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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 Minth Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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 AND NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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A letter from the Board is set out on pages 3 to 9 of this circular.

The notice convening the EGM to be held at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the PRC on Wednesday, 13 April 2022 at 10:00 a.m. is contained in this circular. Shareholders are advised to read the notice and to complete and return the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon.

Whether you are able to attend the EGM or not, please complete and return the enclosed form of proxy to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM in person should you wish. Only Shareholders of record on 13 April 2022 are entitled to attend and vote at the EGM.

In light of the outbreak of the coronavirus disease 2019 ("COVID-19") pandemic, to safeguard the health and safety of Shareholders and other participants of the EGM and to prevent the spreading of COVID-19, the Company will implement the following precautionary measures at the EGM including, without limitation:

- (a) compulsory body temperature screening/checks;
- (b) mandatory use of surgical face masks;
- (c) mandatory health declaration — anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the EGM ("recent travel history"), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM;
- (d) appropriate distancing and spacing will be maintained and as such, the Company may arrange for Shareholders to join the meeting in separate rooms with technical facilities to enable Shareholders to communicate simultaneously as may be necessary to avoid over-crowding and to comply with any social distancing requirements as may be imposed by any government authority; and
- (e) no refreshment or drinks will be provided at the EGM.

For the health and safety of Shareholders, the Company encourages Shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

#### **Online participation**

In addition to the physical meeting, to facilitate participation in the EGM by the Shareholders who cannot attend the EGM in person, Shareholders or their duly appointed proxies or corporate representatives may view and listen to the EGM through a live webcast of the EGM. Please refer to the "PRECAUTIONARY MEASURES AND ONLINE PARTICIPATION FOR THE EXTRAORDINARY GENERAL MEETING" on pages i to iii of this circular for more details.

28 March 2022

In light of the outbreak of the COVID-19 pandemic and in compliance with social distancing, personal and environmental hygiene, on the prevention of COVID-19, to safeguard the health and safety of Shareholders and other participants who might be attending the EGM in person, the Company will implement the following precautionary measures at the EGM:

1. There will be compulsory temperature screening/checks for all attendees at the EGM venue at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the PRC. Any person with a body temperature above the usual body range, or is exhibiting flu-like symptoms may be denied entry into the EGM venue and be requested to leave the EGM venue.
2. Every attendee will be required to wear a surgical face mask before they are permitted to attend and throughout the EGM. All attendees are advised to sit at an appropriate distance from other attendees. Please note that no masks will be provided at the EGM venue and attendees should bring and wear their own masks.
3. Attendees may be asked if (i) he/she has travelled overseas within 14 days immediately before the EGM (“**recent travel history**”); (ii) he/she is subject to any quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the EGM venue or be required to promptly leave the EGM venue. Anyone who has recent travel history, is subject to quarantine, or has any flu-like symptoms or close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM.
4. No refreshments or drinks will be provided to attendees at the EGM.

Voting by proxy in advance of the EGM: In light of the continuing risks posed by the COVID-19 pandemic, for the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the EGM by appointing the Chairman of the EGM as their proxy instead of attending the EGM in person. Physical attendance is not necessary for the purpose of exercising shareholder rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they subsequently so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

The deadline to submit completed forms of proxy is Monday, 11 April 2022 at 10:00 a.m. Completed forms of proxy must be returned to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

Shareholders are strongly encouraged to cast their votes by submitting a form of proxy and appointing the Chairman of the EGM as their proxy.

Attendees are requested to observe and practise good personal hygiene at the times at the EGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue so as to ensure the health and safety of the attendees at the EGM.

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate. Shareholders should check the Company's website at [www.minthgroup.com](http://www.minthgroup.com) for future announcements and updates on the EGM arrangements.

Appointment of proxy by non-registered Shareholders: non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

### **Online participation**

In addition to the physical meeting, to facilitate participation in the EGM by the Shareholders who cannot attend the EGM in person, Shareholders or their duly appointed proxies or corporate representatives may view and listen to the EGM through a live webcast of the EGM which can be accessed via (<http://meetings.computershare.com/MGPH-2022EGM>) on a smartphone, computer, tablet device or other browser enabled device, and submit questions in near real-time through functions to be offered by such online platform. Please follow the instructions on the landing page on how to access the webcast. The online platform will be opened for registered Shareholders and non-registered Shareholders to log in approximately 30 minutes prior to the commencement of the EGM. Shareholders will be able to access the live webcast at the beginning of the EGM until its conclusion.

However, in accordance with the Articles of Association, if a Shareholder participates in the EGM online only (i.e. neither the Shareholder nor its proxy attends the EGM physically and votes), the Shareholder will not be counted as quorum and his/her/its vote will not be counted. Where the Shareholder will not be attending the EGM in person but wishes to vote, please refer to the vote by proxy arrangement referred to above.

### ***Login details***

Details regarding the EGM arrangements including login details to access the online platform are included in the Company's notification letter to registered Shareholders sent together with this circular.

Non-registered Shareholders who wish to attend the EGM online should (1) contact and instruct their banks, brokers, custodians, nominees or the Hong Kong Securities Clearing Company Limited through which their shares are held (together, the “**Intermediary**”) to appoint themselves as proxy to attend the EGM online and (2) provide their e-mail address to their Intermediary at least 5 business days before the date of EGM (i.e. by 6 April 2022). Details regarding the EGM arrangements including login details to access the online platform will be sent at least 2 business days before the date of EGM (i.e. by 11 April 2022) by the Company’s Hong Kong share registrar to the e-mail addresses of the non-registered Shareholders provided by the Intermediary.

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the EGM and do not disclose them to anyone else.

If Shareholders have any questions relating to the EGM, please contact the Company’s Hong Kong share registrar as follows:

Computershare Hong Kong Investor Services Limited  
17M Floor, Hopewell Centre  
183 Queen’s Road East  
Wanchai, Hong Kong  
Telephone: + 852 2862 8555  
Facsimile: + 852 2865 0990  
Email: [hkinfo@computershare.com.hk](mailto:hkinfo@computershare.com.hk)

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Authorisation”	the authorisation of the Board to exercise full powers to deal with matters in relation to the RMB Share Issue, which was considered and approved by the Shareholders at the Previous EGM
“Board”	the board of Directors of the Company
“Company”	Minth Group Limited (敏實集團有限公司), a limited liability company incorporated in the Cayman Islands
“CSDC”	China Securities Depository and Clearing Corporation Limited
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the proposed extension of the validity period of the Specific Mandate and the Authorisation
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Shares”	the existing ordinary Shares which are listed on the Hong Kong Stock Exchange
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Intermediary”	has the meaning ascribed to it in the section titled “Precautionary Measures and Online Participation for the Extraordinary General Meeting”
“Latest Practicable Date”	24 March 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended from time to time)

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## DEFINITIONS

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“PRC”	the People’s Republic of China, for the purpose of this circular and for geographical reference only, excludes Hong Kong, Macau Special Administrative Region of the PRC, and Taiwan
“Previous Circular”	a circular dated 19 March 2021 in respect of the Previous EGM issued by the Company
“Previous EGM”	an extraordinary general meeting convened on 14 April 2021 by the Company
“Regulatory Approvals”	the approvals or decisions from the relevant regulatory authorities and governmental departments in the PRC and Hong Kong (including but not limited to the CSRC, the Hong Kong Stock Exchange, the Shanghai Stock Exchange and the CSDC)
“RMB”	Renminbi, the lawful currency of the PRC
“RMB Shares”	the ordinary Shares to be subscribed for in RMB by target subscribers in the PRC, to be listed on the Sci-Tech Board and traded in RMB
“RMB Share Issue”	the Company’s proposed issue of no more than 204,670,588 Shares, which will be listed on the Sci-Tech Board
“Sci-Tech Board”	the Science and Technology Innovation Board of the Shanghai Stock Exchange
“Sci-Tech Board Listing Rules”	the Rules Governing the Listing of Securities at the Science and Technology Innovation Board of the Shanghai Stock Exchange (《上海證券交易所科創板股票上市規則》)
“Shanghai Stock Exchange”	the Shanghai Stock Exchange
“Shareholders”	the holders of the Shares of the Company
“Shares”	the ordinary shares in the share capital of the Company with par value of HK\$0.10 each
“Specific Mandate”	a specific mandate to allot and issue RMB Shares pursuant to the RMB Share Issue, which was considered and approved by the Shareholders at the Previous EGM
“%”	per cent



**MINTH GROUP LIMITED**

**敏實集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 425)**

*Executive Directors:*

Wei Ching Lien (*Chairperson*)  
Chen Bin Bo (*Chief Executive Officer*)  
Chin Chien Ya

*Independent non-executive Directors:*

Wang Ching  
Wu Tak Lung  
Chen Quan Shi

*Registered Office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Room 904, 9/F,  
Island Place Tower  
No. 510 King's Road  
North Point,  
Hong Kong

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED EXTENSION OF THE VALIDITY PERIOD  
OF THE SPECIFIC MANDATE AND THE AUTHORISATION  
AND  
NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**I. INTRODUCTION**

Reference is made to the Company's announcements dated 1 December 2020, 4 March 2021, 14 April 2021 and 23 March 2022 and the Previous Circular in relation to, among others, the RMB Share Issue.

The purpose of this circular is to provide you with details of the resolutions proposed to be considered and approved by you at the EGM and provide relevant information to enable you to make an informed decision on whether to vote for or against or abstain from voting at these resolutions. Such resolutions and information are set out in this letter from the Board.

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## LETTER FROM THE BOARD

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### II. MATTERS TO BE RESOLVED AT THE EGM

#### 1. Resolution on the extension of the validity period of the Specific Mandate

An ordinary resolution numbered 1 in the Previous Circular in relation to the Specific Mandate was considered and passed at the Previous EGM. Validity period of the Specific Mandate is 12 months from the date on which the resolution was passed at the Previous EGM 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 by 14 April 2022, an ordinary resolution will be proposed at the EGM to approve an extension of the validity period of the Specific Mandate by 12 months to 13 April 2023.

Save for the extension of validity period, all other contents of the ordinary resolution numbered 1 in respect of the Specific Mandate as set out in the Previous Circular remain unchanged and valid. Such contents (with the exception of updated information relating to the extension of the validity period of the Specific Mandate and the Authorisation) are reproduced in Appendix I of this circular for the Shareholders' reference.

#### 2. Resolution on the extension of the validity period of the Authorisation

An ordinary resolution numbered 2 in the Previous Circular in relation to the Authorisation was considered and passed at the Previous EGM. Validity period of the Authorisation is 12 months from the date on which the resolutions was passed at the Previous EGM 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 by 14 April 2022, an ordinary resolution will be proposed at the EGM to approve an extension of the validity period of the Authorisation by 12 months to 13 April 2023.

Save for the extension of validity period, all other contents of the ordinary resolution numbered 2 in respect of the Authorisation as set out in the Previous Circular remain unchanged and valid. Such contents (with the exception of updated information relating to the extension of the validity period of the Specific Mandate and the Authorisation) are reproduced in Appendix I of this circular for the Shareholders' reference.

### III. 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.

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## LETTER FROM THE BOARD

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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 Latest Practicable Date, 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.

#### **IV. REASONS FOR AND BENEFITS OF THE RMB SHARE ISSUE AND PROPOSED EXTENSION OF THE VALIDITY PERIOD OF THE SPECIFIC MANDATE AND THE AUTHORISATION**

The Board considers that the RMB Share Issue will enable the Company to access the PRC capital market by way of equity financing and improve its capital structure while maintaining its international development strategy. The Board considers that the proposed RMB Share Issue will enhance the corporate image of the Company, broaden the Company's fund raising channels, improve the Company's capital structure, and further strengthen the financial position of the Group and provide working capital to the Group.

On the above basis, the Board considers that the RMB Share Issue and the extension of the validity period of the Specific Mandate and the Authorisation are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and are beneficial to the sustainable development of the Company.

## LETTER FROM THE BOARD

### V. OTHER INFORMATION

#### 1. Impact of the RMB Share Issue on the shareholding structure of the Company

For reference and illustration purposes only, assuming that the initial issue size is 177,974,425 RMB Shares and the over-allotment option is 15% of the initial issue size (i.e. 26,696,163 RMB Shares) which in aggregate amounts to the maximum number of 204,670,588 RMB Shares which could be issued pursuant to the RMB Share Issue, and all are issued to public investors and there are no changes in the share capital of the Company prior to the completion of the RMB Share Issue, the shareholding structure of the Company as at the Latest Practicable Date and immediately after the completion of the RMB Share Issue are set out as follows:

	As at the Latest Practicable Date		Immediately after the completion of the RMB Share Issue (Note 2)		Immediately after the completion of the RMB Share Issue (assuming the initial issue size is 177,974,425 RMB Shares and the over-allotment option of 15% of the initial issue size is exercised in full) (Note 2)	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
RMB Shares to be issued under the proposed RMB Share Issue	—	—	177,974,425	13.28%	204,670,588	14.98%
Hong Kong Shares Substantial Shareholder — Minth Holdings Limited (Note 1)	450,072,000	38.74%	450,072,000	33.59%	450,072,000	32.94%
Public	<u>711,763,799</u>	<u>61.26%</u>	<u>711,763,799</u>	<u>53.13%</u>	<u>711,763,799</u>	<u>52.09%</u>
Total:	<u>1,161,835,799</u>	<u>100.00%</u>	<u>1,339,810,224</u>	<u>100.00%</u>	<u>1,366,506,387</u>	<u>100.00%</u>

*Notes:*

- As at the Latest Practicable Date, Minth Holdings Limited was beneficially interested in 450,072,000 Shares. Minth Holdings Limited is wholly-owned by Mr. Chin Jong Hwa and Mr. Chin is therefore deemed to be interested in the entire 450,072,000 Shares held by Minth Holdings Limited. Since Ms. Wei Ching Lien is the spouse of Mr. Chin, Ms. Wei Ching Lien is deemed to be interested in the 450,072,000 Shares in which Mr. Chin is deemed to be interested.
- Regardless of whether the over-allotment option is exercised in full, partially or not being exercised at all, the maximum number of RMB Shares to be issued under the RMB Share Issue (including the RMB Shares to be issued pursuant to the exercise of an over-allotment option, if any) will still be 204,670,588 RMB Shares. For the avoidance of doubt, given the overall cap

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## LETTER FROM THE BOARD

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on the total number of RMB Shares to be issued pursuant to the RMB Share Issue is 204,670,588, subject to market conditions the Board may decide not to have any over-allotment option and determine all 204,670,588 RMB Shares shall be issued under the initial offer of the RMB Share Issue.

As at the Latest Practicable Date, according to the information publicly available to the Company, the public held no less than approximately 61.26% of the Shares issued by the Company. Assuming that the 204,670,588 RMB Shares under the RMB Share Issue are issued to persons who are not connected persons of the Company, the percentage of RMB Shares held by the public with respect to the total number of Shares after the issuance is expected to be approximately 14.98%, the percentage of Hong Kong Shares held by the public with respect to the total number of Shares after the issuance is expected to be approximately 52.09% and the percentage of Shares (both RMB Shares and Hong Kong Shares in aggregate) held by the public with respect to the total number of Shares after the issuance is expected to be approximately 67.07%.

As at the Latest Practicable Date, the Company had not entered or proposed to enter into any agreement in relation to subscription of RMB Shares with any connected persons of the Company.

### **2. Directors' responsibility statement**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## **VI. THE EGM AND VOTING METHOD**

The notice convening the EGM to be held at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the PRC on Wednesday, 13 April 2022 at 10:00 a.m. is contained in this circular. Shareholders are advised to read the notice and to complete and return the enclosed form of proxy for use at the EGM in accordance with the instructions printed thereon.

Whether you are able to attend the EGM or not, please complete and return the enclosed form of proxy to the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. The completion and delivery of a form of proxy will not preclude you from attending and voting at the EGM in person should you wish and in such event, the proxy shall be deemed to be revoked. Only Shareholders of record on 13 April 2022 are entitled to attend and vote at the EGM.

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## LETTER FROM THE BOARD

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Pursuant to rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions set out in the notice of the EGM shall be voted by poll. Votes may be given either personally or by proxy. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders has any material interest in the RMB Share Issue and no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the RMB Share Issue.

### **Online participation**

In addition to the physical meeting, to facilitate participation in the EGM by the Shareholders who cannot attend the EGM in person, Shareholders or their duly appointed proxies or corporate representatives may view and listen to the EGM through a live webcast of the EGM which can be accessed via (<http://meetings.computershare.com/MGPH-2022EGM>) on a smartphone, computer, tablet device or other browser enabled device, and submit questions in near real-time through functions to be offered by such online platform. Please follow the instructions on the landing page on how to access the webcast. The online platform will be opened for registered Shareholders and non-registered Shareholders to log in approximately 30 minutes prior to the commencement of the EGM. Shareholders will be able to access the live webcast at the beginning of the EGM until its conclusion.

However, in accordance with the Articles of Association, if a Shareholder participates in the EGM online only (i.e. neither the Shareholder nor its proxy attends the EGM physically and votes), the Shareholder will not be counted as quorum and his/her vote will not be counted. Where the Shareholder will not be attending the EGM in person but wishes to vote, please refer to the vote by proxy arrangement referred to above.

### ***Login details***

Details regarding the EGM arrangements including login details to access the online platform are included in the Company's notification letter to registered Shareholders sent together with this circular.

Non-registered Shareholders who wish to attend the EGM online should (1) contact and instruct their banks, brokers, custodians, nominees or the Hong Kong Securities Clearing Company Limited through which their shares are held to appoint themselves as proxy to attend the EGM online and (2) provide their e-mail address to their Intermediary at least 5 business days before the date of EGM (i.e. by 6 April 2022). Details regarding the EGM arrangements including login details to access the online platform will be sent at least 2 business days before the date of EGM (i.e. by 11 April 2022) by the Company's Hong Kong share registrar to the e-mail addresses of the non-registered Shareholders provided by the Intermediary.

Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the EGM and do not disclose them to anyone else.

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## LETTER FROM THE BOARD

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### VII. CLOSURE OF REGISTER OF MEMBERS

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.

### VIII. RECOMMENDATIONS

The Board considers that the extension of the validity period of the Specific Mandate and the Authorisation are in the best interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of all resolutions at the EGM.

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

Details of the proposed RMB Share Issue and updated information relating to the extension of the validity period of the Specific Mandate and the Authorisation are set out as follows.

- (a) Class of RMB Shares : Ordinary shares to be subscribed for in RMB by the target subscribers (as stated below), to be listed on the Sci-Tech Board and traded in RMB. The RMB Shares and the Hong Kong Shares are of the same class.
- (b) Status of RMB Shares : The RMB Shares will rank *pari passu* with the existing Hong Kong Shares which are listed on the Hong Kong Stock Exchange with the same par value (HK\$0.10 each) and the same rights to voting, dividend and return of assets.
- (c) Number of RMB Shares to be issued : It is proposed that the initial number of RMB Shares to be issued (including the RMB Shares to be issued pursuant to the exercise of an over-allotment option if any) will not exceed 204,670,588 RMB Shares, representing no more than 15% of the total number of issued Shares as at 4 March 2021 as enlarged by the number of RMB Shares hereby proposed to be issued. The RMB Shares will all be new Shares, and there will be no conversion of the existing Shares. In terms of the number of RMB Shares to be issued under the over-allotment option, it will be up to 15% on top of the initial size of the issue of RMB Shares but subject always to the overall maximum number of RMB Shares to be issued shall not exceed 204,670,588.

For the avoidance of doubt, given the overall cap on the total number of RMB Shares to be issued pursuant to the RMB Share Issue is 204,670,588, subject to market conditions the Board may decide not to have any over-allotment option and determine all 204,670,588 RMB Shares shall be issued under the initial offer of the RMB Share Issue.

The final issue size of the RMB Shares (including the initial issue size and the size of the over-allotment option, if any) shall be negotiated and determined by the Board as authorised by the general meeting of the Company, together with the sponsors and the underwriters subject to communication with the relevant securities regulatory authorities and market conditions. The number of RMB Shares to be issued will be adjusted if there are any stock dividend or conversion of capital reserve into share capital of the Company prior to the proposed RMB Share Issue.

- (d) Target subscribers : Qualified off-line investors as well as natural persons, legal persons, other institutional investors (except persons prohibited by PRC laws and regulations, rules and regulatory requirements) and such other target subscribers meeting the relevant qualification requirements of the CSRC, who maintain stock accounts with the Shanghai Stock Exchange. If any of the aforesaid target subscribers of the RMB Share Issue are connected persons of the Company, the Company will take reasonable measures to comply with the requirements of relevant regulatory authorities.
- (e) Method of issuance : The Company will adopt a combination of off-line placement and on-line subscription, or such other methods of issuance as approved by the relevant securities regulatory authorities in the PRC.
- (f) Method of pricing : Upon passing the resolutions at the EGM, the Shareholders will authorise the Board to work with the underwriters to (i) determine the price range through marketing and preliminary price enquiries with potential investors; and (ii) finalise the offer price in accordance with the relevant laws and regulations and the rules of relevant securities regulatory authorities in the PRC.

To ensure the offer price is in the interests of the Company and the Shareholders as a whole, the Board and the underwriters will take into account (i) the operational and financial conditions of the Company; (ii) the average price-to-earning ratio of the automobile parts and related industries in the secondary market; (iii) the trading prices of the Hong Kong Shares on the Stock Exchange; (iv) the market conditions of the PRC stock markets; and (v) the applicable laws and regulations, when determining the final offer price.

In accordance with Cayman Islands laws, a share shall not be issued at a price below its par value. As the par value of the RMB Shares to be issued by the Company is HK\$0.10 each, the offer price of the RMB Shares shall not be lower than HK\$0.10 per RMB Share. Save for the above, there is no requirement on the minimum offer price of the RMB Shares.

- (g) Sponsor and underwriter : Huatai United Securities Co., Ltd.
- (h) Method of underwriting : Standby underwriting by the syndicate organised by the underwriters
- (i) Use of proceeds : After deducting the issuance expenses, the proceeds of the RMB Share Issue are intended to be used for development of the Company's principal business. The Company plans to invest the funds raised from the RMB Share Issue in the following priority: expansion of product offering, production capacity of new products, R&D investment, acquisition projects, and replenishment of working capital. For further details, please refer to the sub-paragraph headed "6. Resolution on the use of proceeds from the RMB Share Issue" in the Letter from the Board in the Previous Circular.

If the actual funds raised from the RMB Share Issue exceed the actual fund required for the intended use of proceeds set out above, the Company will apply the surplus to the principal business and business development of the Company upon going through the necessary procedures in accordance with the relevant requirements. If the actual proceeds raised from the RMB Share Issue is insufficient for the above purposes, the Company will make up the shortfall with its own funds.

Prior to receiving the proceeds from the RMB Share Issue, the Company may support the relevant projects as stated in the sub-paragraph headed "6. Resolution on the use of proceeds from the RMB Share Issue" with its own funds based on the actual progress of such projects. Upon receiving the proceeds, the Company will use such proceeds to reimburse the funds previously committed and then to cover for the outstanding investments needed for the above projects by the Group and to settle the remaining payment.

- (j) Distribution plan of accumulated profits before the issuance : After completion of the RMB Share Issue, the undistributed profits of the Company accumulated before the RMB Share Issue will be available for distribution to all the Shareholders, including the holders of RMB Shares and holders of Hong Kong Shares, pro-rated to their respective shareholding.

The Company expects that declared dividends will need to be converted into RMB before distribution to the holders of RMB Shares and plans to open a designated account in the PRC for the remittance, conversion and payment of dividend payable to the holders of RMB Shares. The funds will be paid into such designated account, converted to RMB and then distributed to the holders of RMB Shares.

- (k) Place of listing of RMB Shares : The Sci-Tech Board.

- (l) Share registers : The RMB Shares will be registered on a separate register of members kept in the PRC (the “**PRC Register**”) and managed by CSDC, the share registrar of the RMB Shares for the Company. The RMB Shares will not be registered on the existing register of members of the Company maintained in Hong Kong (the “**Hong Kong Register**”).

The Hong Kong Register will continue to be kept in Hong Kong and will not include the details of the holders of RMB Shares.

Computershare Hong Kong Investor Services Limited will continue to serve as the Hong Kong share registrar for the Hong Kong Shares traded on the Hong Kong Stock Exchange.

Due to current PRC legal restrictions, no movement of Shares will be allowed between the Hong Kong Register and the PRC Register.

The RMB Shares will not be able to be moved outside of the PRC for trading in Hong Kong or to the Hong Kong Register.

- (m) Share depositories : The RMB Shares will be deposited with CSDC.
- The Hong Kong Securities Clearing Company Limited (or its nominee or appointee) will continue to serve as the depository of the Hong Kong Shares traded on the Hong Kong Stock Exchange.
- (n) Non-fungibility between the RMB Shares and the Hong Kong Shares : The RMB Shares and the Hong Kong Shares will not be fungible.
- (o) Validity period : The Specific Mandate for the RMB Share Issue is valid for 12 months from the date of approval at the Previous EGM (i.e. 14 April 2021).
- Given that the validity period will expire on 14 April 2022, it is proposed that the validity period to be extended by 12 months to 13 April 2023.

The issue of the RMB Shares pursuant to the RMB Share Issue is conditional upon: (1) the issue taking place within the validity period of the Specific Mandate; and (2) the necessary Regulatory Approval(s) for the RMB Share Issue having been obtained.

The Board may or may not proceed with the RMB Share Issue, depending on a number of factors nearer the time it is making a formal application for listing or, even after the application for listing is made. Such factors would include regulatory requirements, market conditions, the expected offer price of the RMB Shares, the fulfilment of the conditions precedent to the RMB Share Issue as set out above, the Company's actual capital needs and development strategies at the relevant time. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

After the RMB Share Issue and the listing of RMB Shares on the Sci-Tech Board, subject to the Articles of Association and exemptions from competent authorities, the Company will need to comply with laws, rules and regulations in the PRC including but not limited to Securities Law of the People's Republic of China (《中華人民共和國證券法》) (“**PRC Securities Law**”), the Sci-Tech Board Listing Rules and other applicable securities laws of the PRC, the Administrative Measures on Registration of Initial Public Offering of Shares on Sci-Tech Board (Trial Implementation) (《科創板首次公開發行股票註冊管理辦法(試行)》), the Measures on Ongoing Supervision over the Innovative Enterprises after Issuance of Shares or Depository Receipts (Trial Implementation) (《創新企業境內發行股票或存託憑證上市後持續監管實施辦法(試行)》) and Opinions on the Pilot Programs of Innovative Enterprises Issuing Stocks or Depository Receipts in China (《關於開展創新企業境內發行股票或存託憑證試點若干意見》) by the CSRC.

In accordance with relevant laws, regulations and regulatory requirements, as well as the Articles of Association, the proposed scope of authorisation includes without limitation:

- (1) Determine and implement, through negotiation with the underwriters, the specific plan for the RMB Share Issue based on the terms approved at the EGM and pursuant to the relevant requirements of securities regulatory authorities as well as the actual circumstances of the Company, including but not limited to the size of the issue, specific plan for the exercise of the over-allotment option, potential strategic placement (including proportion and investors), method of pricing, method of issuance, method of underwriting, time of issuance, target subscribers, material undertakings to be made by the Company, and stock exchange in the PRC on which the RMB Shares are to be listed; and make corresponding adjustments (including the suspension and termination of the implementation of the plan and the change of stock exchange for listing of the RMB Shares, subject to the relevant requirements under the Listing Rules and Sci-Tech Board Listing Rules) to matters in relation to the specific plan for the RMB Share Issue, save for those matters required to be voted again at a general meeting under the requirements of the relevant laws, regulations, regulatory requirements, and the Articles of Association;
- (2) handle the matters in relation to the application for the RMB Share Issue, including but not limited to registration, filing, or obtaining approval or consent from the relevant governmental departments, domestic and overseas regulatory authorities, the Shanghai Stock Exchange and the CSDC;
- (3) draft, modify, supplement, sign, submit, publish, disclose, execute, suspend and terminate any agreements, contracts, announcement, circular or other documents related to the RMB Share Issue, including but not limited to the prospectus, sponsorship agreements, underwriting agreements, listing agreements and service contracts with intermediary organisations; affix the seal or embossing seal of the Company on relevant documents when necessary; engagement and changing of sponsors, underwriters, law firms, accounting firms and other intermediary organisations involved in the RMB Share Issue; and determining and paying the fees related to the RMB Share Issue;
- (4) make changes to the projects for which the proceeds are to be utilized and the use of proceeds pursuant to the opinion of the domestic and overseas regulatory authorities with respect to the application for, and approval of, the RMB Share Issue as well as the actual circumstances of the Company, including but not limited to the specific uses of (where applicable) the excess proceeds raised as a result of a higher final issue price of the RMB Share Issue and the proceeds raised from the exercise of the over-allotment option, and changes to the progress and proportion of investments of the proceeds utilized in the relevant projects, and to sign the material agreements or contracts in respect of such projects;

- (5) analyse, consider and substantiate the impacts of the RMB Share Issue on the Company's financial indicators and the Shareholders' immediate return in accordance with the requirements under relevant laws and regulations and of the relevant regulatory authorities; revise, enhance and implement relevant measures and policies, and take full responsibility for handling the relevant matters;
- (6) determine the specific account for the proceeds as required prior to the RMB Share Issue; and execute relevant documents;
- (7) modify or amend the relevant terms of the Company's internal management policies (where relevant) in connection with the RMB Share Issue;
- (8) handle the matters in relation to the share registration and settlement at the CSDC upon completion of the RMB Share Issue and in accordance with the undertakings of the Shareholders, including but not limited to the registration of share custody;
- (9) make corresponding adjustments to the RMB Share Issue and related matters pursuant to any new provisions in the regulations or policies in respect of the RMB Share Issue as promulgated by relevant securities regulatory authorities; and
- (10) handle and authorise the delegation of power to the chairman of the Board or the chief executive officer to handle (individually or collectively), any other matters in relation to the RMB Share Issue.

The authorisation is valid for 12 months from the date of approval at the Previous EGM (i.e. 14 April 2021). Given that the validity period will expire on 14 April 2022, it is proposed that the validity period to be extended by 12 months to 13 April 2023.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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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)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Minth Group Limited (the “Company”) will be held at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the PRC on Wednesday, 13 April 2022 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions (with or without modifications). Unless otherwise indicated, capitalised terms used herein shall have the same meanings as ascribed to them in the circular dated 28 March 2022 issued by the Company (the “Circular”).

#### **Ordinary Resolutions**

1. To consider and approve the extension of the validity period of the Specific Mandate (details of which as described in the resolution numbered 1 in the notice of the Previous EGM) by 12 months to 13 April 2023 (further details of the extension as described in sub-paragraph headed “1. Resolution on the extension of the validity period of the Specific Mandate” in the Letter from the Board in the Circular).
2. To consider and approve the extension of the validity period of the Authorization (details of which as described in the resolution numbered 2 in the notice of the Previous EGM) by 12 months to 13 April 2023 (further details of the extension as described in sub-paragraph headed “2. Resolution on the extension of the validity period of the Authorisation” in the Letter from the Board in the Circular).

By Order of the Board  
**Minth Group Limited**  
**Wei Ching Lien**  
*Chairperson*

Hong Kong, 28 March 2022

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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*Principal Place of Business in the PRC:*

No.1, Yazhong Road, Nanhu,  
Jiaxing, ZheJiang Province,  
Postal Code: 314006  
the PRC

*Principal Place of Business in Hong Kong:*

Room 904, 9/F, Island Place Tower  
No. 510 King's Road  
North Point, Hong Kong

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*As at the date of this notice, the Board comprises Ms. Wei Ching Lien (Chairperson), Mr. Chen Bin Bo (Chief Executive Officer) 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.*

**Notes:**

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint a proxy or, if such member is a holder of more than one share, more than one proxy to attend and vote instead of such member. Where a member appoints more than one proxy, the instrument of proxy shall state which proxy is entitled to vote on a poll. A proxy need not be a member of the Company.
2. To be valid, a form of proxy must be delivered to the Company's Hong Kong share registrar, 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 meeting or adjourned meeting (or 24 hours before a poll is taken, if the poll is not taken on the same day as the meeting or adjourned meeting). If a form of proxy is signed under a power of attorney, the power of attorney or other authority relied on to sign it (or an office copy) must be delivered to the Company's Hong Kong share registrar with the form of proxy, except that the power of attorney which has already been registered with the Company need not be so delivered. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof should he so wish and in such event, the proxy shall be deemed to be revoked.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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3. The register of members of the Company will be closed from 8 April 2022 to 13 April 2022 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the EGM, all properly completed transfer forms, accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 7 April 2022. All persons who are registered holders of the Shares on 13 April 2022, the record date for the EGM, will be entitled to attend and vote at the EGM.
4. Shareholders are advised to read the Circular which contains information concerning the resolutions to be proposed at the EGM.
5. The voting at the EGM will be taken by a poll.
6. Please see pages i to iii of the Circular for measures being taken to try to prevent and control the spread of the coronavirus disease 2019 (“**COVID-19**”) pandemic at the Meeting, including:
  - (a) compulsory body temperature screening/checks;
  - (b) mandatory use of surgical face masks;
  - (c) mandatory health declaration — anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the EGM (“**recent travel history**”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the EGM;
  - (d) appropriate distancing and spacing will be maintained and as such, the Company may arrange for Shareholders to join the meeting in separate rooms with technical facilities to enable Shareholders to communicate simultaneously as may be necessary to avoid over-crowding and to comply with any social distancing requirements as may be imposed by any government authority; and
  - (e) no refreshment or drinks will be provided at the EGM.
7. For the health and safety of Shareholders, the Company encourages Shareholders to appoint the Chairman of the EGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the EGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

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## NOTICE OF THE EXTRAORDINARY GENERAL MEETING

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### **Online participation**

8. In addition to the physical meeting, to facilitate participation in the EGM by the Shareholders who cannot attend the EGM in person, Shareholders or their duly appointed proxies or corporate representatives may view and listen to the EGM through a live webcast of the EGM which can be accessed via (<http://meetings.computershare.com/MGPH-2022EGM>) on a smartphone, computer, tablet device or other browser enabled device, and submit questions in near real-time through functions to be offered by such online platform. Please follow the instructions on the landing page on how to access the webcast. The online platform will be opened for registered Shareholders and non-registered Shareholders to log in approximately 30 minutes prior to the commencement of the EGM. Shareholders will be able to access the live webcast at the beginning of the EGM until its conclusion.
9. However, in accordance with the Articles of Association, if a Shareholder participates in the EGM online only (i.e. neither the Shareholder nor its proxy attends the EGM physically and votes), the Shareholder will not be counted as quorum and his/her vote will not be counted. Where the Shareholder will not be attending the EGM in person but wishes to vote, please refer to the vote by proxy arrangement referred to above.

### ***Login details***

10. Details regarding the EGM arrangements including login details to access the online platform are included in the Company's notification letter to registered Shareholders sent together with this circular.
11. Non-registered Shareholders who wish to attend the EGM online should (1) contact and instruct their banks, brokers, custodians, nominees or the Hong Kong Securities Clearing Company Limited through which their shares are held to appoint themselves as proxy to attend the EGM online and (2) provide their e-mail address to their Intermediary at least 5 business days before the date of EGM (i.e. by 6 April 2022). Details regarding the EGM arrangements including login details to access the online platform will be sent at least 2 business days before the date of EGM (i.e. by 11 April 2022) by the Company's Hong Kong share registrar to the e-mail addresses of the non-registered Shareholders provided by the Intermediary.
12. Registered and non-registered Shareholders should note that only one device is allowed per login. Please also keep the login details in safe custody for use at the EGM and do not disclose them to anyone else.