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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 the 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, 14 April 2021 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 19 March 2021 issued by the Company (the “**Circular**”).

Ordinary Resolutions

1. To consider and approve the RMB Share Issue and the Specific Mandate:

“**THAT** subject to obtaining the necessary Regulatory Approvals, the Board be and is hereby authorised and granted the Specific Mandate to allot, issue and deal with up to 204,670,588 RMB Shares as may be issued under the RMB Share Issue as further described in the Circular (including but not limited to the particulars as set out in the section headed “Resolution on the RMB Share Issue and the Specific Mandate” in the Circular).”

2. To consider and approve the authorisation of the Board to exercise full powers to deal with matters relating to the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on Authorisation of the Board to Exercise Full Powers to Deal with Matters Relating to the RMB Share Issue” in the Circular).

3. To consider and approve the plan for distribution of profits accumulated before the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Plan for Distribution of Profits Accumulated before the RMB Share Issue” in the Circular).
4. To consider and approve the policy for stabilization of the price of the RMB Shares for the three years after the RMB Share Issue in the form as set forth in Appendix I to the Circular.
5. To consider and approve the profit distribution policy and the dividend return plan for the three years after the RMB Share Issue in the form as set forth in Appendix II to the Circular.
6. To consider and approve the use of proceeds from the RMB Share Issue (including but not limited to the particulars as set out in the section headed “Resolution on the Use of Proceeds from the RMB Share Issue” in the Circular).
7. To consider and approve the remedial measures for the potential dilution of immediate returns by the RMB Share Issue in the form as set forth in Appendix III to the Circular.
8. To consider and approve the undertakings and the corresponding binding measures in connection with the RMB Share Issue in the form as set forth in Appendix IV to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
9. To consider and approve the adoption of policy governing the procedures for the holding of general meetings in the form as set forth in Appendix VI to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
10. To consider and approve the adoption of policy governing the procedures for the holding of Board meetings in the form as set forth in Appendix VII to the Circular which will become effective on the date of the listing of the RMB Shares on the Sci-Tech Board.
11. To authorise any Director or officer of the Company to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the ordinary resolutions above.

Special Resolution

12. To consider and approve the amendments to the Articles of Association:

“**THAT** subject to and conditional upon the passing of ordinary resolution numbered “1” above:

- (1) the amendments to the Articles of Association as set forth in Appendix V to the Circular be and are hereby approved and the same to take effect from the date of listing of the RMB Shares on the Sci-Tech Board;
- (2) the articles of association of the Company reflecting the amendments referred to in sub-paragraph (1) above in the form tabled at the EGM, marked “A” and for the purpose of identification signed by a Director be approved and the same be adopted in substitution for and to the exclusion of the existing articles of association of the Company with effect from the date of listing of the RMB Shares on the Sci-Tech Board; and
- (3) any Director or officer of the Company be and is hereby authorised to carry out and take all actions necessary and to sign all necessary documents in connection with or to give effect to the special resolutions above.”

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

Hong Kong, 19 March 2021

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PRC

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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, Ms. Yu Zheng and Mr. Wu Tak Lung 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.
3. The register of members of the Company will be closed from 9 April 2021 to 14 April 2021 (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 8 April 2021. All persons who are registered holders of the Shares on 14 April 2021, 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 ii of the circular of the Company dated 19 March 2021 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 limit the number of attendees at the EGM as may be necessary to avoid over-crowding; 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.