



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 14 April 2021, Wednesday at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, the People's Republic of China (or 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. 14 April 2021, 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 19 March 2021 issued by the Company relating to, among others, the RMB Share Issue under Specific Mandate and the proposed amendments to the Articles of Association.

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 RMB Share Issue and the Specific Mandate (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 to 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 to 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 stabilisation 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 profits 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 as set forth in Appendix V to the Circular and the adoption of the amended and restated Memorandum and Articles of Association.*		

* The full text of the resolutions are set out in the Notice of Extraordinary General Meeting of the Company dated 19 March 2021.

Dated _____

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

Notes:

- Full name(s) and address are to be inserted in CAPITAL LETTERS.
- 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).
- 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.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) 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.
- 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.
- 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.
- 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 or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish and in such event, the form appointing a proxy shall be deemed to be revoked.