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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.

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

A notice convening the AGM of the Company to be held at 10:00 a.m. on Tuesday, 30 June 2026 at 7/F., K11 Atelier, Victoria Dockside, No. 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 22 to 27 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.

5 June 2026

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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 Tuesday, 30 June 2026 at 7/F., K11 Atelier, Victoria Dockside, No. 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong, the notice of which is set out on pages 22–27 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company as may be amended from time to time
“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 Act”	the Companies Act, Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor
“Company”	Mint 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)”	the 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 (or transfer out of treasury) 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

DEFINITIONS

“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 (including any sale or transfer of treasury Shares) up to a maximum of 10% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	29 May 2026, 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 (excluding any treasury Shares) 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 Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	The Code on Takeovers and Mergers issued by the SFC and as amended from time to time
“treasury Shares”	has the meaning ascribed to it under the Listing Rules and as amended from time to time
“%”	per cent



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 and Chief Executive Officer)
Ye Guo Qiang
Zhang Yuxia
William Chin

Registered office:

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

Non-executive Director:

Chin Chien Ya

Principal place of business

in Hong Kong:
7/F., K11 Atelier,
Victoria Dockside
No. 18 Salisbury Road
Tsim Sha Tsui
Kowloon
Hong Kong

Independent Non-executive Directors:

Mok Kwai Pui Bill
Tatsunobu Sako
Meng Li Qiu
Chan Pak Hung
Hu Ting Wu

5 June 2026

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 EXECUTIVE DIRECTOR
AND
RE-APPOINTMENT OF AUDITORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

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.

PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 30 May 2025, the Directors were given a general mandate to issue (or transfer out of treasury) 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 (including any sale or transfer of treasury Shares) new Shares up to 10% of the aggregate number of Shares in issue (excluding any treasury Shares) as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,172,378,199 Shares were in issue (excluding any treasury Shares). 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 transfer out of treasury) or repurchased by the Company after the Latest Practicable Date and prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue (or transfer out of treasury) a maximum of 117,237,819 Shares.

In the event the Issue Mandate is exercised and Shares are placed for cash consideration under the Issue Mandate, the Board will set the issue price of the Shares and will not set a price which represents a discount of more than 10% 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.

LETTER FROM THE BOARD

In the case of a sale of treasury Shares, the reference to the benchmark price above shall be the higher of:

- (i) the closing price of the Shares as quoted on the Stock Exchange on the trading day immediately prior to the sale; and
- (ii) the average closing price of the Shares as quoted on the Stock Exchange in the 5 trading days immediately prior to the sale.

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.

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 (excluding any treasury Shares) 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 Act 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. Ye Guo Qiang, Ms. Zhang Yuxia and Mr. William Chin were the executive Directors; Ms. Chin Chien Ya was the non-executive Director and Mr. Mok Kwai Pui Bill, Mr. Tatsunobu Sako, Professor Meng Li Qiu, Mr. Chan Pak Hung and Mr. Hu Ting Wu were the independent non-executive Directors.

LETTER FROM THE BOARD

Mr. Ye Guo Qiang (“**Mr. Ye**”) has confirmed that he will retire as an executive Director with effect from the conclusion of the AGM and will not offer himself for re-election as he would like to devote more efforts to the Group’s expansion into new emerging sectors, including humanoid robots, AI server liquid cooling and low-altitude economy related sectors. Mr. Ye has confirmed that he has no disagreement with the Board and there are no matters relating to his retirement that needs to be brought to the attention of the Stock Exchange and the Shareholders. Mr. Ye will remain as the Global R&D Senior Vice President of the Group subsequent to his retirement as a Director. The Board would like to express its sincere gratitude to Mr. Ye for his contributions to the Company during his tenure of service as a Director.

Other than Mr. Ye, pursuant to Article 84 of the Articles, the Directors who shall retire by rotation at the Annual General Meeting are Ms. Wei Ching Lien, Ms. Zhang Yuxia, Mr. Mok Kwai Pui Bill and Mr. Tatsunobu Sako. They are all eligible for re-election and will offer themselves for re-election 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.

PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR

Ms. Xu Hailan (徐海蘭) (“**Ms. Xu**”) will be proposed at the AGM to be appointed as an executive Director and a member of the Remuneration Committee with effect from conclusion of the AGM. Ms. Xu joined the Group in 2006 and is now the Chief Human Resources Officer (“**CHO**”) of the Group. The Board believes that it is in the interest of the Company and the Shareholders as a whole that the Board benefits from the experience and resources which Ms. Xu will bring to the Board. The biographical details of Ms. Xu is set forth in Appendix II of this circular.

If the above re-elections and appointment are approved by Shareholders at the AGM, the Board and committees will be constituted as follows with effect from the conclusion of the AGM:

Name	Position	Audit Committee	Nomination Committee	Remuneration Committee	Sustainability Committee
Wei Ching Lien	Executive Director, Chairperson and Chief Executive Officer	N/A	N/A	N/A	Chairperson
Zhang Yuxia	Executive Director	N/A	N/A	N/A	Member
William Chin	Executive Director	N/A	N/A	N/A	Member
Xu Hailan	Executive Director	N/A	N/A	Member	Member
Chin Chien Ya	Non-executive Director	N/A	N/A	N/A	Member
Mok Kwai Pui Bill	Independent Non-executive Director	Chairperson	Member	Chairperson	Member
Tatsunobu Sako	Independent Non-executive Director	Member	Member	Member	Member

LETTER FROM THE BOARD

Name	Position	Audit Committee	Nomination Committee	Remuneration Committee	Sustainability Committee
Meng Li Qiu	Independent Non-executive Director	Member	Member	Member	Member
Chan Pak Hung	Independent Non-executive Director	Member	Chairperson	Member	Member
Hu Ting Wu	Independent Non-executive Director	Member	Member	Member	Member

TERMS OF SERVICE CONTRACTS AND APPOINTMENT LETTERS

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into service contracts with the existing executive Directors, namely Ms. Wei Ching Lien and Ms. Zhang Yuxia, and the service term of each of them will be from the date of the Annual General Meeting for a term of approximately three years subject to the terms of the service contracts; the Company will also enter into service contract with the new executive Director, namely Ms. Xu Hailan, and the service terms of Ms. Xu will be for a term of approximately three years from the effective date of her appointment subject to the terms of the service contract.

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into appointment letters with each of the existing independent non-executive Directors, namely Mr. Mok Kwai Pui Bill, Mr. Tatsunobu Sako, Professor Meng Li Qiu, Mr. Chan Pak Hung and Mr. Hu Ting Wu. The service term of all the independent non-executive Directors will be from the date of the Annual General Meeting for a term of approximately one year subject to the terms of the appointment letters.

Details of the service contracts and appointment letters are set out in Appendix II of this circular.

RE-APPOINTMENT OF AUDITORS

An ordinary resolution will be proposed at the Annual General Meeting to approve the re-appointment of Deloitte Touche Tohmatsu ("**Deloitte**") as the Company's auditors and to authorize the Board to fix their remuneration.

During the year ended 31 December 2025, the audit fee of Deloitte paid by the Company was RMB3.95 million. The Company is currently in discussion with Deloitte regarding the audit fee for the year ending 31 December 2026, which will be determined based on, among other things, the expected audit scope, audit timetable, anticipated workload and the level and mix of professional staff to be deployed, with reference to the audit fee for the year ended 31 December 2025 as set out above. The estimated audit fee payable to Deloitte for the year ending 31 December 2026 is expected to be around RMB4 million.

The estimated audit fee payable to Deloitte assumes that there will be no material change in the Group's operations, accounting policies or regulatory environment during the year ending 31 December 2026, and that the Company will provide timely and adequate assistance and information as reasonably required for the audit purposes. Unless there is a

LETTER FROM THE BOARD

material change in the basis or assumptions set out above, the final audit fee payable to Deloitte is not expected to deviate materially from the estimated amount above. Upon due consideration of the above, the Company considered the estimated audit fee range above a fair and reasonable estimate.

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 Ms. Xu as an executive Director; and
- (f) re-appointment of Deloitte Touche Tohmatsu as the Company's auditors and authorisation to the Board to fix their remuneration.

Set out on pages 22–27 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATES

Shareholders whose names appear on the Company's register of members on Tuesday, 30 June 2026, the record date, will be eligible to attend and vote at the annual general meeting. The register of members of the Company will be closed from Thursday, 25 June 2026 to Tuesday, 30 June 2026 (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 no later than 4:30 p.m. on Wednesday, 24 June 2026.

Shareholders whose names appear on the Company's register of members on Thursday, 9 July 2026, the record date, will be entitled to receive the proposed final dividend. To determine the shareholders' entitlement to the final dividend, the register of members of the Company will be closed from Tuesday, 7 July 2026 to Thursday, 9 July 2026 (both days inclusive). 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 no later than 4:30 p.m. on Monday, 6 July 2026. The proposed final dividend (payment of which is subject to approval by shareholders at the forthcoming annual general meeting) is expected to be paid on or around Tuesday, 21 July 2026 to shareholders whose names appear on the Company's register of members on Thursday, 9 July 2026. The Company's shares will be traded ex-dividend on Friday, 3 July 2026.

RECOMMENDATION

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

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, 5 June 2026

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 1,172,378,199 Shares in issue (excluding treasury Shares).

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 117,237,819 Shares, which represents 10% of the entire issued share capital of the Company as at the Latest Practicable Date (excluding treasury Shares).

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. When exercising the Repurchase Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the shares bought back following settlement of such buy-back or hold them as treasury Shares. Share repurchased for cancellation 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. On the other hand, Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Company's memorandum of association, the Articles, the Companies Act and other applicable laws of the Cayman Islands. Share Buy-backs will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASE

In repurchasing the Company's Shares, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Act and other applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that payment for a share buy-back may only be made out of profits, share premium account or the proceeds of a new issue of Shares made for such purpose or, subject to the Companies Act, out of capital of the Company. The amount of premium payable on buy-back of Shares may only be paid out of either or both of the profits or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Act, out of capital of the Company.

In addition, under the laws of the Cayman Islands, payment out of capital by a company for the purchase by a company of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business. In accordance with the laws of the Cayman Islands, the shares so bought back would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate is 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 2025, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such extent as would, in the circumstances, have a material adverse effect on the working capital requirement and/or the gearing position of the Company which, in the opinion of the Directors, is 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>
May 2025	22.75	17.92
June 2025	22.60	18.94
July 2025	29.80	22.00
August 2025	35.92	25.34
September 2025	37.96	28.54
October 2025	37.20	29.08
November 2025	39.60	32.02
December 2025	34.50	29.00
January 2026	40.44	29.34
February 2026	46.76	35.10
March 2026	45.24	31.24
April 2026	39.80	33.40
May 2026 (up to the Latest Practical Date)	42.58	33.60

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 because of the exercise of the Repurchase Mandate.

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 or were deemed to have, 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 (excluding treasury Shares)	Approximate percentage of shareholding of the Company's issued Share capital (excluding treasury Shares) if the Repurchase Mandate is exercised in full
Minth Holdings Limited	Beneficial owner	Long	450,072,000	38.39%	42.66%
Chin Jong Hwa	Interest of controlled corporations	Long	450,072,000	38.39%	42.66%
	Interest of spouse	Long	1,850,000	0.16%	0.18%
Wei Ching Lien	Beneficial owner	Long	1,850,000	0.16%	0.18%
	Interest of spouse	Long	450,072,000	38.39%	42.66%
JPMorgan Chase & Co.	Beneficial owner	Long	9,203,837	0.79%	0.87%
		Short	11,041,115	0.94%	1.05%
	Investment Manager	Long	33,500,211	2.86%	3.17%
		Short	3,500	0.00%	0.00%
	Person having a security interest in shares	Long	1,454,407	0.12%	0.14%
	Trustee	Long	1,040	0.00%	0.00%
Approved lending agent	Long	23,050,830	1.97%	2.18%	

Based on the above beneficial or deemed interests of Minth Holdings Limited, Chin Jong Hwa and Wei Ching Lien in the Shares, in the event that the Repurchase Mandate is exercised in full by the Company and assuming that the beneficial or deemed interests of Minth Holdings Limited, Chin Jong Hwa and Wei Ching Lien do not change, percentage of their total shareholding in the Company's issued Share capital (excluding treasury Shares) will be increased to approximately 42.66%, 42.84% and 42.84% of the total issued share capital of the Company, respectively. Accordingly, under Rule 26 of the Takeovers Code, each of them, together with the parties presumed to be acting in concert with them will have an obligation to make a general offer to Shareholders 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 extent as would result in an obligation on the part of any of the above persons to make a mandatory general offer under Rule 26 of the Takeover Code or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25% of the total issued share capital of the Company (excluding treasury Shares).

7. SHARE PURCHASE MADE BY THE COMPANY

The Company did not repurchase any 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 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.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

The Company may cancel such repurchased Shares or hold them as treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

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:

Ms. Wei Ching Lien — Executive Director and Chairperson

Ms. Wei Ching Lien (“**Ms. Wei**”), aged 69, graduated from National Taiwan University and obtained her master’s degree in educational psychology and guidance from National Taiwan Normal University. Ms. Wei has over 45 years of experience in psychological counselling, talent development, team culture building and performance improvement. She has worked in professional psychological counselling organisations, universities and automobile parts companies. Since 2002, Ms. Wei has served as the Group’s consultant, responsible for the development and optimisation of staff training activities, promoting the construction of values and culture and enhancing the effectiveness of teamwork. She served as the Group’s chief human resources officer from March 2011 to April 2012. Ms. Wei was appointed as an executive Director and Chairperson of the Company on 28 May 2020 and as the Chief Executive Officer (“**CEO**”) of the Company on 13 June 2022.

Subject to the Shareholders’ approval at the Annual General Meeting, the Company will enter into a service contract with Ms. Wei for a term commencing from the date of the Annual General Meeting for approximately three years. Pursuant to the service contract to be entered into between Ms. Wei and the Company, Ms. Wei will waive her remuneration and bonus.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wei did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and did not hold any other positions with the Company or other members of the Group. Ms. Wei is the spouse of Mr. Chin Jong Hwa (“**Mr. Chin**”), the ultimate single largest shareholder of the Company, and the mother of Ms. Chin Chien Ya, and Mr. William Chin, both of whom are also Directors.

Save as disclosed above, as at the Latest Practicable Date, Ms. Wei did not have any relationships with any of the Directors, senior management or substantial shareholders (within the meaning of the Listing Rules) or controlling shareholders (within the meaning of the Listing Rules) of the Company. As at the Latest Practicable Date, Ms. Wei held 1,850,000 Shares, which represented approximately 0.16% of the total issued Shares, and Mr. Chin held 450,072,000 Shares through his wholly-owned company, Minth Holdings Limited, which represented approximately 38.03% of the total issued Shares, and Ms. Wei is deemed to be interested in the 450,072,000 Shares in which Mr. Chin was interested. As at the Latest Practicable Date, save as disclosed herein, Ms. Wei had no other interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, there was no information relating to Ms. Wei 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 Ms. Wei's proposed re-election as an executive Director.

Ms. Zhang Yuxia — Executive Director

Zhang Yuxia (“**Ms. Zhang**”), aged 46, is the Chief Financial Officer (“**CFO**”) of the Group. Ms. Zhang graduated from University of Science and Technology Beijing in which she majored in metal pressure processing and later obtained her Master's degree in management from Beijing Forestry University. Ms. Zhang has over 18 years' extensive experience and knowledge in finance, taxes and global M&A management and is a qualified CPA. Prior to joining the Group, Ms. Zhang worked for Beiqi Foton Motor Co., Ltd., and then joined Beijing Reanda Accounting Firm as certified public accountant and project manager. In 2008, she continued her career in Minth Holdings Limited and its subsidiaries as audit manager, financial manager and financial director. Ms. Zhang joined the Group in February 2019 and was appointed as CFO in March 2019. Ms. Zhang was appointed as an executive Director of the Company on 31 May 2023.

Subject to the Shareholders' approval at the Annual General Meeting, the Company will enter into a service contract with Ms. Zhang for a term commencing from the date of the Annual General Meeting and expiring on the earlier of 30 June 2029 or the date of the annual general meeting of the Company to be held in 2029. Pursuant to the terms of the service contract, Ms. Zhang is entitled to an annual remuneration of RMB2,151,000 and, subject to the determination by the Board, is also entitled to a performance based bonus. Subject to the provisions in the Articles, the Board may also award Ms. Zhang extra remuneration for services which, in the opinion of the Board, go beyond the ordinary duties of that Director.

As at the Latest Practicable Date, save for her interest in 240,000 Shares and 500,000 Share Options in the Company, Ms. Zhang had no interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, as at the Latest Practicable Date, Ms. Zhang was independent from and not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Ms. Zhang did not hold 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 and as at the Latest Practicable Date, there was no information relating to Ms. Zhang which is required to be disclosed pursuant to any of the requirements under Rules 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 Ms. Zhang's proposed re-election as an executive Director.

Mok Kwai Pui Bill — Independent Non-executive Director

Mr. Mok Kwai Pui Bill (“**Mr. Mok**”), aged 65, received his Bachelor of Arts Degree in Business Administration from the University of Washington in the United States in 1984 and a Master Degree in Business Administration from the Seattle University in the United States in 1987. Mr. Mok has over 30 years' experience in accounting, finance and banking in Hong Kong and Mainland China with specific expertise in managing financial and accounting operations, fund raising, investor relations and executing corporate strategy. Mr. Mok served as the chief financial officer and company secretary of China Education Group Holdings Limited (stock code: 839, a company listed on the Main Board of the Stock Exchange) from May 2017 to April 2023, an independent non-executive director of Grand Ming Group Holdings Limited (stock code: 1271, a company listed on the Main Board of the Stock Exchange) from July 2013 to December 2022, and an independent non-executive director of PF Group Holdings Limited (stock code: 8221, a company listed on the GEM of the Stock Exchange) from December 2016 to December 2020. Mr. Mok is a member of the American Institute of Certified Public Accountants and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Mok joined the Group as an independent non-executive Director on 31 May 2023, and as at the Latest Practicable Date, Mr. Mok was the chairman of the audit committee and the remuneration committee of the Company.

Subject to the Shareholders' approval at the Annual General Meeting, the Company will enter into an appointment letter with Mr. Mok and expiring on the earlier of 30 June 2027 or the date of the annual general meeting of the Company to be held in 2027. Pursuant to the appointment letter, Mr. Mok will be entitled to a remuneration of HKD240,000 per annum which is determined by the Board with reference to Mr. Mok's duties and responsibilities with the Company and the prevailing market conditions. Subject to the provisions in the Articles, the Board may also award Mr. Mok extra remuneration for services which, in the opinion of the Board, go beyond the ordinary duties of that Director. Pursuant to the Articles of Association of the Company, Mr. Mok will be subject to rotation requirements and re-election.

As at the Latest Practicable Date, Mr. Mok was independent from and not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, save for his interest in 25,000 Share Options in the Company, Mr. Mok has no interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, as at the Latest Practicable Date, Mr. Mok did not hold 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 and as at the Latest Practicable Date, there was no information relating to Mr. Mok's proposed appointment which is required to be disclosed pursuant to any of the requirements under Rules 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. Mok's proposed re-election as an independent non-executive Director.

Tatsunobu Sako (佐古達信) — Independent Non-executive Director

Tatsunobu Sako (佐古達信) (“**Mr. Sako**”), aged 73, graduated from Keio University and received his bachelor's degree in Commerce. Mr. Sako has over 40 years of managerial experience, he is currently special advisor of Sojitz Machinery Corporation, and also serves as an independent director of Sinfonia Technology Co., Ltd., a company listed on the Tokyo Stock Exchange, and AAPICO Hitech PLC, a company listed on the Stock Exchange of Thailand. From April 1975 to March 2004, Mr. Sako has worked in Nissho Iwai Corporation at various roles such as general manager of its American branch and general manager of the automotive industry project department. Starting from April 2004, he worked successively at senior positions in Sojitz Corporation (formed through merger of Nissho Iwai Corporation and Nichimen Corporation), such as vice president of automotive business of machinery & aerospace division, managing executive officer and president of machinery division, and managing executive officer, President and CEO for Middle East & Africa. In June 2013, Mr. Sako was appointed as president and CEO of Sojitz Machinery Corporation. In June 2019, Mr. Sako was re-designated as president and CEO of Sojitz Machinery Holding Corp. Mr. Sako joined the Group as an independent non-executive Director on 31 May 2023.

Subject to the Shareholders' approval at the Annual General Meeting, the Company will enter into an appointment letter with Mr. Sako and expiring on the earlier of 30 June 2027 or the date of the annual general meeting of the Company to be held in 2027. Pursuant to the appointment letter, Mr. Sako will be entitled to a remuneration of HKD200,000 per annum which is determined by the Board with reference to Mr. Sako's duties and responsibilities with the Company and the prevailing market conditions. Subject to the provisions in the Articles, the Board may also award Mr. Sako extra remuneration for services which, in the opinion of the

Board, go beyond the ordinary duties of that Director. Pursuant to the Articles of Association of the Company, Mr. Sako will be subject to rotation requirements and re-election.

As at the Latest Practicable Date, Mr. Sako was independent from and not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, save for his interest in 7,700 Shares and 37,300 Share Options in the Company, Mr. Sako had no interest in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Sako did not hold 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 and as at the Latest Practicable Date, there was no information relating to Mr. Sako's proposed appointment which is required to be disclosed pursuant to any of the requirements under Rules 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. Sako's proposed re-election as an independent non-executive Director.

APPOINTMENT OF EXECUTIVE DIRECTOR

The particulars of the person who is proposed to be appointed as a Director which is required to be disclosed by the Listing Rules are set out below:

Ms. Xu Hailan (徐海蘭) — Executive Director

Xu Hailan (徐海蘭) (“**Ms. Xu**”), aged 42, is the Chief Human Resources Officer (“**CHO**”) of the Group. Ms. Xu graduated from Zhejiang University in 2006 with a Bachelor of Science degree in psychology and behavioral science. She subsequently obtained a Master of finance degree from Indiana University in 2022. Since joining the Group in 2006, Ms. Xu has worked successively as human resources manager, director of talent and organizational development, general manager of human resources, vice president of global human resources, and rotating European vice president of the Group. She possesses extensive experience in strategic planning, change management, talent development, holistic well-being and cultural development, as well as multinational human resources systems and digital transformation. Ms. Xu has also served as executive chairperson of the Zhejiang Minth Charity Foundation since 2020 and as chairperson of the Supervisory Board of the Zhejiang Xin Hua Compassion Education Foundation since 2022. Ms. Xu was appointed as CHO of the Group on 10 February 2026.

Subject to the Shareholders' approval at the Annual General Meeting, the Company will enter into a service contract with Ms. Xu for a term commencing from the date of the Annual General Meeting and expiring on the date of the annual general

meeting to be held in 2029. Pursuant to the terms of the service contract, Ms. Xu is entitled to an annual remuneration of RMB993,000 and, subject to the determination by the Board, is also entitled to a performance based bonus. Subject to the provisions in the Articles, the Board may also award Ms. Xu extra remuneration for services which, in the opinion of the Board, go beyond the ordinary duties of that Director. As at the Latest Practicable Date, save for her interest in 60,000 Awarded Shares and 500,000 Share Options in the Company, Ms. Xu had no interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Xu was independent from and not connected with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Ms. Xu did not hold 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 and as at the Latest Practicable Date, there was no information relating to Ms. Xu which is required to be disclosed pursuant to any of the requirements under Rules 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 Ms. Xu's proposed appointment as an executive Director.

TERMS OF SERVICE CONTRACTS AND APPOINTMENT LETTERS

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into service contracts with the existing executive Directors, namely Ms. Wei Ching Lien and Ms. Zhang Yuxia, and the service terms of each of them will be from the date of the Annual General Meeting for a term of approximately three years; the Company will also enter into service contract with the new executive Director, namely Ms. Xu Hailan, and the service terms of Ms. Xu will be from the date of the Annual General Meeting for a term of approximately three years subject to the terms of the service contracts.

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into appointment letters with the non-executive Director, namely Ms. Chin Chien Ya and each of the existing independent non-executive Directors, namely, Mr. Mok Kwai Pui Bill, Mr. Tatsunobu Sako, Professor Meng Li Qiu, Mr. Chan Pak Hung and Mr. Hu Ting Wu. The service term of the non-executive Director and all independent non-executive Directors will be from the date of the Annual General Meeting for a term of approximately one year subject to the terms of the appointment letters.

Pursuant to such service contracts and appointment letters, the remuneration for each of the aforesaid Directors is set out below:

Name of Director	<i>(Per annum)</i>
MS. WEI CHING LIEN	HK\$0
MS. ZHANG YUXIA	RMB2,151,000
MR. WILLIAM CHIN	RMB3,654,000
MS. XU HAILAN	RMB993,000
MS. CHIN CHIEN YA	US\$26,000
MR. MOK KWAI PUI BILL	HK\$240,000
MR. TATSUNOBU SAKO	HK\$200,000
PROFESSOR MENG LI QIU	HK\$200,000
MR. CHAN PAK HUNG	HK\$200,000
MR. HU TING WU	HK\$200,000

Each of such service contracts and appointment letters may be terminated by either party giving at least three months' prior notice in writing. The terms of each of such service contracts and appointment letters were determined by reference to the prevailing market rate and the time, effort and expertise devoted by the respective Directors to the Group. The Company and each of the respective Directors 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 (the “**Meeting**”) of Minth Group Limited (“**Company**”) will be held at 7/F., K11 Atelier, Victoria Dockside, No. 18 Salisbury Road, Tsim Sha Tsui, Kowloon, Hong Kong at 10:00 a.m. on Tuesday, 30 June 2026 to consider and, if thought fit, transact the following 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 2025;
2. to declare a final dividend for the year ended 31 December 2025;
3. to re-elect Ms. Wei Ching Lien as an executive director of the Company with effect from 30 June 2026;
4. to re-elect Ms. Zhang Yuxia as an executive director of the Company with effect from 30 June 2026;
5. to re-elect Mr. Mok Kwai Pui Bill as an independent non-executive director of the Company with effect from 30 June 2026;
6. to re-elect Mr. Tatsunobu Sako as an independent non-executive director of the Company with effect from 30 June 2026;
7. to appoint Ms. Xu Hailan as an executive director of the Company with effect from 30 June 2026;
8. to authorise the board of directors of the Company to approve and confirm the service contract of Ms. Wei Ching Lien, further details of which are set out in the circular of the Company dated 5 June 2026 (the “**Circular**”);
9. to authorise the board of directors of the Company to approve and confirm the service contract (including remuneration) of Ms. Zhang Yuxia, further details of which are set out in the Circular;
10. to authorise the board of directors of the Company to approve and confirm the service contract (including remuneration) of Ms. Xu Hailan, further details of which are set out in the Circular;

NOTICE OF ANNUAL GENERAL MEETING

11. to authorise the board of directors of the Company to approve and confirm the service contract (including remuneration) of Ms. Chin Chien Ya, further details of which are set out in the Circular;
12. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Mr. Mok Kwai Pui Bill, further details of which are set out in the Circular;
13. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Mr. Tatsunobu Sako, further details of which are set out in the Circular;
14. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Professor Meng Li Qiu, further details of which are set out in the Circular;
15. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Mr. Chan Pak Hung, further details of which are set out in the Circular;
16. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Mr. Hu Ting Wu, further details of which are set out in the Circular;
17. to authorise the board of directors of the Company to fix the remuneration of its executive directors;
18. 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

19. **“THAT:**
 - (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 additional shares (each, a **“Share”**) of HK\$0.10 each in the capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules from time to time) out of treasury) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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) together with the treasury shares of the Company resold 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) 10% of the aggregate number of shares of the Company in issue (excluding any treasury shares) on the date of the passing of this resolution; and
 - (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 (excluding any treasury shares) 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;

NOTICE OF ANNUAL GENERAL MEETING

“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).”

20. **“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 Act Cap. 22 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 (excluding any treasury shares) 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.”

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21. “**THAT** conditional on the passing of resolutions numbered 19 and 20 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 19 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 20 above.”

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

Hong Kong, 5 June 2026

As of the date of this notice, the Board comprises Ms. Wei Ching Lien, Mr. Ye Guo Qiang, Ms. Zhang Yuxia and Mr. William Chin being executive Directors; Ms. Chin Chien Ya, being non-executive Director; and Mr. Mok Kwai Pui Bill, Mr. Tatsunobu Sako, Professor Meng Li Qiu, Mr. Chan Pak Hung and Mr. Hu Ting Wu being independent non-executive Directors.

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 Thursday, 25 June 2026 to Tuesday, 30 June 2026 (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 Wednesday, 24 June 2026 for registration.

NOTICE OF ANNUAL GENERAL MEETING

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 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.