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(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3828)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Ming Fai International Holdings Limited (the “**Company**”) will be held at Unit D3, 8/F, TML Tower, No. 3 Hoi Shing Road, Tsuen Wan, New Territories, Hong Kong on 3 November 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution of the Company (unless otherwise defined, capitalized terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 14 October 2016):

ORDINARY RESOLUTION

“**THAT** the terms and conditions of the Sale and Purchase Agreement in relation to the sale and purchase of all the Sale Shares and Sale Loan of CPL between East Pearl Assets Limited as Vendor and Target Insurance Company, Limited as Purchaser dated 29 August 2016 and the transactions contemplated thereunder be and are hereby approved and the execution of the Sale and Purchase Agreement by a Director be and is hereby approved, confirmed and ratified in all respects; and the Directors (or any one of them) be and is/are hereby authorized to do such acts or things and execute such documents (and, where necessary, to affix the seal of the Company in accordance with the articles of association of the Company) which in his/their opinion may be necessary, desirable or expedient to carry out or to give effect to the Sale and Purchase Agreement and the transactions contemplated under the Sale and Purchase Agreement and to agree to such variations, amendments, supplements or waivers of matters relating thereto as are, in the opinion of the Directors, in the interest of the Company.”

By Order of the Board

KEUNG Kwok Hung

Executive Director and Company Secretary

Hong Kong, 14 October 2016

* For identification purpose only

*Head office and principal place
of business in Hong Kong:*
Unit D3, 8/F, TML Tower
No. 3 Hoi Shing Road
Tsuen Wan, New Territories
Hong Kong

Registered Office:
P.O. Box 309GT
Ugland House
South Church Street
George Town, Grand Cayman
Cayman Islands

Notes:

- (1) A form of proxy for use at the EGM or any adjournment thereof is enclosed.
- (2) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.
- (4) In case of joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (5) As at the date of this notice, the Board comprises Mr. CHING Chi Fai, Mr. CHING Chi Keung, Mr. LIU Zigang, Mr. CHING Tsun Wah and Mr. KEUNG Kwok Hung as executive Directors; Ms. CHAN Yim Ching as non-executive Director and Mr. HUNG Kam Hung Allan, Mr. MA Chun Fung Horace, Mr. NG Bo Kwong and Mr. SUN Yung Tson Eric as independent non-executive Directors.