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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 31 MAY 2024

The Board is pleased to announce that all the resolutions set out in the AGM Notice dated 29 April 2024 were duly passed by the Shareholders by way of poll at the AGM held on 31 May 2024. Professor Chen Quan Shi retired as an independent non-executive Director of the Company with effect from the conclusion of the AGM.

RESULTS OF THE ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of Minth Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce, pursuant to Rule 13.39(5) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), that all of the proposed resolutions set out in the notice (the “**AGM Notice**”) of annual general meeting (the “**AGM**”) of the Company dated 29 April 2024 were duly passed by the shareholders of the Company (the “**Shareholders**”) by way of poll at the AGM held on 31 May 2024.

Reference is made to the Company’s circular dated 29 April 2024 (the “**Circular**”). Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Circular.

Details of the poll results in respect of all of the proposed resolutions at the AGM are as follows:

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
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 2023	904,545,933 99.90%	886,207 0.10%	905,432,140
2.	To re-elect Ms. Chin Chien Ya as a non-executive director of the Company	867,052,578 95.76%	38,379,562 4.24%	905,432,140
3.	To re-appoint Dr. Wang Ching (who has served more than nine years) as an independent non-executive director of the Company	721,113,281 79.64%	184,318,859 20.36%	905,432,140
4.	To authorise the board of directors of the Company to approve and confirm the service contract (including remuneration) of Ms. Chin Chien Ya	904,332,135 99.88%	1,100,005 0.12%	905,432,140
5.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Dr. Wang Ching	791,519,132 87.42%	113,913,008 12.58%	905,432,140
6.	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	905,432,135 100.00%	5 0.00%	905,432,140
7.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Mr. Tatsunobu Sako	905,432,135 100.00%	5 0.00%	905,432,140
8.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) of Professor Meng Li Qiu	905,432,135 100.00%	5 0.00%	905,432,140
9.	To authorise the board of directors of the Company to fix the remuneration of its directors	893,324,535 98.66%	12,107,605 1.34%	905,432,140
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	879,662,921 97.15%	25,769,219 2.85%	905,432,140

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
11.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with additional shares of the Company (including any sale or transfer of treasury shares out of the treasury)	561,704,309 62.04%	343,727,831 37.96%	905,432,140
12.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	905,398,137 100.00%	34,003 0.00%	905,432,140
13.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 11	564,082,073 62.30%	341,350,067 37.70%	905,432,140
SPECIAL RESOLUTION		No. of votes (%)		Total number of votes
		FOR	AGAINST	
14.	To approve the adoption of the second amended and restated articles of association of the Company	905,432,137 100.00%	3 0.00%	905,432,140

Note: For the full text of the above resolutions, please refer to the AGM Notice.

As more than 50% of the votes were cast in favour of each of the above resolutions numbered 1 to 13, all these resolutions were duly passed as ordinary resolutions of the Company.

As more than 75% of the votes were cast in favour of the above resolution numbered 14, this resolution was duly passed as a special resolution of the Company.

As at the date of AGM, out of the total number of issued shares (“**Shares**”) of the Company, i.e. 1,161,993,599 Shares, the trustee (“**Trustee**”) of the share award scheme as adopted by the Company on 28 July 2020 (the “**Share Award Scheme**”) held 11,520,000 Shares and shall not exercise the voting rights in respect of these Shares pursuant to the rules of the Share Award Scheme. The Trustee did abstain from voting on all of the resolutions at the AGM. Therefore, the total number of Shares entitling the Shareholders to attend and vote for or against all of the resolutions at the AGM was 1,150,473,599. Save as the aforesaid, there were no Shares entitling the Shareholders to attend and abstain from voting in favor of any of the resolutions at the AGM as set out in Rule 13.40 of the Listing Rules, and there were no Shareholders who were required under the Listing Rules to abstain from voting.

No parties had stated their intention in the Circular to vote against the resolutions or to abstain and therefore none have done so at the AGM.

Computershare Hong Kong Investor Services Limited, the Hong Kong share registrar of the Company, acted as the scrutineer for the purpose of vote-taking at the AGM.

The executive Directors, namely Ms. Wei Ching Lien (the Chairperson of the AGM) and Mr. Ye Guo Qiang, Ms. Chin Chien Ya (a non-executive Director), and the independent non-executive Directors, namely Dr. Wang Ching, Mr. Tatsunobu Sako and Professor Meng Li Qiu, attended the meeting by electronics means; and Ms. Zhang Yuxia (an executive Director) and Mr. Mok Kwai Pui Bill (an independent non-executive Director), attended the meeting in person; while Professor Chen Quan Shi (the then independent non-executive Director) was unable to attend the meeting due to his other business commitments.

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

Hong Kong, 31 May 2024

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, Mr. Mok Kwai Pui Bill, Mr. Tatsunobu Sako and Professor Meng Li Qiu, being independent non-executive Directors.