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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 AMENDMENTS TO
THE ARTICLES OF ASSOCIATION**

This announcement is made by Minth Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) proposes to amend the articles of association of the Company (the “**Articles**”) to, among other things, (i) bring the Articles in alignment with the Core Shareholder Protection Standards set out in Appendix 3 of the Listing Rules (“**Appendix 3**”); (ii) reflect certain updates in relation to the applicable laws of the Cayman Islands and Hong Kong; and (iii) providing for an electronic meeting where shareholders of the Company (“**Shareholders**”) may attend by electronic means in addition to a traditional physical meeting where Shareholders can only attend physically as well as other consequential or housekeeping amendments in line with the major amendments proposed (collectively, the “**Proposed Amendments**”). Accordingly, the Board proposes to adopt an amended and restated articles of association of the Company (the “**Amended and Restated Articles**”) in substitution for, and to the exclusion of, the Articles.

A summary of the major areas of the Proposed Amendments to be incorporated in the Amended and Restated Articles are as follows:

1. to provide that any person appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment;

2. to provide that members in general meeting shall have the power by ordinary resolution to remove any director (which includes a managing or other executive director);
3. to provide that an annual general meeting of the Company shall be held in each financial year and such annual general meeting must be held within 6 months after the end of Company's financial year;
4. to provide that the notice period for annual general meetings and other general meetings shall be not less than twenty-one (21) clear days and fourteen (14) clear days;
5. to provide that all Shareholders must have the right to speak at a general meeting and vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
6. to provide that any one or more Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the voting rights, on a one vote per share basis, of the Company carrying the right of voting at general meetings of the Company, shall at all times have the right, by written requisition to require an extraordinary general meeting to be called by the Board;
7. to specify that the appointment, removal and remuneration of the auditor of the Company shall be approved by Shareholders by ordinary resolution;
8. to provide that the initial period for which registration of transfer of shares may be suspended may be extended for not more than 30 days if approved by the Shareholders by ordinary resolution;
9. to allow all general meetings of the Company (including an annual general meeting, any adjourned or postponed meeting) to be held as physical meetings in any part of the world and at one or more locations, or as hybrid meetings or electronic meetings and to specify the additional details that need to be included in a notice of general meeting;
10. to expressly provide that any Shareholder attending and participating at a meeting convened and held by means of electronic facilities shall be deemed to be present at and counted in the quorum of that meeting;
11. to expressly allow the Board and the chairman of a general meeting to make arrangements for managing the attendance, participation and/or voting in the meeting, including interrupting or adjourning the meeting from time to time (or indefinitely), and imposing appropriate requirements or restrictions to ensure the security and orderly conduct of the meeting;

12. to provide that the chairman of any general meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, and to specify matters that constitute procedural and administrative matters;
13. to provide that the notice to propose a person for election as a director shall be lodged with the Company at least 7 days prior to the date of meeting;
14. to update the circumstances under which a Director may vote on a resolution (and be counted in the quorum) notwithstanding that the Director or any of the Director's close associates is materially interested therein;
15. to provide that the indemnity offered to the current directors, secretary, officer, auditor, liquidator and trustee shall extend to past directors, secretary, officer, auditor, liquidator and trustee;
16. to provide that the financial year of the Company shall end on 31 December in each year unless otherwise determined by the Directors; and
17. to make other housekeeping amendments in line with the Proposed Amendments, to better align with the wordings and reflect certain updates in the applicable laws of the Cayman Islands and Hong Kong including the Listing Rules and Companies Ordinance (Chapter 622 of the laws of Hong Kong).

The Proposed Amendments are subject to the approval of Shareholders by way of a special resolution at the forthcoming annual general meeting (“AGM”) of the Company and, if approved, will become effective upon such approval.

A circular containing, among other things, (i) details of the Proposed Amendments; and (ii) a notice convening the AGM, will be despatched to the Shareholders on 27 April 2023.

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

Hong Kong, 25 April 2023

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