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MINTH GROUP LIMITED

敏實集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

**PROPOSED EXTENSION OF THE VALIDITY PERIOD
OF THE SPECIFIC MANDATE AND THE AUTHORISATION IN
RELATION TO THE RMB SHARE ISSUE**

Reference is made to the Company's announcements dated 1 December 2020, 4 March 2021 and 14 April 2021 and the Company's circular dated 19 March 2021 (the "Circular") in relation to, among others, the RMB Share Issue. Unless otherwise defined, the terms used in this announcement shall have the same meanings as those defined in the Circular.

Progress of the RMB Share Issue

On 1 December 2020, the Board approved a preliminary proposal of the RMB Share Issue. On 4 March 2021, the Board further approved the RMB Share Issue, the Specific Mandate and other related matters. Resolutions in relation to the RMB Share Issue were considered and passed by the Shareholders at the Previous EGM.

On 29 June 2021, the Company received a notice of acceptance confirming acceptance of the Company's application materials in respect of the RMB Share Issue issued by the Shanghai Stock Exchange. As at the date of this announcement, the Company is awaiting for comments from the Shanghai Stock Exchange on our latest submission made on 24 October 2021 and the updated financial information provided on 30 December 2021.

To the knowledge of the Directors, the Company's application for the RMB Share Issue is being reviewed by the Shanghai Stock Exchange and a meeting of the Listing Committee for the Sci-Tech Board to review the Company's application has not been scheduled yet. If the Company's application is reviewed and approved by the Listing Committee, the Company will then submit an application for registration to CSRC for its approval.

In addition to the approval of registration by CSRC, the RMB Share Issue will also be subject to the following:

- (a) CSRC and the Shanghai Stock Exchange may raise additional inquiries in relation to and/or impose additional requirements for the RMB Share Issue based on the latest market environment and policies. If this happens, the Company will have to provide supplemental information and/or comply with additional requirements before the RMB Share Issue can proceed.
- (b) After the approval by CSRC, the Company will have to secure a sufficient number of subscriptions at the time of offering and complete the offering within a validity period (usually within 12 months after the approval by CSRC).

The Company has been carrying out and will continue to carry out the plan for the RMB Share Issue in a proactive manner. The Company will make further announcements on material updates and progress in relation to the RMB Share Issue as and when appropriate in accordance with the Listing Rules and applicable laws.

Proposed Extension of the Validity Period of the Specific Mandate and the Authorisation

Resolutions in relation to the Specific Mandate and the authorisation of the Board to exercise full powers to deal with matters in relation to the RMB Share Issue (the “**Authorisation**”) were considered and passed at the EGM convened on 14 April 2021 by the Company. Validity period of the Specific Mandate and the Authorisation is 12 months from the date on which the resolutions were passed at the EGM (the “**Validity Period**”) and thus the validity period will expire on 14 April 2022.

Given that the application for the RMB Share Issue is still in progress and will not be completed before 14 April 2022, the Board proposes to extend the Validity Period by 12 months to 13 April 2023 (the “**Extended Validity Period**”). Save for the Extended Validity Period, all other contents in respect of the Specific Mandate and the Authorisation as set out in the Circular are still applicable to the RMB Share Issue.

Extraordinary General Meeting and Closure of Register of Members

The Company will convene an extraordinary general meeting on 13 April 2022 to propose for consideration by the Shareholders and seek their approval for the Extended Validity Period. Details of the proposal, together with notice of the extraordinary general meeting will be despatched to the Shareholders as soon as practicable in accordance with the requirements under the Listing Rules and the Articles of Association of the Company.

In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Friday, 8 April 2022 to Wednesday, 13 April 2022 (both days inclusive), during which period no transfer of Shares of the Company will be effected. To be eligible to attend and vote at the EGM, all transfer documents must be lodged with the Company’s Hong Kong share registrar,

Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17 Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for Shareholders no later than 4:30 p.m. on Thursday, 7 April 2022.

Shareholders and potential investors should note that the RMB Share Issue is still subject to the Regulatory Approvals and thus the RMB Share Issue may or may not be proceeded with. There is no assurance that the RMB Share Issue will materialise or as to when it may materialise. Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is for information purpose only and does not constitute any invitation or offer to acquire, purchase or subscribe for any shares of the Company.

By Order of the Board
Mint Group Limited
Wei Ching Lien
Chairperson

Hong Kong, 23 March 2022

As at the date of this announcement, the Board comprises Ms. Wei Ching Lien, Mr. Chen Bin Bo and Ms. Chin Chien Ya, being executive Directors; and Dr. Wang Ching, Mr. Wu Tak Lung and Professor Chen Quan Shi being independent non-executive Directors.