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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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Minth Group Limited (“**Company**”) will be held at 7/F., K11 Atelier, Victoria Dockside, No. 18 Salisbury Road, Tsim Sha Tsui, Hong Kong at 10:00 a.m. on Tuesday, 31 October 2023 for the purpose of considering and, if thought fit, passing the following resolutions (with or without modification). Unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as ascribed to them in the circular dated 29 September 2023 issued by the Company (the “**Circular**”).

SPECIAL RESOLUTIONS

1. “**THAT** the proposed amendments (the “**Amendments Relating to Core Standards**”) to the existing articles of association of the Company (the “**Existing Articles**”) for the purpose of complying with the Core Shareholder Protection Standards (the “**Core Standards**”) under the revised Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the details of which are shown as a comparison against the Existing Articles and shaded in grey as set out in Appendix I to the Circular, be and are hereby approved.”
2. “**THAT** the proposed amendments (the “**Other Amendments**”) to the Existing Articles, the details of which are shown as a comparison against the Existing Articles as set out in Appendix I to the Circular, and for the avoidance of doubt, exclude the Amendments Relating To Core Standards which are shaded in grey, be and are hereby approved.”

3. “**THAT:**

- (a) conditional upon resolution number 1 and/or 2 set out in this notice being passed, the amended and restated articles of association of the Company, which contains the Amendments Relating to Core Standards and/or Other Amendments and a copy of which has been produced to the Meeting and marked “A” and initialled by the chairman of the Meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles with immediate effect after the close of the Meeting; and
- (b) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the adoption of the new articles set out in resolution number 3(a), including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

ORDINARY RESOLUTIONS

4. “**THAT:**

- (a) to appoint Professor Meng Li Qiu as an independent non-executive director of the Company; and
- (b) to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Professor Meng Li Qiu, further details of which are set out in Appendix II of the Circular.

Yours faithfully
For and on behalf of the Board
MINTH GROUP LIMITED
Wei Ching Lien
Chairperson

Hong Kong, 29 September 2023

As of the date of this notice, the Board comprises Ms. Wei Ching Lien, Mr. Ye Guo Qiang and Ms. Zhang Yuxia being executive Directors; Ms. Chin Chien Ya being non-executive Director and Dr. Wang Ching, Professor Chen Quan Shi, Mr. Mok Kwai Pui Bill and Mr. Tatsunobu Sako being independent non-executive Directors.

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a 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 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 above meeting.
3. The transfer books and register of members of the Company will be closed from Thursday, 26 October 2023 to Tuesday, 31 October 2023 (both days inclusive) during which no transfer of Shares will be effected. In order to qualify for attending the extraordinary general meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch register in Hong Kong at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Wednesday, 25 October 2023 for registration.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto and if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the above meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.minthgroup.com and on the website of the Stock Exchange at www.hkexnews.hk to notify the Company's shareholders of the date, time and venue of the rescheduled meeting.