



# 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 an annual general meeting of members of Min Xin Holdings Limited (the "Company") will be held at Taishan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 16th June 2006 at 3:30 p.m. for the following purposes:

**As Ordinary Business:**

1. To receive and consider the audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 December 2005.
2. To declare a final dividend.
3. To re-elect retiring Directors and to authorise the Board of Directors to fix the Directors' remuneration.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

**As Special Business:**

5. To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

(A) "THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares 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 or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the ordinary share capital of the Company in issue on the date 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 whichever is the earlier 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 Companies Ordinance (Chapter 32 of the Laws of Hong Kong) (the "Companies Ordinance") 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 members in general meeting of the Company."

(B) "THAT:

- (a) subject to paragraph (c) below and pursuant to Section 57B of the Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital 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 approvals in paragraphs (a) and (b) above, otherwise than pursuant to (i) a rights issue (as hereinafter defined); 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 aggregate nominal amount of the share capital of the Company 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 whichever is the earlier 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 Companies Ordinance 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 members in general meeting of the Company.  
"rights issue" means an offer of the shares, or offer or issue of warrants or options to subscribe for shares, open for a period fixed by the Directors of the Company to holders of shares, or any class of shares, on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlement 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)."

- (C) "THAT the unconditional general mandate granted to the Directors to allot shares referred to in Resolution No.5(B) set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed to be allotted by the Directors of the Company pursuant to such unconditional general mandate of an amount representing the aggregate nominal amount of the shares repurchased by the Company under the authority granted pursuant to Resolution No.5(A) set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the issued ordinary share capital of the Company at the date of this Resolution."

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

"THAT the Articles of Association of the Company be and are hereby amended in the following manner:-

- (a) by deleting the last sentence of Article 85 and substituting therefor the following:-

"Any Director so appointed shall hold office only until the next general meeting of the Company (in the case of filling a casual vacancy) or until the next annual general meeting of the Company (in the case of an addition to the Board) following his appointment, and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 94.";

- (b) by deleting the existing Article 94 in its entirety and substituting therefor the following new Article 94:-

"94. Unless and until the Company in a general meeting shall otherwise determine, at every annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third shall retire from office by rotation, provided that every Director (including those appointed for a specific term or holding office as Chairman or Managing Director) shall be subject to retirement by rotation at least once every three years. A Director retiring at a meeting shall retain office until the close of the meeting. The Directors to retire shall be those who have been longest in office since their last election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree amongst themselves) be determined by lot.";

- (c) by deleting the following in the first sentence of Article 118:-

" , while not subject to retirement by rotation as long as he holds his office, " ; and

- (d) by deleting the marginal note to Article 118 and substituting therefor the following:

"Resignation and removal of Managing Director." ;

By Order of the Board  
**Connie Y.M. Chan**  
Company Secretary

Hong Kong, 29th April 2006

**Notes:**

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or two proxies to attend and, on a poll, to vote instead of him. A proxy need not be a member of the Company. Proxies in prescribed form must be deposited at the registered office of the Company not less than 48 hours before the time fixed for the holding of the meeting or any adjourned meeting.
- (2) The register of members will be closed from 13th June 2006 to 16th June 2006, both days inclusive, during which period no share transfers will be effected. All transfers accompanied by the relevant share certificates must be lodged with the Company's share registrars, Standard Registrars Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong not later than 4:00 p.m. on 12th June 2006.

As at the date of this announcement, the executive Directors are Mr. Ding Shi Da (Chairman), Mr. Chen Gui Zong (Vice Chairman), Mr. Zhu Xue Lun, and Mr. Weng Jian Yu; the non-executive Director is Mr. Wang Hui Jin; and the independent non-executive Directors are Mr. Ip Kai Ming, Mr. Robert Tsai To Sze, and Mr. So Hop Shing.