
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 AND RE-ELECTION OF DIRECTORS AND PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at 10:00 a.m. on Monday, 31 May 2021 at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, China is set out on pages 19 to 24 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.

In light of the outbreak of the coronavirus disease 2019 (COVID-19) pandemic, to safeguard the health and safety of Shareholders and other participants of the AGM and to prevent the spreading of COVID-19, the Company will implement the following precautionary measures at the AGM including, without limitation:

- compulsory body temperature screening/checks;
- mandatory use of surgical face masks;
- mandatory submission of health declaration form/mandatory health declaration. Anyone subject to quarantine, has any flu-like symptoms, or has travelled overseas within 14 days immediately before the AGM ("recent travel history"), or has close contact with any person under quarantine or with recent travel history, will not be permitted to attend the AGM;
- appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding; and
- no refreshment or drinks will be provided at the AGM.

For the health and safety of Shareholders, the Company encourages Shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM 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.

27 April 2021

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING ...	ii
DEFINITIONS	1
LETTER FROM THE BOARD	3
— Introduction	3
— Proposed General Mandate to Issue Shares	4
— Proposed Repurchase Mandate and Extension Mandate	4
— Retirement and Re-election of Directors	5
— Appointment of Independent Non-executive Director	6
— Terms of Directors' Appointment Letters	7
— Annual General Meeting	7
— Closure of Register of Members	8
— Recommendation	9
— General	9
APPENDIX I — EXPLANATORY STATEMENT	10
APPENDIX II — PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND APPOINTMENT AND DIRECTORS' APPOINTMENT LETTERS	14
NOTICE OF ANNUAL GENERAL MEETING	19

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In light of the outbreak of the COVID-19 pandemic and in compliance with the HKSAR Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of COVID-19, to safeguard the health and safety of Shareholders and other participants who might be attending the AGM in person, the Company will implement the following precautionary measures at the AGM:

- (1) There will be compulsory temperature screening/checks for all attendees at the main entrance of the AGM venue at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, China. Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will be required to wear a surgical face mask before they are permitted to attend and throughout the AGM. All attendees are advised to sit at an appropriate distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should bring and wear their own masks.
- (3) Attendees may be asked if (i) he/she has travelled overseas within 14 days immediately before the AGM ("recent travel history"); (ii) he/she is subject to any quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the AGM venue or be required to promptly leave the AGM venue. Anyone who has recent travel history, is subject to quarantine, or has any flu-like symptoms, or close contact with any person under quarantine or with recent travel history will not be permitted to attend the AGM.
- (4) No refreshments or drinks will be provided to attendees at the AGM.

Voting by proxy in advance of the AGM: In light of the continuing risks posed by the COVID-19 pandemic, for the health and safety of Shareholders, the Company encourages Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.

The deadline to submit completed forms of proxy is Saturday, 29 May 2021 at 10:00 a.m. Completed forms of proxy must be returned 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.

Shareholders are strongly encouraged to cast their votes by submitting a form of proxy and appointing the Chairman of the AGM as their proxy.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Attendees are requested to observe and practise good personal hygiene at the times at the AGM venue. To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

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. Shareholders should check the Company's website at www.minthgroup.com for future announcements and updates on the AGM arrangements.

Appointment of proxy by non-registered Shareholders: non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

If Shareholders have any questions relating to the AGM, please contact the Hong Kong share registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong
Telephone: +852 2862 8555
Facsimile: +852 2865 0990
Email: hkinfo@computershare.com.hk

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 Monday, 31 May 2021 at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, China, the notice of which is set out on pages 19 to 24 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company
“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
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Minth 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)”	director(s) of the Company
“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
“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 new Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting

DEFINITIONS

“Latest Practicable Date”	20 April 2021, 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
“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 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 Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers and Share Buy-backs issued by the SFC and as amended from time to time
“%”	percent



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*)
Chen Bin Bo (*Chief Executive Officer*)
Chin Chien Ya

Independent Non-executive Directors:

Wang Ching
Yu Zheng
Wu Tak Lung

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Room 904, 9/F
Island Place Tower
No. 510 King's Road
North Point
Hong Kong

27 April 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATE TO
ISSUE AND REPURCHASE SHARES
AND
RETIREMENT AND RE-ELECTION OF DIRECTORS
AND
PROPOSED APPOINTMENT OF INDEPENDENT
NON-EXECUTIVE DIRECTOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

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.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 28 May 2020, 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 new Shares up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,159,800,000 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 prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 231,960,000 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.

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.

LETTER FROM THE BOARD

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 in issue as at the date of passing of the relevant resolution. In addition, an ordinary resolution regarding the Extension Mandate will 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 Law 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 AND RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, Ms. Wei Ching Lien, Mr. Chen Bin Bo and Ms. Chin Chien Ya were the executive Directors and Dr. Wang Ching, Ms. Yu Zheng and Mr. Wu Tak Lung were the independent non-executive Directors.

As at the Latest Practicable Date, Ms. Yu Zheng (“Ms. Zheng”) has confirmed that she will retire as an independent non-executive Director with effect from the conclusion of the AGM and will not offer herself for re-election due to her personal career development. Ms. Zheng has confirmed that she has no disagreement with the Board and there are no matters relating to her resignation 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 Ms. Zheng for her contributions to the Company during her tenure of service.

The directors who shall retire by rotation at the Annual General Meeting pursuant to Article 87 of the Articles are Dr. Wang Ching and Mr. Wu Tak Lung. They are all eligible for re-election and shall offer themselves for re-election at the Annual General Meeting.

Dr. Wang Ching has been an independent non-executive Director since his appointment on 26 October 2005 and has therefore been more than 9 years. Separate resolution is proposed at the Annual General Meeting to approve the re-appointment of Dr. Wang Ching accordingly pursuant to paragraph A.4.3 of the Corporate Governance Code.

LETTER FROM THE BOARD

Dr. Wang Ching 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. Being familiar with the corporate values of the Company, the presence of Dr. Wang Ching has enhanced these values by his development of a strong relationship with the management.

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

Having considered the above factors and the Company having received from Dr. Wang Ching a confirmation of independence pursuant to Rule 3.13 of the Listing Rules, the Board considers Dr. Wang Ching to be independent under the Listing Rules despite the fact that he has served the Company for more than 9 years. Dr. Wang Ching has over 29 years' managerial experience in investment banking, securities, treasury and asset management in the United States, Hong Kong, Taiwan and the PRC. The Board believes that the skill and experience that Dr. Wang Ching acquired with his different background will benefit the Board with diversity of his comprehensive experience and knowledge and he will continue to contribute effectively to the Board. Accordingly, the Board supports the re-election of Dr. Wang Ching which will be voted by way of separate resolution by the Shareholders at the Annual General Meeting.

Particulars of the Directors who are offering themselves for re-election at the Annual General Meeting are set forth in Appendix II to this circular.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

With the retirement of Ms. Zheng with effect from the conclusion of the AGM, the Company needs to appoint a new independent non-executive Director to comply with Rule 3.10A of the Listing Rules. The Board proposed to address this through the appointment of Professor Chen Quan Shi (陳全世) ("Professor Chen") to act as an independent non-executive Director subject to Shareholders' approval at the Annual General Meeting. The biographical details of Professor Chen is set forth in Appendix II to this circular.

After receiving the proposal on the appointment of Professor Chen as a new independent non-executive Director and his biography, the Nomination Committee and/or the Board also considered various factors in relation to the diversity of the Board, including but not limited to diversity in gender, age, culture and educational background, professional experience, skills, knowledge and industrial and regional experience, to determine whether Professor Chen is suitable to serve as an independent non-executive Director.

LETTER FROM THE BOARD

The Board is of the view that Professor Chen has extensive knowledge and experience in the development of the automotive industry (new energy vehicle industry in particular) having engaged in teaching and research in relevant areas for over 40 years. The Board believes Professor Chen can also enhance the diversity of the Board in terms of perspectives, skills and experience. The Board also took into account the factors in connection with Professor Chen's independence as set out in Rule 3.13 of the Listing Rules and his confirmation that he meets these independence criteria. Taking into account the above, the Board proposes to have a resolution to be approved by the Shareholders to appoint Professor Chen as an independent non-executive Director. In view of the above, the Board believes Professor Chen will be able to make valuable contributions to the Company.

TERMS OF DIRECTORS' APPOINTMENT LETTERS

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into new appointment letters with each of the independent non-executive Directors, namely, Dr. Wang Ching, Mr. Wu Tak Lung and Professor Chen Quan Shi, with effect from the conclusion of the Annual General Meeting. The service term of all independent non-executive Directors above will be from the date of the Annual General Meeting to the date of the annual general meeting to be held in 2022, which is expected to be no later than 31 May 2022. Details of the appointment letters of each of the independent non-executive Directors are set out in Appendix II of this circular.

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 Directors who are offering themselves for re-election at the Annual General Meeting;
- (e) the appointment of Professor Chen Quan Shi as an independent non-executive Director;
- (f) the terms of appointment (including remuneration) for each independent non-executive Director, namely, Dr. Wang Ching, Mr. Wu Tak Lung and Professor Chen Quan Shi with effect from the conclusion of the Annual General Meeting; and
- (g) re-appointment of Deloitte Touche Tohmatsu as the Company's auditors and authorization to the Board to fix their remuneration.

LETTER FROM THE BOARD

Set out on pages 19 to 24 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 Wednesday, 26 May 2021, 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 Wednesday, 26 May 2021 to Monday, 31 May 2021 (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 Tuesday, 25 May 2021.

Shareholders whose names appear on the Company's register of members on Tuesday, 8 June 2021, will qualify for the proposed final dividend. The Company's transfer books and register of members will be closed from Friday, 4 June 2021 to Tuesday, 8 June 2021 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, 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 Thursday, 3 June 2021. The proposed final dividend (the payment of which is subject to the shareholders' approval at the forthcoming Annual General Meeting) will be payable on or about Tuesday, 22 June 2021 to shareholders whose names appear on the register of members of the Company on Tuesday, 8 June 2021. The shares of the Company will trade ex-dividend on Wednesday, 2 June 2021.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the appointment of the new independent non-executive Director and the re-election of the Directors who are offering themselves for re-election are in the interest of the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Repurchase Mandate 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 and will only be exercised when the Directors believe that repurchases of Shares will benefit the Company and the Shareholders.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 December 2020, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing of the Company.

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, 27 April 2021

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 1,159,800,000 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 115,980,000 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. Share repurchases 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 and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were 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 2020, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which, in the opinion of the Directors, are 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 2020	18.72	15.38
May 2020	22.30	17.94
June 2020	25.20	19.84
July 2020	25.90	21.80
August 2020	27.75	22.50
September 2020	33.70	26.35
October 2020	34.95	31.10
November 2020	41.55	31.80
December 2020	41.25	35.50
January 2021	45.40	35.10
February 2021	40.45	33.60
March 2021	38.20	28.45
April 2021 (up to the Latest Practicable Date)	33.25	29.75

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.

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 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 position	450,072,000	38.81%	43.12%
Chin Jong Hwa	Interest of controlled corporations	Long position	450,072,000	38.81%	43.12%
Mitsubishi UFJ Financial Group, Inc.	Interest of controlled corporations	Long position	102,962,000	8.88%	9.86%
Matthews International Capital Management, LLC	Investment manager	Long position	80,091,000	6.91%	7.67%
JPMorgan Chase & Co.	Interest of controlled corporations	Long position	3,268,053	0.28%	0.31%
		Short position	536,535	0.05%	0.05%
	Investment manager	Long position	39,796,310	3.43%	3.81%
	Approved lending agent	Long position	15,048,155	1.30%	1.44%

Based on the shareholding interests of Minth Holdings Limited and Chin Jong Hwa disclosed above, in the event that the Repurchase Mandate is exercised in full by the Company and assuming that the shareholdings of Minth Holdings Limited and Chin Jong Hwa do not change, their shareholding percentage in the Company will be increased to approximately 43.12% of the total issued share capital of the Company. Accordingly under Rule 26 of the Takeovers Code, an obligation to make a general offer to Shareholders will arise 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 an extent as would result in takeover obligations or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

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 have undertaken to the Stock Exchange that they 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.

PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION

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

Dr. Wang Ching — Independent Non-executive Director

Dr. Wang Ching (王京) (“Dr. Wang”), aged 66, is an independent non-executive Director and the chairman of the nomination committee of the Company. Dr. Wang has over 29 years’ managerial experience in investment banking, securities, treasury and asset management in the United States, Hong Kong, Taiwan and the PRC. He is currently 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 also 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 200,000 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.

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. Being familiar with the corporate values of the Company, the presence of Dr. Wang has enhanced these values by his development of a strong relationship with the management.

The Board and Dr. Wang agreed that his long service 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 9 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-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

Dr. Wang is 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.

Save as disclosed above, as at the Latest Practicable Date, there was no information relating to Dr. Wang which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (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-election as an independent non-executive Director.

Mr. Wu Tak Lung — Independent Non-executive Director

Mr. Wu Tak Lung (吳德龍) ("Mr. Wu"), aged 55, is an independent non-executive Director and the chairman of the audit committee of the Company. He holds a master's degree in Business Administration jointly from The University of Manchester in association with University of Wales and a bachelor's degree in Business Administration from Hong Kong Baptist University.

Mr. Wu worked at Deloitte Touche Tohmatsu from July 1989 to August 1994. Mr. Wu was the former Chairman of The Association of Chartered Certified Accountants, the former President of The Taxation Institute of Hong Kong and the former President of Hong Kong Business Accountants Association. He is now an associate member of The Hong Kong Institute of Certified Public Accountants, and a fellow member of each of The Association of Chartered Certified Accountants, The Hong Kong Securities and Investment Institute, The Taxation Institute of Hong Kong, and the Hong Kong Institute of Chartered Secretaries.

Mr. Wu is currently an independent non-executive director of each of the following companies listed on the Stock Exchange: (1) China Machinery Engineering Corporation, (2) Sinomax Group Limited, (3) Kam Hing International Holdings Limited, (4) Henan Jinma Energy Company Limited, (5) Zhongguancun Science-Tech Leasing Co., Ltd., and (6) Sinopharm Group Co., Ltd.

Apart from the Company, Mr. Wu is holding directorships in six other listed companies, among which he is holding chairman positions in the audit committees in four of those six listed companies. Notwithstanding the aforesaid, the Board is of the view that he is still able to devote sufficient time to the Board and the Company for the following reasons:

- (i) as independent non-executive directors of these listed companies, Mr. Wu does not participate in their daily operations;

- (ii) Mr. Wu has served as an independent non-executive director for a number of public companies in the past 14 years, and has accumulated abundant experience in corporate governance and discharging the responsibilities as an independent non-executive director. In particular, he had managed his time and workload when he concurrently acted as an independent non-executive director for more than seven listed companies in 2017 (*Note*); and
- (iii) based on the published annual reports of these listed companies, Mr. Wu has attended substantially all the board meetings of those companies during his tenure, and he did not find any difficulty in allocating his time for his directorships.

Note: Those listed companies include: Beijing Media Corporation Limited, China Machinery Engineering Corporation, Sinomax Group Limited, Kam Hing International Holdings Limited, Henan Jinma Energy Company Limited, First Tractor Company Limited, Olympic Circuit Technology Co., Ltd., Huarong Investment Stock Corporation Limited, Sinotrans Shipping Limited.

In addition to the above, Mr. Wu served as an independent non-executive director of the following listed companies in the last three years immediately preceding the date hereof: (1) First Tractor Company Limited (a company listed on the Stock Exchange and Shanghai Stock Exchange), (2) Olympic Circuit Technology Co., Ltd. (a company listed on the Shanghai Stock Exchange), (3) Sinotrans Shipping Limited (a company previously listed on the Stock Exchange, which was privatized by way of scheme of arrangement in January 2019), and (4) Beijing Media Corporation Limited.

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

Mr. Wu is independent from and not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Wu has no interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, there was no information relating to Mr. Wu's proposed 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 Mr. Wu's proposed appointment as an independent non-executive Director.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Professor Chen Quan Shi (陳全世) — Independent Non-executive Director

Professor Chen Quan Shi (陳全世) (“Professor Chen”), aged 76, graduated from Tsinghua University with major in automotive engineering. Professor Chen has over 40 years of experience in the automotive industry, including the design and development of special utility vehicles, design and research of automotive body structures, and research on key technologies for electric vehicles, hybrid vehicles and fuel cell vehicles. He is currently a professor and doctoral supervisor in the Department of Automotive Engineering at Tsinghua University, Director of EV Research Division, School of Vehicle & Mobility, Tsinghua University (清華大學車輛與運載學院電動汽車研究室主任) and Honorary Director of EV Division of China Society of Automotive Engineers (中國汽車工程學會電動汽車分會名譽主任). Professor Chen worked at Tsinghua University from 1970 to 2010 and served in various roles including Director of Department of Automotive Engineering (汽車工程系主任) and Vice President of the School of Mechanical Engineering (機械學院副院長). In recent years, he has published more than 30 papers in core journals and international conferences in China and overseas, he has also published works, namely, Fuel Cell Electric Vehicles (《燃料電池電動汽車》) and Advanced Electric Vehicle Technology (《先進電動汽車技術》).

Professor Chen is currently as independent director of Chongqing Changan Automobile Company Limited, which is listed on the main board of the Shenzhen Stock Exchange, and Autel Intelligent Technology Corp., Ltd., which is listed on Sci-Tech board of the Shanghai Stock Exchange.

Pursuant to the appointment letter to be entered into between Professor Chen and the Company, Professor Chen will be entitled to a remuneration of RMB150,000 per annum which is determined by the Board with reference to Professor Chen’s duties and responsibilities with the Company and the prevailing market conditions. Pursuant to the Articles of Association of the Company, Professor Chen will be subject to rotation requirements and re-election. Professor Chen does not hold any position in any subsidiaries of the Company as at the Latest Practicable Date.

Professor Chen is not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Professor Chen does not have any other interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance. Save as disclosed above, Professor Chen 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.

Save as disclosed above, as at the Latest Practicable Date, there was no information relating to Professor Wu’s proposed 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

**APPENDIX II PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND
APPOINTMENT AND DIRECTORS' APPOINTMENT LETTERS**

the Latest Practicable Date, there was also no further information which needs to be brought to the attention of the Shareholders in connection with Professor Chen's proposed appointment as an independent non-executive Director.

The Board would like to extend a warm welcome to Professor Chen in joining the Company.

APPOINTMENT LETTERS OF DIRECTORS

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into appointment letters with each of the independent non-executive Directors, namely, Dr. Wang Ching, Mr. Wu Tak Lung and Professor Chen Quan Shi with effect from the conclusion of the Annual General Meeting, to renew or fix (as the case may be) the terms of their appointments. The service term of all independent non-executive Directors proposed above will be from the date of the Annual General Meeting to the date of the annual general meeting to be held in 2022, which is expected to be no later than 31 May 2022. Pursuant to such appointment letters, the remuneration for each of the Directors is set out below:

Name of Directors	<i>(Per annum)</i>
DR. WANG CHING	HK\$172,500
MR. WU TAK LUNG	HK\$200,000
PROFESSOR CHEN QUAN SHI	RMB150,000

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



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 of Minth Group Limited (“Company”) will be held at No. 1 Yazhong Road, Nanhu District, Jiaying City, Zhejiang Province, China at 10:00 a.m. on Monday, 31 May 2021 to consider and, if thought fit, transact the following ordinary 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 2020;
2. to declare a final dividend for the year ended 31 December 2020;
3. to re-elect Dr. Wang Ching (who has served the Company as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company;
4. to re-elect Mr. Wu Tak Lung as an independent non-executive director of the Company;
5. to appoint Professor Chen Quan Shi as an independent non-executive director of the Company;
6. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Dr. Wang Ching, further details of which are set out in the Company’s circular to which this notice forms part (the “Circular”);
7. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Mr. Wu Tak Lung, 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 Chen Quan Shi, further details of which are set out in the Circular;
9. to authorise the board of directors of the Company to fix the remuneration of its executive directors;

NOTICE OF ANNUAL GENERAL MEETING

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) (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 the unissued shares (each, a “Share”) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same 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) 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 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 of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of shares of the Company in issue 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).”

NOTICE OF ANNUAL GENERAL MEETING

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 Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) 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 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.”

NOTICE OF ANNUAL GENERAL MEETING

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.”

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

Hong Kong, 27 April 2021

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 Wednesday, 26 May 2021 to Monday, 31 May 2021 (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 Tuesday, 25 May 2021 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

NOTICE OF ANNUAL GENERAL MEETING

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.
7. **In light of the outbreak of the coronavirus disease 2019 (COVID-19) pandemic, to safeguard the health and safety of Shareholders and other participants of the annual general meeting and to prevent the spreading of COVID-19, the Company will implement the following precautionary measures at the annual general meeting including, without limitation:**
 - **compulsory body temperature screening/checks;**
 - **mandatory use of surgical face masks;**
 - **mandatory submission of health declaration form/mandatory health declaration- anyone subject to quarantine, has any flu-like symptoms, or has travelled overseas within 14 days immediately before the annual general meeting (“recent travel history”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the annual general meeting;**
 - **appropriate distancing and spacing will be maintained and as such, the Company may limit the number of attendees at the annual general meeting as may be necessary to avoid over-crowding; and**
 - **no refreshment or drinks will be provided at the annual general meeting.**
8. **For the health and safety of Shareholders, the Company encourages Shareholders to appoint the Chairman of the annual general meeting as their proxy to vote according to their indicated voting instructions as an alternative to attending the annual general meeting 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.**
9. As of the date of this notice, the board of directors comprises Ms. Wei Ching Lien, Mr. Chen Bin Bo and Ms. Chin Chien Ya, being executive Directors; Dr. Wang Ching, Ms. Yu Zheng and Mr. Wu Tak Lung being independent non-executive Directors.