



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 31 October 2023, Tuesday at 7/F., K11 Atelier, Victoria Dockside, No. 18 Salisbury Road, Tsim Sha Tsui, Hong Kong (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 ("Company") hereby appoint the Chairman of the extraordinary general meeting ("Meeting") of the Company or _____ of _____ or of e-mail address _____ to act as my/our proxy (note c) at the Meeting to be held at 10:00 a.m. on 31 October 2023, Tuesday at 7/F., K11 Atelier, Victoria Dockside, No. 18 Salisbury Road, Tsim Sha Tsui, Hong Kong and at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of Extraordinary General Meeting (with or without modifications) as indicated below:

SPECIAL RESOLUTIONS (note d)		FOR	AGAINST
1.	To approve the proposed amendments to the existing articles of association of the Company (the "Existing Articles") to comply with Core Shareholder Protection Standards (the "Core Standards") under the revised Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules")		
2.	To approve the proposed amendments to the Existing Articles to, among other things, (i) bring the Existing Articles in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules (excluding the Core Standards); (ii) modernize certain provisions mainly in relation to the conducting of general meetings; and (iii) incorporate certain consequential and housekeeping amendments		
3.	Conditional upon resolution number 1 and/or 2 being passed, to approve the adoption of the amended and restated articles of association of the Company		
ORDINARY RESOLUTION (note d)		FOR	AGAINST
4. (a)	To appoint Professor Meng Li Qiu as an independent non-executive director of the Company		
4. (b)	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Professor Meng Li Qiu		

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

Notes:

- a Full name(s) and address are to be inserted in **CAPITAL LETTERS**.
- b 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).
- c 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 ("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.
- d **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.
- e 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.
- f 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.
- g 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.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.