

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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 Shareholders of Min Xin Holdings Limited (the “Company”) will be held at Aberdeen Room, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Thursday, 18 June 2015 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements, the Report of the Directors and the Independent Auditor’s report for the year ended 31 December 2014.
2. To declare a final dividend.
3. To re-elect Directors:
  - (A) Mr Ip Kai Ming
  - (B) Mr Sze Robert Tsai To
  - (C) Mr Liu Cheng
  - (D) Mr Wang Fei
  - (E) Mr Yang Fang

4. To authorise the Board of Directors to fix the Directors' remuneration.
5. To appoint Auditor and to authorise the Board of Directors to fix the Auditor's remuneration.
6. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(A) **“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 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.”

(B) **“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 of the Company 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 of the Company 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.”

(C) “**THAT** the general mandate granted to the Directors of the Company to issue, allot and otherwise deal with such number of additional shares of the Company pursuant to Resolution No. 6(B) set out in the notice convening this meeting be and is hereby extended by the addition thereto of such number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 6(A) 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 of the Company 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 of the Company into a larger or smaller number of shares of the Company after the passing of this Resolution).”

7. To consider and, if thought fit, pass the following resolution as a Special Resolution:

“**THAT** the Company’s New Articles of Association, a copy of which has been produced to the meeting marked “A” and initialled by the Chairman for the purpose of identification, which, among other things, do not include any “objects” clauses, be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the Articles of Association of the Company in force immediately before the passing of this Special Resolution and **THAT** any Director or the Company Secretary of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the Company’s New Articles of Association.”

By Order of the Board  
**Ling Kwok Kwong**  
*Company Secretary*

Hong Kong, 27 April 2015

*Notes:*

- (1) Any Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
- (2) The instrument appointing a proxy must be signed by a Shareholder or his attorney duly authorised in writing or, in the case of a corporation or institution, either under the common seal or under the hand of an officer or attorney duly authorised in writing.
- (3) To be valid, the instrument appointing a proxy and, if such proxy form is signed by a person under a power of attorney or other authority on behalf of the appointer, a notarially certified copy of that power of attorney or other authority, must be deposited at the Company's registered office, 17th Floor, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong not less than 48 hours before the time appointed for holding Annual General Meeting or any adjourned thereof (as the case may be).
- (4) For the purposes of determining the entitlement to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Tuesday, 16 June 2015 to Thursday, 18 June 2015, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 15 June 2015.
- (5) For the purposes of determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Wednesday, 24 June 2015 to Thursday, 25 June 2015, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the proposed final dividend, all completed transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 June 2015.
- (6) In the case of joint holders, any one of such holders may attend and vote at the Annual General Meeting either personally or by proxy in respect of the Shares as if he was solely entitled thereto, but if more than one of such joint holders be present at the Annual General Meeting, the holder whose name stands first in the Register of Members shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.
- (7) The Special Resolution above is to align the New Articles of Association with the provisions of the New Companies Ordinance, Chapter 622 of the Laws of Hong Kong, which came into effect on 3 March 2014 and for minor consequential and housekeeping changes.
- (8) The translation into Chinese language of this Notice is for reference only. 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 Weng Ruo Tong (Chairman), Wang Fei (Vice Chairmen), Liu Cheng and Li Jin Hua, the Non-executive Director is Mr Yang Fang; and the Independent Non-executive Directors are Messrs Ip Kai Ming, Sze Robert Tsai To and So Hop Shing.*