chong Shun

21 April 2021

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 you with information in respect of the resolutions to be proposed at the 2021 AGM 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 3 June 2020, general mandates were granted 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 2021 AGM, 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 2021 AGM to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on the Stock Exchange not exceeding 10% of the number of Shares in issue at the date of passing the relevant resolution;
- (b) to issue, allot and deal with Shares not exceeding 20% of the number of Shares in issue at the date of passing 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 proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the date of the 2021 AGM, the Directors would be authorised under the Issue Mandate to issue, allot and deal with a maximum of 119,451,450 Shares (representing 20% of the number of Shares in issue as at the date of the 2021 AGM) and under the Repurchase Mandate to repurchase a maximum of 59,725,725 Shares (representing 10% of the number of Shares in issue as at the date of the 2021 AGM).

The Repurchase Mandate and the Issue Mandate will expire at 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 any applicable law to be held; or (iii) the passing of ordinary resolution(s) by Shareholders in general meeting revoking or varying the authority given to Directors.

The explanatory statement as required by the Listing Rules to be given to Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

The Directors have no immediate plan to repurchase or issue any Shares of the Company. Shareholders are recommended to vote in favour of these proposed resolutions as they are considered to be in the best interests of the Company and the Shareholders as a whole.

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 HON Hau Chit (“Mr HON”), Mr YANG Jingchao (“Mr YANG”) and Mr CHEUNG Man Hoi (“Mr CHEUNG”) will retire by rotation at the 2021 AGM and, being eligible, offer themselves for re-election.

In accordance with Article 88 of the Articles of Association of the Company, Mr CHEN Jie (“Mr CHEN”), who has been appointed as an Executive Director and the Vice Chairman of the Board with effect from 11 December 2020, shall hold office only until the next general meeting of the Company, and shall then be eligible and offer himself for re-election at the 2021 AGM.

The Nomination Committee, which comprises a majority of Independent Non-executive Directors of the Company, has reviewed the Board’s composition and noted that, pursuant to the prevailing Nomination Policy, the Retiring Directors are eligible for nomination and nominated to the Board for it to recommend to Shareholders for re-election at the 2021 AGM. The nomination was made in accordance with the Nomination Policy and took into account the diversity aspects with due regard for the benefits of diversity as set out in the Board Diversity Policy.

The Nomination Committee has also assessed the independence of all Independent Non-executive Directors with reference to the criteria as set out in Rule 3.13 of the Listing Rules, and has affirmed that all Independent Non-executive Directors, including Mr CHEUNG, remain independent. All Independent Non-executive Directors, including Mr CHEUNG, have provided annual confirmation of independence to the Company.

The Nomination Committee considered that Mr CHEUNG continues to contribute effectively and is committed to his roles. Mr CHEUNG has shared his experience and expertise to the Board and demonstrated his ability to provide independent view and judgment in the Company’s affairs. His re-election will continue to enhance the governance and oversight of the Group at both the Board and the Board Committee levels.

Each of the above Directors has abstained from voting on his own nomination when it was being considered.

Information relating to the Retiring Directors who are proposed to be re-elected at the 2021 AGM as required to be disclosed under Rule 13.51(2) of the Listing Rules is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

A notice convening the 2021 AGM is set out in Appendix III to this circular. A form of proxy for use at the 2021 AGM is also enclosed with this circular. Whether or not you intend to be present at the 2021 AGM, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding the 2021 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2021 AGM should you 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 (including the 2021 AGM) must be taken by poll. The chairman of the 2021 AGM will demand, pursuant to Article 66 of the Articles of Association, that all resolutions set out in the notice of the 2021 AGM be decided by poll.

6. RECOMMENDATIONS

The Board believes that the proposed resolutions for granting to the Directors the Issue Mandate and the Repurchase Mandate and the re-election of the Retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2021 AGM.

Yours faithfully,
By Order of the Board
MIN XIN HOLDINGS LIMITED
YAN Zheng
Chairman

This appendix serves as an explanatory statement as required by the Listing Rules to provide requisite information for you to consider whether to vote for or against the Resolution to be proposed at the 2021 AGM in relation to the 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 approving the Repurchase Mandate and on the basis that no Shares are issued and/or repurchased by the Company following the Latest Practicable Date and up to the date of the 2021 AGM, the Company would be authorised under the Repurchase Mandate to repurchase a maximum of 59,725,725 Shares (representing 10% of the number of Shares in issue) from the date of the 2021 AGM until the conclusion of the next annual general meeting of the Company.

2. REASONS FOR REPURCHASE MANDATE

The Board believes that the granting of the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole.

Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share of the Company and will only be made when the Board believes that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the applicable laws of Hong Kong and the Listing Rules. Repurchases of Shares under the Repurchase Mandate will be funded entirely from the Company's available cash flow or working capital, and will, in any event, be made out of funds legally available for the repurchase in accordance with the Company's Articles of Association and the applicable laws of Hong Kong.

There might be a material adverse effect on the working capital requirements or gearing levels 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 2020 in the event that the Repurchase Mandate is exercised in full at any time. The Board does 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 or gearing levels of the Company which, in the opinion of the Board, are from time to time appropriate for the Company.

4. UNDERTAKING

The Board has undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, nor have they undertaken not to sell any Shares to the Company, in the event that the Repurchase Mandate is granted by the Shareholders.

5. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

At the Latest Practicable Date, Samba Limited ("Samba") directly held approximately 24.26% of the number of Shares in issue. Vigour Fine Company Limited ("Vigour Fine"), being the controlling shareholder of Samba, was deemed to be interested in the Shares held by Samba. Vigour Fine directly held approximately 35.27% of the number of Shares in issue. Fujian Investment & Development Group Co., Ltd. ("FIDG") directly held the entire issued share capital of Vigour Fine and was deemed to be interested in a total of approximately 59.53% of the number of Shares in issue.

Citychamp Watch & Jewellery Group Limited ("Citychamp") directly held approximately 14.76% of the 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 number of Shares in issue. Sincere View directly held approximately 0.54% of the number of Shares in issue. Mr HON Kwok Lung ("Mr HON") held the entire issued share capital of Full Day and was the controlling shareholder of Sincere View. Each of Mr HON and Ms LAM Suk Ying, the spouse of Mr HON, was deemed to be interested in a total of approximately 15.30% of the number of Shares in issue.

Based on such interests, in the event that the Board exercised in full the power to repurchase Shares which is proposed to be granted at the 2021 AGM, the percentage shareholding of FIDG and Mr HON would be increased to approximately 66.15% and 17.00% of the number of Shares in issue respectively. The Board considers that, such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Board is not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchase pursuant to the Repurchase Mandate.

At the Latest Practicable Date, the Board had no intention to exercise the Repurchase Mandate because the public float of the Company was only 25.03%, which was slightly higher than the minimum prescribed percentage of 25% as required under Rule 8.08(1)(a) of the Listing Rules.

6. SHARES REPURCHASES 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 were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date, and for the period from 1 April 2021 up to the Latest Practicable Date, were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2020		
April	2.850	2.600
May	2.850	2.400
June	2.800	2.370
July	4.200	2.500
August	4.020	3.290
September	3.500	3.150
October	4.200	3.150
November	4.000	3.400
December	4.200	3.590
2021		
January	4.160	3.460
February	4.320	3.740
March	4.300	3.690
April (up to the Latest Practicable Date)	4.000	3.810

The biographical details of the Retiring Directors proposed to be re-elected at the 2021 AGM are set out below:

Mr CHEN Jie, aged 59, has been appointed as an Executive Director, the Vice Chairman of the Board and a member of the Executive Committee of the Company since December 2020.

Mr CHEN holds a Bachelor degree in Agricultural Economics Management from Fujian Academy of Agriculture and a Doctor of Management degree in Economics and Management of Agriculture from Fujian Agriculture and Forestry University. He is a Senior Accountant in Mainland China. He has worked in government finance and corporate financial management, and has extensive experience in financial capital management, financial budget management and corporate financial management.

Mr CHEN is currently a member of the Party Committee and the Chief Accountant of Fujian Investment & Development Group Co., Ltd., which is the controlling shareholder of the Company. He is the chairman of the Supervisory Board of Xiamen King Long Motor Group Co., Ltd. (Stock code: 600686), a company listed on the Shanghai Stock Exchange.

Mr CHEN worked in Fujian Provincial Department of Finance from 1990 to 2002, and successively served as staff member, senior staff member and principal staff member of the Agricultural Finance Department and deputy director of Agriculture Department. He served as the director-general of the Management Center of Fujian Provincial Certified Public Accountants and the secretary-general of Fujian Provincial Association of Certified Public Accountants from 2002 to 2007. He successively served as a director of the Accounting Delegation Department and Rural Comprehensive Reform Department of Fujian Provincial Department of Finance from 2007 to 2017.

Save as disclosed above, Mr CHEN does not hold any position with the Company or other members of the Group at the Latest Practicable Date. Save as disclosed above, he did not hold any directorship in any other listed public companies in the last 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. He 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, 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 duties and responsibility. For the year ended 31 December 2020, he did not receive director's remuneration for acting as an Executive Director of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to the re-election of Mr CHEN that need to be brought to the attention of the Shareholders.

Mr HON Hau Chit, aged 46, 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 on the Shanghai Stock Exchange. He joined Citychamp Dartong in December 2004 as the deputy managing director and then appointed as the managing director since April 2006. He 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 the Standing Committee of Fuzhou Municipal Committee of the Chinese People’s Political Consultative Conference.

Save as disclosed above, Mr HON does not hold any position with the Company or other members of the Group at the Latest Practicable Date. Save as disclosed above, he did not hold any directorship in any other listed public companies in the last three years.

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

At the Latest Practicable Date, Mr HON 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 HON. He 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 duties and responsibility.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to the re-election of Mr HON that need to be brought to the attention of the Shareholders.

Mr YANG Jingchao, aged 55, has been appointed as a Non-executive Director of the Company since December 2018.

Mr YANG holds a Bachelor degree in International Finance from Department 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.

Mr YANG is currently the general manager of Finance Capital Department of Fujian Investment & Development Group Co., Ltd. and a director of Vigour Fine Company Limited, both are the controlling shareholders of the Company. He is also a director of Huafu Securities Co., Ltd. and Haixia Goldenbridge Insurance Co., Ltd..

Mr YANG successively served as a staff member of the Finance Department, the Foreign Exchange Department and the Fund Management Department from July 1987 to September 1992, senior staff member of the Fund Management Department from September 1992 to January 1994 and the deputy manager of the Treasury Department from January 1994 to December 1995 of Fujian Investment and Enterprise Corporation. He served as the deputy general manager of the International Finance Department of Fujian International Trust and Investment Corporation from December 1995 to April 2003. He was the deputy general manager of the Financial Investment Department of Fujian Investment & Enterprise Holdings Corporation from April 2003 to September 2005 and from September 2006 to May 2009 respectively. He served as the deputy general manager of 中海石油福建新能源有限公司 (CNOOC Fujian New Energy Company Limited*) from May 2009 to January 2015. He was also the general manager and the legal representative of 福建中閩物流有限公司 (Fujian Zhongmin Logistics Company Limited*) from March 2012 to January 2015. He served as the deputy general manager of the Integrated Investment Department of Fujian Investment & Development Group Co., Ltd. from January 2015 to October 2016. He was the general manager from October 2016 to September 2018 and was also the secretary of the Party Committee, the chairman of the board of directors and the legal representative from August 2017 to September 2018 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 Company Limited*).

Save as disclosed above, Mr YANG does not hold any position with the Company or other members of the Group at the Latest Practicable Date. Save as disclosed above, he did not hold any directorship in any other listed public companies in the last 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 within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr YANG. He 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 duties and responsibility. For the year ended 31 December 2020, he did not receive director's remuneration for acting as a Non-executive Director of the Company.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to the re-election of Mr YANG that need to be brought to the attention of the Shareholders.

* The relevant English name is only a transliteration of the Chinese name for reference only.

Mr CHEUNG Man Hoi, aged 50, 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 a MBA degree in 2003. He 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 (Stock code: 1369) from 2014 to 2018, 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 these companies 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 other members of the Group at the Latest Practicable Date. Save as disclosed above, he did not hold any directorship in any other listed public companies in the last 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. He 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\$350,000 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 duties and responsibility.

Save as disclosed above, there is no further information to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor are there other matters in relation to the re-election of Mr CHEUNG that need to be brought to the attention of the Shareholders.

**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, 9 June 2021 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 2020.
2. To declare a final dividend for the year ended 31 December 2020.
3.
 - (a) To re-elect Mr CHEN Jie as an Executive Director of the Company.
 - (b) To re-elect Mr HON Hau Chit as a Non-executive Director of the Company.
 - (c) To re-elect Mr YANG Jingchao as a 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 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 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 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 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 2021

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, 4 June 2021 to Wednesday, 9 June 2021, (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, 3 June 2021.
- (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 2020 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 Wednesday, 16 June 2021 to Thursday, 17 June 2021, (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 Tuesday, 15 June 2021.
- (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) and HKExnews website (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.