# THIS CIRCULAR IS IMPORTANT AND REQURIES 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) RE-ELECTION OF RETIRING DIRECTORS AND

# (2) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (the "AGM") of Mindtell Technology Limited (the "Company") to be held at Unit 1802, 18/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 21 May 2020 at 4:00 p.m. is set out on pages 9 to 10 of this circular. Whether or not you are able to attend the AGM, 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, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com 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.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Practical measures will be taken to try to minimise the risks of infection of COVID-19 at the AGM, including:

- compulsory body temperature checks for all attendees;
- prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM;
- compulsory wearing of surgical face masks throughout the AGM;
- maintaining proper distance between seats; and
- no refreshments will be served at the AGM.

Any person who does not comply with the precautionary measures may be denied entry into the venue of the AGM. The Company reminds Shareholders that they may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

# **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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# PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at https://www.chp.gov.hk/en/features/102742.html), the Company will implement necessary preventive measures at the AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) Compulsory body temperature checks for all attendees at the entrance of the AGM venue. Any person with a body temperature of 37.2 degrees Celsius or above will not be allowed to attend the AGM.
- (ii) Prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM.
- (iii) All attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the AGM.
- (iv) Appropriate proper distance between seats in line with the guidance from the Hong Kong Government will be maintained. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (v) No refreshments will be served.

To the extent permitted under the laws, regulations and GEM Listing Rules, the Company reserves the right to deny entry into the AGM venue or require any person, who does not comply with the precautionary measures, to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In light of the continuing risks posed by COVID-19, the Company strongly advises Shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.

The proxy form can also be downloaded from the Company's website (www.mindtelltech.com).

Shareholders are advised to read these precautionary measures carefully and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the AGM and precautionary measures and may issue further announcement on such measures as appropriate.

Health education materials and up-to-date development on COVID-19 can be found on the website of Centre for Health Protection (www.chp.gov.hk) and the website of the Hong Kong Government on COVID-19 (www.coronavirus.gov.hk).

# **DEFINITIONS**

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

"AGM" the annual general meeting of the Company to be

convened and held at Unit 1802, 18/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 21 May 2020 at 4:00 p.m. or

any adjournment thereof

"Articles of Association" the articles of association of the Company

"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** 

"Director(s)" the director(s) of the Company

"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** 

"Latest Practicable Date" 15 April 2020, being the latest practicable date prior to

the printing of this circular for the purpose of ascertaining certain information contained in this

circular

"Listing Date" 22 October 2018, the date on which the issued Shares

were initially listed on GEM

"PRC" the People's Republic of China

"SFO" the Securities and Futures Ordinance (Chapter 571 of

the Laws of Hong Kong)

"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 Directors:

Mr. Chong Yee Ping

(Chairman and Chief Executive Officer)

Mr. Liu Yan Chee James

Non-executive Directors:

Mr. Siah Jiin Shyang

Mr. Lam Pang

Independent Non-executive Directors:

Mr. Chan San Ping

Ms. Ho Suet Man Stella

Mr. Su Chi Wen

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:

Unit 1802, 18/F, Ruttonjee House Ruttonjee Centre, 11 Duddell Street

Central, Hong Kong

20 April 2020

To: The Shareholders

Dear Sir or Madam,

# (1) RE-ELECTION OF RETIRING DIRECTORS AND

# (2) NOTICE OF ANNUAL GENERAL MEETING

# INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for, among other matters, (i) the re-election of the retiring Directors and (ii) the re-appointment of independent joint auditors, and to give the Shareholders the notice of AGM which sets out the ordinary resolutions to be proposed at the AGM.

# RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 84(1) and 84(2) of the Articles of Association, Mr. Lam Pang, Mr. Siah Jiin Shyang and Mr. Chan San Ping will retire from office as Directors at the AGM and being eligible, offer themselves for re-election.

Details of the retiring Directors who offer themselves for re-election are set out in Appendix I to this circular in accordance with the relevant requirements of the GEM Listing Rules.

#### LETTER FROM THE BOARD

# ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 9 to 10 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the re-election of the retiring Directors and the re-appointment of independent joint auditors.

A form of proxy for use at the AGM 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 an deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, 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 AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholders from attending and voting at the AGM if they so wish.

#### **CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 18 May 2020 to Thursday, 21 May 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Friday, 15 May 2020.

# GEM LISTING RULES REQUIREMENT

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 AGM will be taken by way of poll and the Company will announce the results of the poll in the manner prescribed under rule 17.47(5) of the GEM Listing Rules.

# 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 Directors believe that the re-election of retiring Directors and re-appointment of independent joint auditors 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 AGM.

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

The followings are the biographical details of the Directors who will retire, and being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association.

#### NON-EXECUTIVE DIRECTORS

Mr. Lam Pang ("Mr. Lam"), aged 50, was appointed as a non-executive Director on 8 March 2018. Mr. Lam has over 26 years of extensive experience in trading between the PRC and Hong Kong, and property investment in the PRC. He founded Stars (Holdings) Limited (now known as Stars Pacific Limited), of which he has been the director and has been engaged in trading business since 1992. He was the chairman of GOME Retail Holdings Limited (formerly known as GOME Electrical Appliances Holding Limited) (Stock Code: 0493) from December 2000 to April 2002 and the executive director from September 2000 to May 2007.

Afterwards, Mr. Lam was an executive director of 山東金泰集團股份有限公司 (Shandong Jintai Group Co., Ltd), a listed company on the Shanghai Stock Exchange (Stock Code: 600385) which principally engages in gold and jewellery trading from July 2007 to June 2013, and a director of Blossomhill Investment Limited (formerly known as Special Fine Investment and Management Limited) from December 2013 to October 2015. From 2015 to October 2019, Mr. Lam was the general manager of 湖南富恒建設開發有限公 司 (Hunan Fu Heng Construction Development Co., Ltd.), which is principally engaged in infrastructure and property development.

Mr. Lam graduated from Pui Ying Secondary School in late 1980s. Mr. Lam currently serves as the consultant in the following associations:

Name of the association	Position
深圳市傳統文化研究會 (Shenzhen Association of Chinese Traditional Culture Studies)	Senior Consultant
中國國際經濟技術合作促進會健康科技工作委員會	Economic Consultant
(Health Science and Technology Work Committee of	
China Association for Promoting International	
Economic & Technical Cooperation)	
中國先秦史學會	Economic Consultant
(China pre-Qin History Society)	

Mr. Lam has entered into a letter of appointment with the Company as non-executive Director for a term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by either party giving to the other party not less than three months' prior notice in writing. His appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Lam is entitled to a monthly salary of HK\$30,000 which was determined by the Board with reference to prevailing market condition and his experience, duties and responsibility with the Company.

# DETAILS OF DIRECTORS TO BE RE-ELECTED

As at the Latest Practicable Date, Mr. Lam has personal interests in 38,220,000 Shares within the meaning of Part XV of the SFO, representing 9.80% of the existing issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lam confirms that he (i) did not hold any other directorships in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold other positions in the Company or other members of the Group; and (iii) does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, Mr. Lam did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lam as a Director, there is no other information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters that need to be brought to the attention of the Shareholders.

Mr. Siah Jiin Shyang ("Mr. Siah"), aged 40, was appointed as a non-executive Director on 27 February 2018. In 2005, he founded CSS MSC Sdn. Bhd., which focuses on, among others, business intelligence and data warehousing, for enabling a business to gather and analyse its data regarding specific function areas such as finance, supply chain, human resources, sales and marketing and customer service to provide historical, current and predictive views of business operations and has been the chief operating officer and a director thereof until his resignation in February 2018. He was responsible for the operations and research and development of CSS MSC Sdn. Bhd.. Mr. Siah is experienced in the implementation of business intelligence, data warehousing and banking solutions.

As at the Latest Practicable Date, in addition to those directorship with the members of our Group, Mr. Siah is also the director of the following companies:

# Name of the company

#### Principal business

C.I.S Integrated Sdn. Bhd.	
Rivermains Technology Sdn. Bhd.	

Provision of online home design solutions Provision of online car insurance

Mr. Siah obtained a Bachelor's degree of Engineering (Mechanical) with honours from University of Malaya in September 2002. Subsequently, he received an ITIL Foundation Certificate in IT Service Management in February 2005 and an ITIL Manager's Certificate in IT Service Management in September 2005.

Mr. Siah has entered into a letter of appointment with the Company as non-executive Director for a term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by either party giving to the other party not less than three months' prior notice in writing. His appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Siah is entitled to a monthly salary of HK\$30,000 which was determined by the Board with reference to prevailing market condition and his experience, duties and responsibility with the Company.

As at the Latest Practicable Date, Mr. Siah has, through King Nordic Limited (a company wholly-owned by him), held 98,280,000 Shares and is deemed to have interest in such Shares under the SFO, representing 25.20% of the existing issued share capital of the Company. Mr. Siah and Mr. Chong Yee Ping, an executive Director and a substantial Shareholder of the Company, are parties acting in concert. Hence Mr. Siah is deemed to be interested in 196,560,000 Shares in aggregate.

As at the Latest Practicable Date, Mr. Siah is also a director of the subsidiaries of the Company, namely Mixsol Sdn. Bhd. and Concorde Technology Sdn. Bhd..

Save as disclosed above, as at the Latest Practicable Date, Mr. Siah confirms that he (i) did not hold any other directorships in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold other positions in the Company or other members of the Group; and (iii) does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, Mr. Siah did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Siah as a Director, there is no other no information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters that need to be brought to the attention of the Shareholders.

# INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chan San Ping ("Mr. Chan"), aged 54, was appointed as an independent non-executive Director on 19 September 2018. He was the partner of GrammyTech Limited from September 2003 to April 2013, and is the managing partner of EMP Partners since May 2013 up to the Latest Practicable Date. During the said periods, he has been responsible for the management of the business for banking and finance recruitment in Hong Kong and China. From July 1997 to September 2003, Mr. Chan was the managing partner of Grammy Financial Institutions Group Limited, and his main responsibility covered the management of the senior-level recruitment business for financial services industry in Hong Kong and North Asia. These past and present positions have given Mr. Chan around 25 years in recruitment of talents in the finance industry.

Mr. Chan received a Bachelor's degree of Arts with honours, majoring in business studies from City University of Hong Kong in 1988.

Mr. Chan has entered into a letter of appointment with the Company as independent non-executive Director for a term of three years commencing from the Listing Date and shall continue thereafter unless and until it is terminated by either party giving to the other party not less than three months' prior notice in writing. His appointment is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, Mr. Chan is entitled to a monthly salary of HK\$11,000 which were determined by the Board with reference to prevailing market condition and his experience, duties and responsibility with the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan confirms that he (i) did not hold any other directorships in the last three years prior to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold other positions in the Company or other members of the Group; and (iii) does not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders of the Company.

Save as disclosed above, Mr. Chan did not have any interest in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chan as a Director, there is no other information to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules and to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters that need to be brought to the attention of the Shareholders.

# NOTICE OF ANNUAL GENERAL MEETING

# MINDTELL TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8611)

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the "AGM") of Mindtell Technology Limited (the "Company") will be held at Unit 1802, 18/F., Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Thursday, 21 May 2020 at 4:00 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

# ORDINARY RESOLUTIONS

- 1. to receive, consider and adopt the audited consolidated financial statements and the reports of directors (the "**Directors**") and independent joint auditors of the Company and its subsidiaries for the year ended 30 November 2019;
- 2. (a) to re-elect the following retiring Directors:
  - (i) Mr. Lam Pang as a non-executive Director;
  - (ii) Mr. Siah Jiin Shyang as a non-executive Director;
  - (iii) Mr. Chan San Ping as an independent non-executive Director;
  - (b) to authorise the board of Directors (the "**Board**") to fix the Directors' remuneration;
- 3. to re-appoint Mazars CPA Limited and Mazars LLP as the independent joint auditors of the Company and to authorise the Board to fix their remuneration.

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

Hong Kong, 20 April 2020

Registered office: Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman KY1-1111 Cayman Islands Principal place of business in Hong Kong: Unit 1802, 18/F Ruttonjee House, Ruttonjee Centre 11 Duddell Street, Central Hong Kong

# NOTICE OF ANNUAL GENERAL MEETING

#### Notes:

- 1. A member entitled to attend and vote at the AGM 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, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the AGM 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned 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 AGM or any adjournment thereof 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 AGM, 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 AGM 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 AGM, the register of members of the Company will be closed from Monday, 18 May 2020 to Thursday, 21 May 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the AGM, 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 Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. (Hong Kong time) on Friday, 15 May 2020.
- 6. To minimise the risks of infection of COVID-19, the Company will take precautionary measures at the AGM, including:
  - compulsory body temperature checks for all attendees;
  - prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM;
  - compulsory wearing of surgical face masks throughout the AGM;
  - maintaining proper distance between seats; and
  - no refreshments will be served at the AGM.
- 7. In light of the continuing risks posed by COVID-19, the Company strongly advises Shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
- Subject to the development of COVID-19, the Company may implement further changes to the arrangement of the AGM and precautionary measures and may issue further announcement on such measures as appropriate.
- 9. As at the date of this notice, the executive Directors are Mr. Chong Yee Ping and Mr. Liu Yan Chee James; the non-executive Directors are Mr. Siah Jiin Shyang and Mr. Lam Pang; and the independent non-executive Directors are Mr. Chan San Ping, Ms. Ho Suet Man Stella and Mr. Su Chi Wen.
- 10. 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 AGM, the meeting will be postponed. 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 GEM website at www.hkgem.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.