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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)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

This announcement is made by Minth Group Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to make certain amendments (the “**Amendments**”) to the articles of association of the Company (the “**Existing Articles**”) to comply with the Core Shareholder Protection Standards under the revised Appendix 3 to the Listing Rules (the “**Core Standards**”), and to, among other things, (i) bring the Existing Articles in line with other amendments made to the applicable laws of the Cayman Islands and the Listing Rules; (ii) modernize certain provisions mainly in relation to the conducting of general meetings; and (iii) incorporate certain consequential and housekeeping amendments.

The proposed Amendments shall be subject to the passing of special resolution(s) by the shareholders of the Company (the “**Shareholders**”) at the upcoming extraordinary general meeting of the Company to be held in October 2023 (the “**EGM**”) and will become effective upon the approval by the Shareholders at the EGM. A circular containing, among others, details of the proposed Amendments and a notice convening the EGM will be despatched to the Shareholders as soon as practicable.

The Amendments relating to Core Standards are summarized as follows:

- (i) to provide that any person appointed by the Board to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment;

- (ii) to provide that members in general meeting shall have the power by ordinary resolution to remove any director (which includes a managing or other executive director);
- (iii) to provide that an annual general meeting of the Company shall be held for each financial year and such annual general meeting must be held within 6 months after the end of the Company's financial year;
- (iv) to provide that all Shareholders must have the right to speak at a general meeting and vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration;
- (v) to provide that any one or more Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, shall at all times have the right, by written requisition to require an extraordinary general meeting to be called by the Board; and
- (vi) to specify that the appointment, removal and remuneration of the auditor of the Company shall be approved by Shareholders by ordinary resolution.

The other Amendments are summarized as follows:

- (i) to allow all general meetings of the Company (including an annual general meeting, any adjourned or postponed meeting) to be held as physical meetings in any part of the world and at one or more locations, or as hybrid meetings or electronic meetings and to specify the additional details that need to be included in a notice of general meeting;
- (ii) to expressly provide that any Shareholder attending and participating at a meeting convened and held by means of electronic facilities shall be deemed to be present at and counted in the quorum of that meeting;
- (iii) to expressly allow the Board and the chairman of a general meeting to make arrangements for managing the attendance, participation and/or voting in the meeting, including interrupting or adjourning the meeting from time to time (or indefinitely), and imposing appropriate requirements or restrictions to ensure the security and orderly conduct of the meeting;
- (iv) to provide that the chairman of any general meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, and to specify matters that constitute procedural and administrative matters;
- (v) to update the circumstances under which a Director may vote on a resolution (and be counted in the quorum) notwithstanding that the Director or any of the Director's close associates is materially interested therein;

- (vi) to provide that the indemnity offered to the current directors, secretary, officer, auditor, liquidator and trustee shall extend to past directors, secretary, officer, auditor, liquidator and trustee;
- (vii) to provide that the financial year of the Company shall end on 31 December in each year unless otherwise determined by the Directors;
- (viii) to provide that the initial period for which registration of transfer of shares may be suspended may be extended for not more than 30 days if approved by the Shareholders by ordinary resolution; and
- (ix) to make other housekeeping amendments in line with the proposed Amendments, to better align with the wordings and reflect certain updates in the applicable laws of the Cayman Islands and Hong Kong including the Listing Rules.

The Company will despatch to its Shareholders a circular in respect of the EGM containing, among other things, the comparison table of proposed Amendments to the Existing Articles, excluding housekeeping amendments.

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

Hong Kong, 26 September 2023

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