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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 Lounge, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Hong Kong on Tuesday, 13 June 2023 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 2022.
2. To declare a final dividend for the year ended 31 December 2022.
3.
 - (a) To re-elect Mr WANG Fei as an Executive Director of the Company.
 - (b) To re-elect Mr HUANG Wensheng as an 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 YANG Jingchao as a 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 to fix directors' remuneration.
5. To re-appoint Deloitte Touche Tohmatsu 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 the 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 the 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).”
9. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT:**

- (a) the amended and restated articles of association of the Company (a copy of which has been produced to this meeting and marked “A” and for the purpose of identification, initialed by the chairman of this meeting), be and is hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of this meeting; and
- (b) any Director or company secretary of the Company be and are hereby authorised to do all such acts and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient in connection with the implementation of or giving effect to the aforesaid adoption of the amended and restated articles of association of the Company.”

By Order of the Board
MIN XIN HOLDINGS LIMITED
TSE Ching Wah
Company Secretary

Hong Kong, 24 April 2023

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 17th Floor, Far East Finance Centre, 16 Harcourt Road, 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 Wednesday, 7 June 2023 to Tuesday, 13 June 2023, (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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 6 June 2023.
- (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 2022 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, 28 June 2023 to Friday, 30 June 2023, (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 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 27 June 2023.

- (7) If a Typhoon Signal No. 8 or above is hoisted, or “extreme conditions” caused by super typhoons 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 the 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. The 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 WANG Fei (Chairman), HUANG Wensheng (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.