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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 2022 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 Tuesday, 28 June 2022 at 3:30 p.m. is set out in Appendix III to this circular. A form of proxy for use at the 2022 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 2022 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 2022 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 2022 AGM should you so wish.

Shareholders are advised to read the section headed “Precautionary Measures for the 2022 AGM” in this circular for further details of our precautionary measures for the 2022 AGM in relation to the coronavirus pandemic, and monitor the development of the coronavirus pandemic. Subject to the development of coronavirus pandemic, the Company may implement further changes and precautionary measures and may issue further announcement(s) regarding such measures as appropriate.

25 April 2022

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PRECAUTIONARY MEASURES FOR THE 2022 AGM

In view of the ongoing coronavirus pandemic and recent requirements for prevention and control of its spread, the Company will implement the following precautionary measures at the 2022 AGM to protect the health and safety of attending Shareholders, staff and other stakeholders:

- (i) Compulsory body temperature check will be conducted on all attendees of the 2022 AGM at the entrance of the 2022 AGM venue. Any person with a body temperature of over 37.3 degrees Celsius will not be given access to the 2022 AGM venue;
- (ii) All attendees of the 2022 AGM will be required to wear surgical face masks throughout the 2022 AGM;
- (iii) Anyone who has any of the symptoms of fever, malaise, dry cough or shortness of breath, is subject to any compulsory quarantine or medical surveillance order by the Department of Health of Hong Kong, or has had close contact with any coronavirus pandemic patient or person under quarantine, will not be given access to the 2022 AGM venue. All attendees of the 2022 AGM will be required to make a representation that they do not fall under any of these conditions;
- (iv) Seating at the 2022 AGM will be arranged to ensure adequate physical distancing between attendees so as to reduce interaction between them; and
- (v) No refreshments will be served.

Attendees are requested to observe and practise good personal hygiene at all times at the 2022 AGM venue. Attendees who do not comply with the precautionary measures (i) to (iii) above may be denied entry to the 2022 AGM venue, at the sole discretion of the Company.

In light of the continuing risks posed by the coronavirus pandemic, the Company strongly recommends the Shareholders to appoint the chairman of the 2022 AGM as his/her proxy to vote on the resolutions as they have indicated in their proxy forms on their behalf, instead of attending the 2022 AGM in person.

Shareholders are advised to read this section carefully and monitor the development of coronavirus pandemic. Subject to the development of coronavirus pandemic, the Company may implement further changes and precautionary measures and may issue further announcement(s) regarding such measures as appropriate.

DEFINITIONS

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

“2022 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 Tuesday, 28 June 2022 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 2022, 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 Yu, Mr IP Kai Ming and Mr LEUNG Chong Shun;
“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

25 April 2022

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 2022 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 9 June 2021, 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 2022 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 2022 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 2022 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 2022 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 2022 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 CHEN Yu (“Mr CHEN”), Mr IP Kai Ming (“Mr IP”) and Mr LEUNG Chong Shun (“Mr LEUNG”) will retire by rotation at the 2022 AGM and, being eligible, offer themselves for re-election.

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 2022 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 IP and Mr LEUNG, remain independent. All Independent Non-executive Directors, including Mr IP and Mr LEUNG, have provided annual confirmation of independence to the Company.

Mr IP has served as an Independent Non-executive Director since 1998 for more than 20 years. Pursuant to Code A.4.3 of the Corporate Governance Code as set out in Appendix 14 of the Listing Rules, (i) such service to the Company for more than nine years could be relevant to determining an independent non-executive director’s independence and (ii) if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders at the forthcoming annual general meeting of the Company.

Mr IP has extensive experience in banking and finance, during his tenure, he has demonstrated his ability to provide an independent view to the Company’s matters. Notwithstanding his years of service as an Independent Non-executive Director, the Nomination Committee has assessed the independence of Mr IP based on the criteria, including, inter alia, expression of objective views, provision of independent advice and guidance as well as exercise of independent judgement during the discussion and decision process of the Board. The Nomination Committee believes that Mr IP has continued to demonstrate his ability to stay impartial and independent during his participation in the affairs of the Board and the various Board Committees he serves, and in a strong position of giving invaluable insight to the Group’s business development. Besides, Mr IP is equipped with integrity, skills and experience to continue fulfilling the role of an Independent Non-executive Director. Mr IP’s long service on the Board would not affect him from bringing fresh perspectives and exercising independent judgement and thus the Board recommends him for re-election at the 2022 AGM.

The Nomination Committee also considered that Mr LEUNG continues to contribute effectively and is committed to his roles. Mr LEUNG 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.

LETTER FROM THE BOARD

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 2022 AGM as required to be disclosed under Rule 13.51(2) of the Listing Rules is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING

A notice convening the 2022 AGM is set out in Appendix III to this circular. A form of proxy for use at the 2022 AGM is also enclosed with this circular. Whether or not you intend to be present at the 2022 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 2022 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 2022 AGM should you so wish.

For the health and safety of the Shareholders, the Company strongly recommends the Shareholders to appoint the chairman of the 2022 AGM as his/her proxy to vote on the resolutions as they have indicated in their proxy forms on their behalf, instead of attending the 2022 AGM in person.

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 2022 AGM) must be taken by poll. The chairman of the 2022 AGM will demand, pursuant to Article 66 of the Articles of Association, that all resolutions set out in the notice of the 2022 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 2022 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 2022 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 2022 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 2022 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 2021 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 2022 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 2022 up to the Latest Practicable Date, were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	4.200	3.480
May	4.010	3.650
June	4.090	3.500
July	3.990	3.620
August	4.000	2.970
September	3.280	2.870
October	4.600	2.930
November	4.440	3.900
December	4.350	3.400
2022		
January	3.990	3.420
February	3.750	3.200
March	3.650	3.240
April (up to the Latest Practicable Date)	3.580	3.300

The biographical details of the Retiring Directors proposed to be re-elected at the 2022 AGM are set out below:

Mr CHEN Yu, aged 58, has been appointed as an Executive Director, the General Manager, and a member of the Executive Committee and the Remuneration Committee of the Company since September 2018.

Mr CHEN holds a Bachelor degree in Water Resources and Hydropower Engineering from Department of Civil Engineering and Architecture of Fuzhou University. He is a Senior Economist in Mainland China. He has extensive experience in financial technology, capital operations and financing re-guarantee.

Mr CHEN is currently the chairman of the board of directors of Min Xin Insurance Company Limited and Fujian Minxin Investments Co., Ltd. and a director of certain subsidiaries of the Company. He is also the chairman and the general manager of Vigour Fine Company Limited, which is the controlling shareholder of the Company, and a director of Samba Limited, which is a substantial shareholder of the Company.

Mr CHEN joined the Company as the Executive Deputy General Manager in August 2018. He successively served as a staff member of the Investment Department and the Sales Department, the deputy manager of the Sales and Credit Department, the manager of the Business Development Department, and the section chief of the Asset Preservation Department in Fujian Branch of China Construction Bank from July 1985 to April 2000. He successively served as the deputy general manager of the Private Business Department, the principal of the Credit Management Department and the deputy general manager of the Office Management Department of Fuzhou Branch of China Everbright Bank from April 2000 to July 2004. He was the general manager of Gulou Sub-branch, Fuzhou Branch of China Everbright Bank from July 2004 to April 2007. He worked in Fujian Rural Credit Union from April 2007 to February 2018, and successively served as the deputy director of the Technology Department from April 2007 to December 2007, the director of the Technology Department and the general manager of the Technology Service Center from February 2008 to September 2009, the director of Technology Department, the general manager of Technology Service Center and the director of Ningde Office from September 2009 to June 2011, the director of the Technology Department and the general manager of the Technology Service Center from June 2011 to February 2015, the general manager of the Technology Department (Technology Service Center) and the Innovation Development Department from February 2015 to February 2018. He was the general manager from February 2018 to August 2018 and the chairman of the board of directors and the legal representative from February 2018 to November 2019 of 福建省閩投融資再擔保有限責任公司 (Fujian Provincial Mintou Financing Re-guarantee Company Limited *, 前稱福建省中小企業信用再擔保有限責任公司). He was also the chairman of the board of directors and the legal representative of 福建省農業融資擔保有限公司 (Fujian Provincial Agricultural Financing Guarantee Company Limited*, 前稱福建省農業信貸擔保有限公司) from February 2018 to September 2018.

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 and a basic salary of HK\$1,355,000 and discretionary bonus for acting as a General Manager of the Company respectively, 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 2021, the director's remuneration and emoluments of Mr CHEN for acting as an Executive Director and a General Manager of the Company were HK\$60,000 and HK\$2,163,643 respectively.

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 IP Kai Ming, aged 70, has been appointed as an Independent Non-executive Director of the Company since July 1998. He is the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Mr IP has a Master of Science degree in Corporate Governance and Directorship from the Hong Kong Baptist University. Mr IP is currently the guest senior lecturer of Xiamen International Bank Co., Ltd. and the senior advisor to the board of directors of Luso International Banking Limited. He is a fellow member of both the Hong Kong Institute of Bankers and the Hong Kong Institute of Directors, and has over 40 years' extensive experience in banking and finance. He is also a director of the Macao Chamber of Commerce. He was the chairman of the Supervisory Board of Xiamen International Bank Co., Ltd. from 2013 to 2021.

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

At the Latest Practicable Date, Mr IP has a personal interest in 865,800 Shares within the meaning of Part XV of the SFO.

There is no service contract entered into between the Company and Mr IP. 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\$250,000 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 IP that need to be brought to the attention of the Shareholders.

Mr LEUNG Chong Shun, aged 56, has been appointed as an Independent Non-executive Director and a member of the Audit Committee, the Nomination Committee and the Remuneration Committee of the Company since May 2018.

Mr LEUNG graduated from the University of Hong Kong in 1988 and obtained a Bachelor's degree in laws with honors. He is qualified as a solicitor in Hong Kong and England and a China Appointed Attesting Officer appointed by the Ministry of Justice of the PRC. He is currently a partner of Woo Kwan Lee & Lo and has been a practicing solicitor in Hong Kong since 1991. He was the chief representative of Woo Kwan Lee & Lo Beijing Office.

Mr LEUNG has accumulated extensive experience in corporate finance, mergers and acquisitions and commercial law and has been involved in various listing and acquisition transactions of Chinese H Share companies and red chip companies. He is currently an independent non-executive director of SSY Group Limited (Stock code: 2005), China Coal Energy Company Limited (Stock code: 1898) and China Medical System Holdings Limited (Stock code: 867). All the companies are listed on the Main Board of the Stock Exchange.

Mr LEUNG was an independent non-executive director of China Communications Construction Company Limited (Stock code: 1800) from January 2011 to November 2017 and China National Materials Company Limited (Stock code: 1893) from July 2007 to May 2018, respectively. Both of the companies are listed on the Main Board of the Stock Exchange.

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

At the Latest Practicable Date, Mr LEUNG 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 LEUNG. 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\$250,000 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 LEUNG 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 Tuesday, 28 June 2022 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 2021.
2. To declare a final dividend for the year ended 31 December 2021.
3. (a) To re-elect Mr CHEN Yu as an Executive Director of the Company.
(b) To re-elect Mr LEUNG Chong Shun as an Independent Non-executive Director of the Company.
4. To re-elect Mr IP Kai Ming as an Independent Non-executive Director of the Company.
5. To authorise the Board to fix directors’ remuneration.
6. 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:

7. **“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.”

8. **“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).”

9. “**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. 8 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. 7 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
TSE Ching Wah
Company Secretary

Hong Kong, 25 April 2022

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. **In light of the continuing risks posed by the coronavirus pandemic, the Company strongly recommends the shareholders to appoint the chairman of the above meeting as his/her proxy to vote on the resolutions as they have indicated in their proxy forms on their behalf, instead of attending the above meeting in person.**
- (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 Wednesday, 22 June 2022 to Tuesday, 28 June 2022, (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 Tuesday, 21 June 2022.
- (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 2021 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, 5 July 2022 to Thursday, 7 July 2022, (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, 4 July 2022.
- (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 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) In view of the ongoing coronavirus pandemic and recent requirements for prevention and control of its spread, the Company will implement certain preventive measures at the above meeting, the details of which are set out under "Precautionary Measures for the 2022 AGM" on page 1 of the circular of the Company dated 25 April 2022, to safeguard the health and safety of the attending shareholders of the Company, staff and other stakeholders.
- (9) Due to the constantly evolving coronavirus pandemic situation in Hong Kong, the Company may be required to change the arrangements of the above meeting at short notice. Shareholders should check any future announcement(s) which may be published by the Company.
- (10) The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.