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MINTH
敏實集團
MINTH GROUP LIMITED
敏實集團有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 425)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Minth Group Limited (“**Company**”) will be held at 10:00 a.m. on 13 April 2017, Thursday at Unit 1901, 19/F, FWD Financial Centre, 308 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolution of the Company:

ORDINARY RESOLUTION

“1. THAT:

- (a) the Capital Increase Agreement and the transactions contemplated thereunder (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification), be and are hereby approved;
- (b) any one or more of the directors of the Company (other than Mr. Chin and Ms. Chin) be authorised, for and on behalf of the Company, to take all steps necessary or expedient in his/their opinion to approve and implement and/or give effect to the Capital Increase Agreement and the respective transactions contemplated thereunder.”

For and on behalf of the Board
Minth Group Limited
Shi Jian Hui
Chairman and Chief Executive Officer

Hong Kong, 27 March 2017

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 or any adjourned meeting.

3. The transfer books and register of members of the Company will be closed from Monday, 10 April 2017 to Thursday, 13 April 2017 (both days inclusive) during which no transfer of share will be effected. In order to qualify for attending the extraordinary 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 Friday, 7 April 2017 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 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.

As at the date of this announcement, the Board comprises Mr. Shi Jian Hui, Mr. Zhao Feng, Ms. Bao Jian Ya, Ms. Chin Chien Ya and Ms. Huang Chiung Hui, being executive Directors; Mr. Chin Jong Hwa, being a non-executive Director; Mr. Wu Fred Fong, Dr. Wang Ching and Ms. Yu Zheng, being independent non-executive Directors.