
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in 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 adviser.

If you have sold or transferred all your shares in **Mindtell Technology Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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MINDTELL TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8611)

**(1) PROPOSED ADOPTION OF CHINESE NAME;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM of Mindtell Technology Limited (the “**Company**”) to be held at 21/F, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 26 March 2025 at 11:00 a.m. is set out on pages 6 to 7 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM or any adjournment or postponement thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjourned or postponed meeting thereof should you so wish.

This circular will remain on the Stock Exchange’s website at www.hkexnews.hk on the “Latest Listed Company Information” page for seven (7) days from the date of its posting and on the Company’s website at www.mindtelltech.com.

6 March 2025

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings:

“Articles of Association”	the second amended and restated articles of association of the Company, as may be amended and restated from time to time
“Board”	the board of Director(s)
“Company”	Mindtell Technology Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM of the Stock Exchange (Stock Code: 8611)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 21/F, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 26 March 2025 at 11:00 a.m. or any adjournment or postponement thereof
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“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 PRC
“PRC”	the People’s Republic of China
“Proposed Adoption of Chinese Name”	the proposed adoption of the Chinese name of “九福來國際控股有限公司” as the dual foreign name of the Company
“Share(s)”	ordinary shares of HK\$0.01 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
“%”	per cent

LETTER FROM THE BOARD

MINDTELL TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8611)

Executive Director:

Mr. Chong Yee Ping

(Chairman and Chief Executive Officer)

Non-executive Directors:

Mr. Siah Jiin Shyang

Mr. Lam Pang

Independent Non-executive Directors:

Dato' Yeong Kok Hee

Mr. Siew Kin Meng

Ms. Lau Meng Hong

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Headquarters in Malaysia:

B-7-7, Sky Park @ One City

Jalan USJ 25/1, 47650

Subang Jaya

Selangor

Malaysia

Principal place of business in Hong Kong:

Room 1910, 19/F, C C Wu Building

302-308 Hennessy Road, Wan Chai

Hong Kong

6 March 2025

To: The Shareholders

Dear Sir or Madam,

**(1) PROPOSED ADOPTION OF CHINESE NAME;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 22 January 2025 in relation to, among other things, the Proposed Adoption of Chinese Name. The EGM will be held to consider the resolutions proposed in relation to the Proposed Adoption of Chinese Name.

The purpose of this circular is to provide the Shareholders with (i) information in respect of the Proposed Adoption of Chinese Name and (ii) the notice of EGM.

Shareholders are advised to read this circular thoroughly and carefully before deciding how to vote on the resolutions.

LETTER FROM THE BOARD

PROPOSED ADOPTION OF CHINESE NAME

The Board proposes to put forward a proposal to the Shareholders to approve the adoption of the Chinese name “九福來國際控股有限公司” as the dual foreign name of the Company.

Conditions for the Proposed Adoption of Chinese Name

The Proposed Adoption of Chinese Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at an EGM of the Company to approve the Proposed Adoption of Chinese Name; and
- (ii) the Registrar of Companies of the Cayman Islands approving the Proposed Adoption of Chinese Name by way of issuing a certificate of incorporation on adoption of dual foreign name.

Subject to the satisfaction of the conditions set out above, the Proposed Adoption of Chinese Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. Thereafter, the Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on adoption of dual foreign name. Upon the Proposed Adoption of Chinese Name becoming effective, the Company will comply with the necessary filing procedures in Hong Kong and the Cayman Islands.

Reasons for the Proposed Adoption of Chinese Name

As the Company currently does not have a Chinese name, the Board considers that the Proposed Adoption of Chinese Name will strengthen its presence in the PRC market and to enhance its corporate image and identity. Accordingly, the Board believes that the Proposed Adoption of Chinese Name will benefit the Group's continuous business development and is in the interest of the Company and the Shareholders as a whole.

Effect of the Proposed Adoption of Chinese Name

The Proposed Adoption of Chinese Name will not, of itself, affect the rights of any Shareholder or the Company's daily business operation and its financial position. All existing share certificates of the Company bearing the existing name of the Company will, after the Proposed Adoption of Chinese Name becomes effective, continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes.

LETTER FROM THE BOARD

Accordingly, there will not be any arrangement for the free exchange of the existing share certificates for new share certificates bearing both the English name and dual foreign name of the Company. Should the Proposed Adoption of Chinese Name become effective, any issue of new share certificates thereafter will bear both the English and the dual foreign name of the Company. The stock code of the Company will remain unchanged as “8611”. The Shares will be traded on the Stock Exchange under the existing English stock short name. Subject to confirmation by the Stock Exchange, upon the Proposed Adoption of Chinese Name becoming effective, the Chinese stock short name for trading of the Shares on the Stock Exchange will be changed.

EXTRAORDINARY GENERAL MEETING

The notice of the EGM is set out on pages 6 to 7 of this circular. At the EGM, resolutions will be proposed to approve the Proposed Adoption of Chinese Name.

A form of proxy for use at the EGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time appointed for holding the EGM. The completion and return of the form of proxy will not preclude any Shareholders from attending and voting at the EGM if they so wish.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 21 March 2025 to Wednesday, 26 March 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Thursday, 20 March 2025.

GEM LISTING RULES REQUIREMENTS

According to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under Rules 17.47(5) and 17.47(5A) of the GEM Listing Rules.

To the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, none of the Shareholders has any direct or indirect material interest in the Proposed Adoption of Chinese Name. Accordingly, no Shareholders are required under the GEM Listing Rules to abstain from voting on the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board believes the resolutions proposed in the EGM are in the best interest of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all of the resolutions to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Mindtell Technology Limited
Chong Yee Ping
Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

MINDTELL TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8611)

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Mindtell Technology Limited (the “**Company**”) will be held at 21/F, Grand Millennium Plaza, 181 Queen’s Road Central, Sheung Wan, Hong Kong on Wednesday, 26 March 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as special resolution:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies of the Cayman Islands having been obtained, the Chinese name “九福來國際控股有限公司” be adopted as the dual foreign name of the Company (the “**Adoption of Chinese Name**”) with effect from the date on which the certificate of incorporation on adoption of dual foreign name is issued by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors of the Company or the secretary of the Company or the registered office provider of the Company be and is/are hereby authorised to do all such acts and things and to execute all such documents and make all such arrangements as he/she/they consider necessary, desirable or expedient to implement and give effect to the Adoption of Chinese Name and to attend to any necessary registration and/or filing in the Cayman Islands or Hong Kong for and on behalf of the Company.”

By Order of the Board
Mindtell Technology Limited
Chong Yee Ping
Chairman

Hong Kong, 6 March 2025

Registered office:

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

Principal place of business in Hong Kong:

Room 1910, 19/F
C C Wu Building, 302-308 Hennessy Road
Wan Chai
Hong Kong

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged at the office of the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned or postponed meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM should they so wish and, in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 21 March 2025 to Wednesday, 26 March 2025, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Thursday, 20 March 2025.
6. As at the date of this notice, the executive Director is Mr. Chong Yee Ping; the non-executive Directors are Mr. Siah Jiin Shyang and Mr. Lam Pang; and the independent non-executive Directors are Dato' Yeong Kok Hee, Mr. Siew Kin Meng and Ms. Lau Meng Hong.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed according to the articles of association of the Company. The Company will post an announcement on the website of the Company at www.mindtelltech.com and on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.