
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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 the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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 however arising from or in reliance upon the whole or any part of the contents of this circular.



MINTH GROUP LIMITED

敏實集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

**PROPOSED GRANT OF GENERAL MANDATE TO
ISSUE AND REPURCHASE SHARES
AND
RETIREMENT, RE-ELECTION
AND
RE-APPOINTMENT OF DIRECTORS
AND
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held at 10:00 a.m. on Friday, 31 May 2024 at 17th Floor, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong is set out on pages 24 to 29 of this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the AGM to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
— Introduction	5
— Proposed General Mandate to Issue Shares	5
— Proposed Repurchase Mandate and Extension Mandate	6
— Retirement, Re-election and Re-appointment of Directors	6
— Terms of Service Contracts and Appointment Letters	8
— Proposed Amendment to the Articles of Association	9
— Annual General Meeting	9
— Closure of Register of Members	10
— Recommendation	10
— General	11
APPENDIX I — EXPLANATORY STATEMENT	12
APPENDIX II — PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND RE-APPOINTMENT AND DIRECTORS' SERVICE CONTRACTS AND/OR APPOINTMENT LETTERS	16
APPENDIX III — PROPOSED AMENDMENTS TO THE EXISTING ARTICLES	19
NOTICE OF ANNUAL GENERAL MEETING	24

DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 10:00 a.m. on Friday, 31 May 2024 at 17th Floor, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong, the notice of which is set out on pages 24 to 29 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company as may be amended and restated from time to time
“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday and Sunday) on which licensed banks are generally open for business in Hong Kong
“CCASS”	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
“Company”	Mint Group Limited 敏實集團有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Articles”	the amended and restated articles of association of the Company currently in effect as at the date of this circular
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with (including any sale or transfer of treasury Shares out of treasury) new Shares up to a maximum of 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	22 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Articles”	the second amended and restated articles of association of the Company set out in Appendix III to this circular (with proposed changes marked up against the Existing Articles) proposed to be adopted by the Shareholders with effect from the passing of the relevant special resolution at the AGM
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares on the Stock Exchange the number of which shall not exceed 10% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution at the Annual General Meeting
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC and as amended from time to time

DEFINITIONS

“treasury Shares” has the meaning ascribed to it under the Listing Rules which will come into effect on 11 June 2024 and as amended from time to time

“%” 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 & Chief Executive Officer)

Ye Guo Qiang

Zhang Yuxia

Non-executive Director:

Chin Chien Ya

Independent Non-executive Directors:

Wang Ching

Chen Quan Shi

Mok Kwai Pui Bill

Tatsunobu Sako

Meng Li Qiu

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

7/F., K11 Atelier

Victoria Dockside

No. 18 Salisbury Road

Tsim Sha Tsui

Kowloon

Hong Kong

29 April 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATE TO
ISSUE AND REPURCHASE SHARES
AND
RETIREMENT, RE-ELECTION
AND
RE-APPOINTMENT OF DIRECTORS
AND
PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting.

PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 31 May 2023, the Directors were given a general mandate to issue Shares. The mandate will expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with (including any sale or transfer of treasury Shares) new Shares up to 20% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,161,993,599 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company after the Latest Practicable Date and prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue (or transfer out of treasury) a maximum of 232,398,719 Shares.

As at the Latest Practicable Date, the Listing Rules provide that, unless the Stock Exchange agrees otherwise, in the event the Issue Mandate is exercised and Shares are placed for cash consideration under the Issue Mandate, the issue price of the Shares may not be at a price which represents a discount of 20% or more to the benchmarked price of the Shares, such benchmarked price being the higher of:

- (i) the closing price of the Shares as quoted on the Stock Exchange on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and
- (ii) the average closing price of the Shares as quoted on the Stock Exchange in the 5 trading days immediately prior to the earlier of:
 - (a) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of Shares under the Issue Mandate;
 - (b) the date of the placing agreement or other agreement involving the proposed issue of Shares under the Issue Mandate; and
 - (c) the date on which the placing or subscription price is fixed.

In terms of the price at which Shares may be issued at time of exercise of the Issue Mandate, the Company will comply with the then prevailing requirements under the Listing Rules.

LETTER FROM THE BOARD

PROPOSED REPURCHASE MANDATE AND EXTENSION MANDATE

The general mandate granted to the Directors at the last annual general meeting of the Company to repurchase Shares will also expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution will also be proposed to grant the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the aggregate number of Shares (excluding any treasury Shares) in issue as at the date of passing of the relevant resolution. In addition, an ordinary resolution regarding the Extension Mandate will also be proposed at the Annual General Meeting to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Act or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under Rule 10.06(1)(b) of the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

RETIREMENT, RE-ELECTION AND RE-APPOINTMENT OF DIRECTORS

As at the Latest Practicable Date, Ms. Wei Ching Lien, Mr. Ye Guo Qiang and Ms. Zhang Yuxia were the executive Directors; Ms. Chin Chien Ya was the non-executive Director and Dr. Wang Ching, Professor Chen Quan Shi, Mr. Mok Kwai Pui Bill, Mr. Tatsunobu Sako and Professor Meng Li Qiu, were the independent non-executive Directors.

As at the Latest Practicable Date, Professor Chen Quan Shi (“**Professor Chen**”) has confirmed that he will retire as an independent non-executive Director with effect from the conclusion of the AGM and will not offer himself for re-election to devote more time to his personal business. Professor Chen has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that needs to be brought to the attention of the Stock Exchange and the Shareholders. The Board would like to express its sincere gratitude to Professor Chen for his contributions to the Company during his tenure of service. Following the retirement of Professor Chen, Mr. Mok Kwai Pui Bill will serve as the chairperson of the remuneration committee of the Company.

LETTER FROM THE BOARD

Other than Professor Chen, the directors who shall retire by rotation at the Annual General Meeting pursuant to Article 84 of the Existing Articles of the Company are Ms. Chin Chien Ya (“**Ms. Chin**”) and Dr. Wang Ching (“**Dr. Wang**”). They are all eligible for re-election or re-appointment and will offer themselves for re-election or re-appointment at the Annual General Meeting.

Pursuant to the code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules (the “**Corporate Governance Code**”), if an independent non-executive Director has served more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders. As at the Latest Practicable Date, Dr. Wang has served as independent non-executive Director for more than nine years, i.e. from 26 October 2005. A separate resolution is proposed by the Company at the Annual General Meeting to approve the re-appointment of Dr. Wang accordingly pursuant to the code provision B.2.3 of the Corporate Governance Code.

Recommendation to the Board for the proposed re-appointment of Dr. Wang as independent non-executive Director was made by the nomination committee of the Company (the “**Nomination Committee**”), after having reviewed his suitability according to the assessment criteria as set out in the nomination policy adopted by the Company. In addition, during the service term with the Company, Dr. Wang has contributed by providing an independent viewpoint advising to the Company in relation to its businesses, operations, future development and strategy. Being familiar with the corporate values of the Company, the presence of Dr. Wang has enhanced these values and contributed to the discussion of corporate governance with the other management. There is no evidence that his over nine years of service with the Company would have any adverse impact on his independence and the Nomination Committee considers that Dr. Wang has the required character, integrity, experience and knowledge to continue fulfilling the role of independent non-executive Director effectively. Dr. Wang has always emphasised high standards of corporate governance to the Company and contributed objectively in advising as well as constructively monitoring and mentoring the management team in his capacity as an independent non-executive Director.

The Board and Dr. Wang agreed that his long service term would not affect his exercise of independent judgment and the Board is satisfied that Dr. Wang has the required character, integrity, experience and knowledge to continue fulfilling the role of independent non-executive Director effectively.

Taking into consideration the above factors and the Company having received from Dr. Wang a confirmation of independence pursuant to Rule 3.13 of the Listing Rules, the Board considers Dr. Wang to be independent under the Listing Rules despite the fact that he has served the Company for more than nine years. Given Dr. Wang’s aforementioned background, the Board believes that the skill and experience that Dr. Wang acquired from different background will be beneficial to the Board with diversity of his comprehensive experience and knowledge and he will continue to contribute effectively to the Board. Accordingly, Dr. Wang shall offer himself for re-appointment by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

LETTER FROM THE BOARD

The Board accepted the recommendations from the Nomination Committee and recommends to the Shareholders the proposed re-appointment of Dr. Wang as independent non-executive Director at the AGM.

Particulars of the Directors subject to re-election and re-appointment at the Annual General Meeting are set forth in Appendix II to this circular.

If the above re-election and re-appointment are approved by Shareholders at the AGM, the Board and committees will be constituted as follows with effect from the conclusion of the AGM:

Name	Position	Audit Committee	Nomination Committee	Remuneration Committee	Sustainability Committee
Wei Ching Lien	Executive Director, Chief Executive Officer, and Chairperson	N/A	N/A	N/A	Chairperson
Ye Guo Qiang	Executive Director	N/A	N/A	N/A	Member
Zhang Yuxia	Executive Director	N/A	N/A	N/A	Member
Chin Chien Ya	Non-executive Director	N/A	N/A	N/A	Member
Wang Ching	Independent Non-executive Director	Member	Chairperson	Member	Member
Mok Kwai Pui Bill	Independent Non-executive Director	Chairperson	Member	Chairperson	Member
Tatsunobu Sako	Independent Non-executive Director	Member	Member	Member	Member
Meng Li Qiu	Independent Non-executive Director	Member	Member	Member	Member

TERMS OF SERVICE CONTRACTS AND APPOINTMENT LETTERS

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into a service contract with the existing non-executive Director, namely Ms. Chin. The service term of Ms. Chin will be from the date of the Annual General Meeting to the earlier of 31 May 2025 or the date of the annual general meeting to be held in 2025.

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into appointment letters with each of the existing independent non-executive Directors, namely Dr. Wang Ching, Mr. Mok Kwai Pui Bill, Mr. Tatsunobu Sako and Professor Meng Li Qiu. The service term of all the independent non-executive Directors will be from the date of the Annual General Meeting to the earlier of 31 May 2025 or the date of the annual general meeting to be held in 2025.

Details of the service contracts and appointment letters are set out in Appendix II of this circular.

LETTER FROM THE BOARD

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As disclosed in the announcement of the Company dated 25 April 2024, the amended Listing Rules that took effect in December 2023 introduced a paperless regime for communications between listed issuers and their shareholders. As a result, the Board proposed to amend the Existing Articles and to adopt the New Articles in substitution for, and to the exclusion of, the Existing Articles.

A summary of the proposed amendments to be incorporated in the New Articles are as follows:

- (a) allow the Company to disseminate corporate communications electronically to the Shareholders;
- (b) simplify the procedural requirements for electronic dissemination of corporate communications to the Shareholders by publication on the Company's website and the Stock Exchange's website; and
- (c) implement related amendments for the above purposes and other housekeeping amendments.

A comparison of the relevant provisions of the Existing Articles before and after the proposed amendments is set out in Appendix III to this circular. The Chinese translation of the proposed amendments set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail. The proposed amendments and the adoption of the New Articles are subject to the passing of a special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the Existing Articles shall remain valid.

ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate;
- (b) the grant of the Repurchase Mandate;
- (c) the grant of the Extension Mandate;
- (d) the re-election of Director who is offering herself for re-election at the Annual General Meeting;
- (e) the re-appointment of Dr. Wang Ching (who has served more than nine years) as an independent non-executive Director of the Company;
- (f) the authorization of the Board to fix the remuneration of Directors; and

LETTER FROM THE BOARD

- (g) the re-appointment of Deloitte Touche Tohmatsu as the Company's auditors and authorization to the Board to fix their remuneration.

A special resolution will also be proposed to approve the proposed amendments to the Existing Articles and adoption of the New Articles, which if approved, will take effect immediately after the close of the Annual General Meeting.

Set out on pages 24 to 29 to this circular is the notice convening the Annual General Meeting. A form of proxy for use by the Shareholders in respect of the Annual General Meeting is also enclosed. Whether or not the Shareholders are able to attend the Annual General Meeting, they are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, 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 holding the Annual General Meeting. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting should they wish to do so.

Pursuant to Rule 13.39(4) of the Listing Rules, voting by poll is mandatory at all general meetings save for purely procedural or administrative matters. The chairman of the Annual General Meeting will request for voting by poll on all the proposed resolutions set out in the notice of the Annual General Meeting. As at the Latest Practicable Date, to the extent that the Company is aware having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules will be published on the websites of the Company and the Stock Exchange on the day of the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the Company's register of members on Tuesday, 28 May 2024, will be eligible to attend and vote at the Annual General Meeting. The Company's transfer books and register of members will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive) during which no transfer of shares will be registered. In order to attend and vote at the Annual General Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Monday, 27 May 2024.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-election of the Director who is offering herself for re-election, the re-appointment of independent non-executive Director who has served more than nine years and the proposed amendments to the Existing Articles and adoption of the New Articles are in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, the Directors recommend Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully
For and on behalf of the Board
Minth Group Limited
Wei Ching Lien
Chairperson

Hong Kong, 29 April 2024

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the SFC subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,161,993,599 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and prior to the Annual General Meeting, the Company will be allowed under Repurchase Mandate to repurchase a maximum of 116,199,359 Shares, which represents 10% of the entire issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the shares bought back following settlement of such buy-back or hold them as treasury shares. Share repurchased for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Company's memorandum of association, the Articles, the Companies Act and other applicable laws of the Cayman Islands. Share Buy-backs will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASE

In repurchasing the Company's Shares, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Act and other applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that payment for a share buy-back may only be made out of

profits, share premium account or the proceeds of a new issue of Shares made for such purpose or, subject to the Companies Act, out of capital of the Company. The amount of premium payable on buy-back of Shares may only be paid out of either or both of the profits or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate is to be exercised in full, it may have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such extent as would, in the circumstances, have a material adverse effect on the working capital requirement and/or the gearing position of the Company which, in the opinion of the Directors, is from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2023	23.90	21.50
May 2023	23.00	19.06
June 2023	22.80	18.92
July 2023	25.40	21.20
August 2023	25.05	20.95
September 2023	23.95	19.86
October 2023	20.70	17.04
November 2023	18.94	16.72
December 2023	17.18	14.72
January 2024	15.96	11.10
February 2024	13.68	10.10
March 2024	14.78	11.90
April 2024 (up to the Latest Practicable Date)	13.84	12.40

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code because of the exercise of the Repurchase Mandate.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were the beneficial owners of or were deemed to have, 5% or more of the issued capital of the Company:

Name	Capacity	Long/short position	Number of Shares	Percentage of the Company's issued Share capital	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Minth Holdings Limited	Beneficial owner	Long	450,072,000	38.73%	43.04%
Chin Jong Hwa	Interest of controlled corporations	Long	450,072,000	38.73%	43.04%
	Interest of spouse	Long	750,000	0.06%	0.07%
Wei Ching Lien	Beneficial owner	Long	750,000	0.06%	0.07%
	Interest of spouse	Long	450,072,000	38.73%	43.04%
Invesco Asset Management Limited	Investment Manager	Long	58,516,000	5.04%	5.60%

Based on the above beneficial or deemed interests of Minth Holdings Limited, Chin Jong Hwa and Wei Ching Lien in the Shares, in the event that the Repurchase Mandate is exercised in full by the Company and assuming that the beneficial or deemed interests of Minth Holdings Limited, Chin Jong Hwa and Wei Ching Lien do not change, percentage of their total shareholding in the Company will be increased to approximately 43.04%, 43.11% and 43.11% of the total issued share capital of the Company, respectively. Accordingly, under Rule 26 of the Takeovers Code, each of them, together with the parties presumed to be acting in concert with them will have an obligation to make a general offer to Shareholders as a result of an exercise of the Repurchase Mandate in full, in the absence of a waiver from the SFC. The Directors have no present intention to repurchase Shares to such extent as would result in an obligation on the part of any of the above persons to make a mandatory general offer under Rule 26 of the Takeover Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25% of the total issued share capital of the Company.

7. SHARE PURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Close Associates have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors will only exercise the power of the Company to repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No Core Connected Person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

**PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND
RE-APPOINTMENT**

The particulars of Directors who are subject to re-election and re-appointment which are required to be disclosed by the Listing Rules are set out below:

Ms. Chin Chien Ya — Non-executive Director

Ms. Chin Chien Ya, aged 35, is a non-executive Director of the Company. Ms. Chin graduated first in her class from Boston College, majoring in Business Management, Accounting and Mathematics and later obtained her master's degree from Harvard Graduate School of Education, researching in group learning and organizational change. Prior to joining the Group in August 2015, she was responsible for operations and marketing in a startup company in Taiwan, and subsequently worked in a public relations agency, specializing in providing corporate social responsibility campaigns and consulting services. Ms. Chin was appointed as an executive Director of the Company on 26 May 2016, during the tenure as executive Director, Ms. Chin served as the President of Minth North America, responsible for all operation management and business development in US, Canada, and Mexico, and later on was responsible for global strategic development of the Group at the headquarter. Ms. Chin was re-designated as a non-executive Director of the Company on 31 May 2023.

Ms. Chin has entered into a service contract with the Company for a term commencing from 31 May 2023 and expiring on the date of the AGM. Pursuant to the terms of the service contract, Ms. Chin is entitled to an annual remuneration of US\$25,478 and, subject to the determination by the Board, is also entitled to a performance based bonus. Ms. Chin is the daughter of Mr. Chin Jong Hwa, the ultimate controlling shareholder of the Company, and Ms. Wei Ching Lien, the executive Director, the Chief Executive Officer and Chairperson of the Company. Besides, she is the sister of Mr. William Chin (the Chief Strategy Officer of the Company).

As at the Latest Practicable Date, save for her interest in 150,000 share options in the Company, Ms. Chin had no interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chin (i) was independent from and not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company; (ii) did not hold any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date; (iii) did not hold any other position with the Company and other members of the Group. There was no information relating to Ms. Chin's proposed re-election which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of

the Listing Rules. As at the Latest Practicable Date, there was also no further information which needs to be brought to the attention of the Shareholders in connection with Ms. Chin's proposed re-election as a non-executive Director.

Dr. Wang Ching — Independent Non-executive Director

Dr. Wang Ching (王京) (“**Dr. Wang**”), aged 69, is an independent non-executive Director and the chairman of the nomination committee of the Company. Dr. Wang has over 30 years' managerial experience in investment banking, securities, treasury and asset management in the United States, Hong Kong, Taiwan and the PRC. From 2007 to 2022, he served as the executive director of Shanghai International Asset Management (HK) Co., Ltd., a licensed corporation registered with the SFC, and the executive director of Shanghai International Shanghai Growth Investment Limited, an investment fund company listed on the Stock Exchange. Dr. Wang currently serves as independent non-executive director of China Shuifa Singyes Energy Holdings Limited and Luen Thai Holdings Limited, which are both listed on the Stock Exchange. Dr. Wang received his doctorate degree from the Graduate School of Business, Columbia University in 1992. Dr. Wang joined the Company as an independent non-executive Director on 26 October 2005.

As at the Latest Practicable Date, save for his interest in 100,000 share options in the Company, Dr. Wang had no interests in the Shares of the Company within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Dr. Wang was independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Dr. Wang has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, Dr. Wang did not hold any other position with the Company and other members of the Group. There was no information relating to Dr. Wang's proposed re-appointment which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. As at the Latest Practicable Date, there was also no further information which needs to be brought to the attention of the Shareholders in connection with Dr. Wang's proposed re-appointment as an independent non-executive Director.

TERMS OF SERVICE CONTRACTS AND APPOINTMENT LETTERS

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into a service contract with the existing non-executive Director, namely Ms. Chin. The service term of Ms. Chin will be from the date of the Annual General Meeting to the earlier of 31 May 2025 or the date of the annual general meeting to be held in 2025.

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into appointment letter with each of the existing independent non-executive Directors, namely, Dr. Wang Ching, Mr. Mok Kwai Pui Bill, Mr. Tatsunobu Sako and Professor Meng Li Qiu. The service term of all the independent non-executive Directors will be from the date of the Annual General Meeting to the earlier of 31 May 2025 or the date of the annual general meeting to be held in 2025.

Pursuant to such service contracts and appointment letters, the remuneration for each of the aforesaid Directors is set out below:

Name of Director	<i>(Per annum)</i>
MS. CHIN CHIEN YA	US\$25,478
DR. WANG CHING	HK\$172,500
MR. MOK KWAI PUI BILL	HK\$240,000
MR. TATSUNOBU SAKO	HK\$200,000
PROFESSOR MENG LI QIU	HK\$200,000

Each of such service contracts and appointment letters may be terminated by either party giving at least three months' prior notice in writing. The terms of each of such service contracts and appointment letters were determined by reference to the prevailing market rate and the time, effort and expertise devoted by the respective Directors to the Group. The Company and each of the respective Directors consider such terms of service to be reasonable.

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

The following are the proposed amendments to the Existing Articles, excluding housekeeping amendments.

Before Revision	After Revision
<p>AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Mint Group Limited 敏實集團有限公司 (Adopted by way of special resolution passed at a general meeting held on 31 October 2023)</p>	<p>SECOND AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF Mint Group Limited 敏實集團有限公司 (Adopted by way of special resolution passed at a general meeting held on [•] 2024)</p>
<p>2.(1) “Act” the Companies Act (2022 Revision), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>	<p>2.(1) “Act” the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.</p>
<p>44. The Register and branch register of Members maintained in Hong Kong, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</p>	<p>44. The Register and branch register of Members maintained in Hong Kong, as the case may be, shall be open to inspection for at least two (2) hours during business hours by Members without charge or by any other person, upon a maximum payment of Hong Kong dollars 2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Act or, if appropriate, upon a maximum payment of Hong Kong dollars 1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Members by ordinary resolution.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

Before Revision	After Revision
<p>63. (2) If the chairman of a general meeting is participating in the general meeting using an electronic facility or facilities and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</p>	<p>63. (2) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 63(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</p>
<p>151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents.</p>	<p>151. The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report complying with Article 150, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication).</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

Before Revision	After Revision
<p>158. (1) Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and any such Notice and document may be given or issued by the following means:</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p>	<p>158. (1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:</p> <p>(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(3);</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

Before Revision	After Revision
<p>(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website or the website of the Designated Stock Exchange (as the case may be) (a “notice of availability”); or</p> <p>(2) The notice of availability may be given by any of the means set out above other than by posting it on a website.</p> <p>(3) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p>(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.</p> <p>(5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which notices can be served upon him.</p> <p>(6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such member.</p>	<p>(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange; or</p> <p>(2) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.</p> <p>(3) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.</p> <p>(4) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE EXISTING ARTICLES

Before Revision	After Revision
<p>159. Any Notice or other document:</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;</p> <p>(c) if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later;</p> <p>(d) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p>(e) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</p>	<p>159. Any Notice or other document:</p> <p>(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, documents or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</p> <p>(c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and</p> <p>(d) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.</p>

NOTICE OF ANNUAL GENERAL MEETING



MINTH GROUP LIMITED

敏實集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of Minth Group Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, 31 May 2024 at 17th Floor, One Island East, Taikoo Place, 18 Westlands Road, Quarry Bay, Hong Kong to consider and, if thought fit, transact the following business:

1. to receive and consider the audited consolidated financial statements, the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2023;
2. to re-elect Ms. Chin Chien Ya as a non-executive director of the Company;
3. to re-appoint Dr. Wang Ching (who has served more than nine years) as an independent non-executive director of the Company;
4. to authorise the board of directors of the Company to approve and confirm the service contract (including remuneration) of Ms. Chin Chien Ya, further details of which are set out in the circular of the Company dated 29 April 2024 (the “**Circular**”);
5. to authorise the board of directors of the Company to approve and confirm the service contract (including remuneration) of Dr. Wang Ching, further details of which are set out in the Circular;
6. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Mr. Mok Kwai Pui Bill, further details of which are set out in the Circular;
7. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Mr. Tatsunobu Sako, further details of which are set out in the Circular;
8. 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 the Circular;

NOTICE OF ANNUAL GENERAL MEETING

9. to authorise the board of directors of the Company to fix the remuneration of its directors;
10. to re-appoint Deloitte Touche Tohmatsu as the Company's auditors and to authorise the board of directors of the Company to fix their remuneration, and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

11. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (**“Listing Rules”**), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares (each, a **“Share”**) of HK\$0.10 each in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules coming into effect on 11 June 2024) out of treasury) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the expiry of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) together with the treasury shares of the Company resold by the directors of the Company pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares or similar arrangement in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20% of the aggregate number of shares of the Company in issue (excluding any treasury shares) on the date of the passing of this resolution; and

NOTICE OF ANNUAL GENERAL MEETING

(ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of Shares purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of Shares in issue (excluding any treasury shares) on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

12. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase shares (each, a “Share”) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock

NOTICE OF ANNUAL GENERAL MEETING

Exchange, the Companies Act Cap. 22 of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate number of shares of the Company (excluding any treasury shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
13. “**THAT** conditional on the passing of resolutions numbered 11 and 12 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 11 above be and is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of a number representing the aggregate number of shares of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 12 above.”
14. As special business to consider and, if thought fit, to pass the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing amended and restated articles of association of the Company (the “**Existing Articles**”), the details of which are set out in Appendix III to the Circular, be and are hereby approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the second amended and restated articles of association of the Company (the “**New Articles**”), which contains all the Proposed 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
- (c) 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 shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

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

Hong Kong, 29 April 2024

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, Mr. Tatsunobu Sako and Professor Meng Li Qiu being independent non-executive Directors.

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice 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 Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive) during which no transfer of Shares will be effected. In order to qualify for attending the annual 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 Monday, 27 May 2024 for registration.

NOTICE OF ANNUAL GENERAL MEETING

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 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.