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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)

GRANT OF SHARE AWARDS PURSUANT TO THE SHARE AWARD SCHEME

This announcement is made by Minth Group Limited (the “**Company**”) pursuant to Rules 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Reference is made to the announcement of the Company dated 28 July 2020 (the “**Announcement**”) in relation to the adoption of the Scheme. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings ascribed to them in the Announcement.

GRANT OF AWARDS

The Board is pleased to announce that on 24 October 2025 (the “**Date of Grant**”), the Company has granted Awards involving a total of 2,400,000 Shares, representing approximately 0.21% of the total issued Shares (excluding treasury Shares) as at the Date of Grant, to certain individuals (the “**Grantees**”) under the Scheme.

Details of the grant of Awards are as follows:

Date of Grant:	24 October 2025
Number and type of Grantees:	139 employees of the Group
Number of underlying Shares pursuant to the Awards granted:	2,400,000 Shares

Purchase price of the Awards granted:	Nil
Closing price of the Shares on the Date of Grant:	HK\$31.82 per Share
Vesting period of the Awards granted:	<p>The Awards shall vest in three tranches as follows, subject to the fulfilment of certain vesting conditions as specified in the letters of award:</p> <p>(a) 30%, on 26 October 2026;</p> <p>(b) 30%, on 26 October 2027; and</p> <p>(c) 40%, on 26 October 2028.</p>
Performance targets:	<p>The vesting of the Awards is subject to the fulfilment of certain performance targets tailored to the Grantees' individual roles and responsibilities. In particular, vesting is conditional upon the Grantees attaining a minimum performance appraisal score and making satisfactory progress on their individual key contribution plans during the preceding financial year.</p>
Clawback mechanism:	<p>The Awards granted may lapse under certain circumstances including:</p> <p>(i) a Selected Participant becomes an officer, director, employee, consultant, adviser, partner of, or a shareholder or other proprietor owning an interest of 5 per cent. or more in, any Competitor; or such Selected Participant knowingly performs any act that may confer any competitive benefit or advantage upon any Competitor, or</p> <p>(ii) the Subsidiary by which a Selected Participant is employed or engaged ceases to be a subsidiary of the Company (or of a member of the Group) unless the Board determines otherwise, or</p>

- (iii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company) (each of (i), (ii) and (iii) being a “**Total Lapse**”); or
- (iv) subject to the absolute discretion of the Board, a Selected Participant fails to return duly executed reply slip to the Vesting Notice as per the Scheme Rules and prescribed by the Trustee for the relevant Awarded Shares within the stipulated period (a “**Partial Lapse**”); or
- (v) a Selected Participant retires, resigns or whose employment/engagement is terminated by agreement with a member of the Group at any time prior to or on the Vesting Date; or
- (vi) a Selected Participant dies.

In the event of a Total Lapse, all Awarded Shares and the Related Income which have not vested shall not vest on the relevant Vesting Date and shall become Returned Shares and the income of the Trust.

In the event of a Partial Lapse, subject to the absolute discretion of the Board, the relevant part of an Award made to such Selected Participant shall automatically lapse forthwith and the relevant Awarded Shares and the Related Income which have not vested shall not vest on the relevant Vesting Date but shall become Returned Shares and income of the Trust.

In respect of a Selected Participant who retired, resigned or whose employment/engagement was terminated by agreement with a member of the Group at any time prior to or on the Vesting Date, all the Awarded Shares and the Related Income of the relevant Selected Participant shall immediately lapse. All the Awarded Shares and the Related Income of the relevant Selected Participant shall become Returned Shares and income of the Trust.

In the event of the death of a Selected Participant at any time, the award of the Awarded Shares and the Related Income shall immediately lapse and all the Awarded Shares (or Reference Amount, as the case may be) and the Related Income of the relevant Selected Participant shall become Returned Shares and income of the Trust.

The Awards, being existing Shares which had been purchased off the market, are funded by the Company from its available cash and had been held on trust for the benefit of the Selected Participants by the Trustee. The Trustee shall vest and transfer the awarded Shares to the Selected Participants upon the Company's instruction in accordance with the rules of the Scheme. Accordingly, no new Shares will be issued and allotted by the Company and no treasury shares of the Company will be transferred to satisfy the grant of Awards and therefore would not result in any dilution effect on the shareholdings of the existing Shareholders.

REASONS FOR AND BENEFITS OF THE GRANT OF AWARDS

Pursuant to the Scheme Rules, the purposes of the Scheme are to recognize the contributions by certain Eligible Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

As stated in the Company's latest interim report, the Group is actively exploring new sectors and products to develop a second growth curve, with a focus on R&D and expansion in emerging fields, including AI, robotics, low-altitude economy and intelligent mobility.

The Grantees, all employees of the Group, include core R&D personnel in emerging sectors such as humanoid robots, eVTOL and AI server liquid cooling systems (who were granted Awards involving a total of 820,000 Shares). The grant of Awards is intended to recognize the Grantees' dedication and valuable contributions to the Group, particularly in supporting the Group's expansion into these sectors, while providing further incentives for them to deliver high-quality services and align as future stakeholders with the Group's overall business and financial success. Accordingly, the Board is of the view that the grant of Awards aligns with the purpose of the Scheme and is in the interests of the Shareholders and the Company as a whole.

INFORMATION OF THE GROUP

The Group is primarily engaged in two major businesses, namely the research and development (“**R&D**”), production and sales of auto parts, as well as that of toolings and moulds. The auto part business of the Group mainly includes metal and trim products, plastic products, aluminium products and battery housing products. The tooling and mould business mainly includes various moulds, gauges and fixtures for the development, processing and production of automobile exterior decorative parts and body structural parts. As a globalized supplier, the Group has established worldwide presence through the development of R&D, design, production and sales networks in China, the US, Mexico, Germany, the United Kingdom, Serbia, the Czech Republic, Thailand, Japan, South Korea, France and Poland. For more information of the Group, please visit its official website at <http://www.minthgroup.com> (information that appears in that website does not form part of this announcement).

LISTING RULE IMPLICATIONS

The Scheme was adopted before the corresponding new requirements under Chapter 17 of the Listing Rules became effective on 1 January 2023 and the transitional arrangements which allow grants of new shares under general mandate expired on 31 May 2024, being the second annual general meeting of the Company after 1 January 2023. Consequently, the current grant of Awards, as well as any future grants under the Scheme, will be satisfied using existing Shares only, until the Scheme’s terms are amended to comply with the new Chapter 17.

All the Grantees above are employee participants pursuant to Rule 17.03A(1)(a) of the Listing Rules. To the best knowledge, information and belief of the Directors, and having made all reasonable enquiries, save as disclosed above, (i) none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Grantees is a participant with options and awards granted and to be granted exceeding the 1% individual limit under the Listing Rules; (iii) none of the Grantees is a related entity participant or a service provider (as defined under the Listing Rules) of the Company; and (iv) no financial assistance has been provided by the Group to the Grantees for the purchase of Shares under the Scheme. None of the grants will be subject to approval by the Shareholders.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANTS

As at the date of this announcement and following the above grant of Awards:

1. the total number of Awarded Shares available for grant under the scheme mandate of the Scheme, by way of existing Shares purchased by the Trustee from secondary market were 110,533,950;
2. the number of Shares available for future grant under all scheme mandates (including the Scheme and the share option scheme of the Company adopted on 31 May 2022) under Rule 17.06C of the Listing Rules is 196,717,529.

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

Hong Kong, 24 October 2025

As at the date of this announcement, 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.