



MINTH GROUP LIMITED

敏實集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be convened at 10:00 a.m. on 13 April 2022, Wednesday at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the People's Republic of China (and at any adjournment thereof)

I/We (note a) _____ of _____ being the registered holder(s) of (note b) _____ shares of HK\$0.10 each of Minth Group Limited (the "Company") hereby appoint the Chairman of the extraordinary general meeting (the "Meeting") of the Company or _____ of _____ to act as my/our proxy (note c) at the Meeting to be held at 10:00 a.m. 13 April 2022, Wednesday at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the People's Republic of China and at any adjournment thereof.

Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those defined in the circular (the "Circular") dated 28 March 2022 issued by the Company relating to, among others, the proposed extension of the validity period of the Specific Mandate and the Authorisation.

I/We wish my/our proxy to vote as indicated below in respect of the resolutions (with or without amendments) to be proposed at the Meeting.

ORDINARY RESOLUTIONS (note d)		FOR	AGAINST
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 Authorisation (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).		

Dated _____

Shareholder's signature (notes e, f, g, h and i) _____

Notes:

- a Full name(s) and address are to be inserted in **CAPITAL LETTERS**.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the extraordinary general meeting (the "Meeting") of the Company or" and insert the name and address of the person appointed as your proxy in the space provided. A member who is the holder of two or more shares may appoint more than one proxy.
- d **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (H) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (H) IN THE RELEVANT BOX BELOW THE BOX MARKED "AGAINST"**. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting and any adjournment thereof if you so wish and in such event, the form appointing a proxy shall be deemed to be revoked.