
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular, you should consult a 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 or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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MINDTELL TECHNOLOGY LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8611)

- (1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;
(3) RE-ELECTION OF RETIRING DIRECTORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting (the “AGM”) of Mindtell Technology Limited (the “**Company**”) to be held at Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 6 May 2019 at 4:00 p.m. is set out on pages 23 to 27 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 Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, Level 22, 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 Company Announcements” page for seven (7) days from the date of its posting and on the Company’s website at www.mindtelltelltech.com.

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 expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 6 May 2019 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 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 People’s Republic of China
“Issue Mandate”	the issue mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the Shares in issue as at the date of passing the relevant resolution for approving the issue mandate
“Latest Practicable Date”	25 March 2019, 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

DEFINITIONS

“Prospectus”	the prospectus of the Company dated 29 September 2018 issued in connection with the listing of Shares on GEM
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase fully paid Shares up to a maximum of 10% of the Shares in issue as at the date of passing the relevant resolution for approving the repurchase mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) 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
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	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*)

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

Principal place of business in

Hong Kong:

Unit 1802, 18/F

Ruttonjee House

Ruttonjee Centre

11 Duddell Street, Central

Hong Kong

29 March 2019

To the Shareholders

Dear Sirs or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;

(2) EXTENSION OF GENERAL MANDATE TO ISSUE SHARES;

(3) RE-ELECTION OF RETIRING DIRECTORS;

AND

(4) 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 granting of the Issue Mandate; (ii) the granting of the Repurchase Mandate; (iii) the extension of the Issue Mandate; (iv) the re-election of the retiring Directors; and (v) the re-appointment of independent joint auditors, and to give the shareholders notice of AGM at which ordinary resolutions as set out in the notice of AGM will be proposed.

LETTER FROM THE BOARD

ISSUE MANDATE

As set out in the Prospectus, the Shareholders passed the resolution on 19 September 2018 that a general unconditional mandate was given to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares. The general mandate to issue Shares will remain in effect until the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with, otherwise by way of rights issue or any option scheme or similar arrangements for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares in the Company or any Shares issued as scrip dividends pursuant to the memorandum and articles of association of the Company, additional Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution.

Based on 390,000,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to allot, issue and deal with up to a total of 78,000,000 Shares if the Issue Mandate is granted at the AGM, which will remain in effect until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the Companies Laws or any other applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

REPURCHASE MANDATE

As set out in the Prospectus, the Shareholders passed the resolution on 19 September 2018 that a general unconditional mandate was given to the Directors to repurchase Shares. The general mandate to repurchase Shares will remain in effect until the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to repurchase Shares subject to the maximum number of Shares of up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution.

LETTER FROM THE BOARD

The Repurchase Mandate, if granted, shall be effective until the earliest of (i) the date of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the Companies Laws or any other applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

EXTENSION OF ISSUE MANDATE

Subject to and conditional upon the passing of the resolutions to grant the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandates of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate of the total nominal amount of the issued share capital of the Company on the date of passing the resolution for approving the Issue Mandate.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 83(3) of the Articles of Association, all Directors 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 II to this circular.

ANNUAL GENERAL MEETING

The notice of the AGM is set out on pages 23 to 27 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate, the granting of the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the re-appointment of independent joint auditors.

LETTER FROM THE BOARD

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 and deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, 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 Shareholder from attending and voting at the meeting if so wish.

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 granting of the Issue Mandate, the granting of the Repurchase Mandate, the extension of the Issue Mandate, the re-election of retiring Directors and the re-appointment of independent joint auditors are in the best interests 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

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 390,000,000 fully paid Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing of such resolution, the Directors would be authorised to repurchase up to a maximum of 39,000,000 Shares, representing 10% of the issued Shares as at the Latest Practicable Date, during the period ending on the earliest of (i) the date of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the Companies Laws or any other applicable laws of the Cayman Islands, or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR THE REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company and the GEM Listing Rules for such purpose.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full might have a material adverse impact on the working capital and gearing position of the Company as compared with that as at 30 November 2018, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares had been traded on the Stock Exchange since the Listing Date and up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
October (from the Listing Date to 31 October)	1.550	0.680
November	3.800	0.480
December	0.560	0.360
2019		
January	0.530	0.350
February	0.390	0.350
March (up to the Latest Practicable Date)	0.370	0.255

6. DIRECTORS AND THEIR ASSOCIATES

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

7. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands, and in accordance with the regulations set out in the memorandum and articles of association of the Company.

9. EFFECT OF TAKEOVERS CODE

If a Shareholder’s proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such an increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, information on the substantial Shareholders was as follows:

Substantial shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Delicate Edge Limited <i>(Note 1)</i>	98,280,000	25.20%	28.00%
Chong Yee Ping	98,280,000	25.20%	28.00%
King Nordic Limited <i>(Note 2)</i>	98,280,000	25.20%	28.00%
Siah Jiin Shyang	98,280,000	25.20%	28.00%
Liu Yan Chee James	54,065,000	13.86%	15.40%
Lam Pang	38,220,000	9.80%	10.89%

Note:

1. Delicate Edge Limited (“**Delicate Edge**”) is a company incorporated in the British Virgin Islands. The entire issued share capital of Delicate Edge is 100% beneficially owned by Mr. Chong Yee Ping. By virtue of the SFO, Mr. Chong is deemed to have interest of Shares held by Delicate Edge.
2. King Nordic Limited (“**King Nordic**”) is a company incorporated in the British Virgin Islands. The entire issued share capital of King Nordic is 100% beneficially owned by Mr. Siah Jiin Shyang. By virtue of the SFO, Mr. Siah is deemed to have interest of Shares held by King Nordic.
3. Mr. Chong Yee Ping and Mr. Siah Jiin Shyang are parties acting in concert (within the meaning of Takeovers Code) as confirmed by them in writing. Hence each of Mr. Chong, Mr. Siah, Delicate Edge and King Nordic is deemed to be interested in 196,560,000 shares in aggregate.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the increase in the above shareholdings in the Company would not give rise to an obligation to make a mandatory offer under the Takeovers Code.

The Directors have no present intention to exercise the Repurchase Mandate to such extent that would result in takeover obligation under the Takeovers Code or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

10. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date up to the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

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.

EXECUTIVE DIRECTORS

Mr. Chong Yee Ping (鍾宜斌), aged 37, the founder of the Group, was appointed as the chairman of the Board, chief executive officer and executive Director of the Company on 27 February 2018. He is mainly responsible for formulating the overall business development strategy and planning; overseeing the Group's performance and management; and leading and representing the Group in negotiation with potential business partners.

In May 2003, Mr. Chong obtained a Bachelor's degree of Information Technology majoring in software engineering with honours from Multimedia University in Malaysia. Subsequently, he completed three IBM professional certification programs, which are IBM Certified Specialist DB2 and IBM Certified Database Administrator respectively in 2004 and IBM Certified System Administrator – Websphere Application Server Network Deployment in 2006.

After obtaining the aforesaid Bachelor's degree of Information Technology, Mr. Chong gained working experience in IT industry, especially in the field of system integration and development as a software engineer. Mr. Chong worked in iPower Berhad, a company engaged in system integration based in Malaysia from 2003 to 2007. In the past 11 years, Mr. Chong has been working relentlessly to build up the Group. In particular, he has participated in the development of NS3 and CUSTPRO, the two self-developed IT products of our Group.

As at the Latest Practicable Date, Mr. Chong serves as a director of C.I.S Integrated Sdn. Bhd., which principally engages in provision of online home design solutions.

Mr. Chong has entered into a service agreement with the Company as 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. Chong is entitled to a monthly salary of HK\$40,000 which were determined by the Board with reference to prevailing market condition and his experience, duties and responsibility with the Company.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

As at the Latest Practicable Date, Mr. Chong, through Delicate Edge 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 approximately 25.20% of the existing issued share capital of the Company. Mr. Chong and Mr. Siah Jiin Shyang, a non-executive Director and a substantial Shareholder of the Company, are parties acting in concert. Hence Mr. Chong is deemed to be interested in 196,560,000 Shares in aggregate.

As at the Latest Practicable Date, Mr. Chong is also a director of the subsidiaries of the Company, namely Excel Elite Global Limited, Tandem Advisory Sdn. Bhd. and Mixsol Sdn. Bhd..

Save as disclosed above, as at the Latest Practicable Date, Mr. Chong 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. Chong 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. Chong 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.

Mr. Liu Yan Chee James (劉恩賜), aged 48, was appointed as an executive Director on 8 March 2018. Mr. Liu has over 24 years of experience in finance and accounting. He is currently and has been an executive director and the chief executive officer of Asia Resources Holdings Limited, a listed company on the Main Board of the Stock Exchange (Stock Code: 0899) since April 2017 and August 2018 respectively. He is also currently and has been the chief executive officer of Future Bright Mining Holdings Limited, a listed company on the Main Board of the Stock Exchange (Stock Code: 2212) since October 2018. He was also an independent non-executive director and the chairman of the audit committee of Luen Wong Group Holdings Limited (Stock Code: 8217) from March 2016 to December 2017.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

Mr. Liu received a Bachelor's degree of Commerce from Dalhousie University, Canada in February 1994. Mr. Liu's previous working experience primarily includes:

Name of companies	Position	Regulated activity that Mr. Liu was licensed to perform	Period of service
Tung Shing Securities (Brokers) Limited	Sales Director Licensed Representative	Dealing in Securities Dealing in Futures Contracts	September 2010 to October 2015
KGI Asia Limited	Sales Director Licensed Representative	Dealing in Securities	October 2004 to September 2010
KGI Futures (Hong Kong) Limited	Sales Director Licensed Representative	Dealing in Futures Contracts	October 2004 to September 2010
Enlighten Securities Limited	Sales Director Licensed Representative	Dealing in Securities	May 2004 to October 2004
Enlighten Futures Limited	Sales Director Licensed Representative	Dealing in Futures Contracts	May 2004 to October 2004
Sun Hung Kai Investment Services Limited	Sales Director	Nil	April 2001 to March 2004
	Licensed Representative	Dealing in Securities	April 2003 to March 2004
		Advising on Securities	April 2003 to January 2004
		Advising on Corporate Finance	April 2003 to January 2004
		Providing Automated Trading Services	April 2003 to July 2003
		Asset Management	April 2003 to January 2004

Name of companies	Position	Regulated activity that Mr. Liu was licensed to perform	Period of service
Sun Hung Kai Commodities Limited	Licensed Representative	Dealing in Futures Contracts	April 2003 to March 2004
		Advising on Futures Contracts	April 2003 to January 2004
		Asset Management	April 2003 to January 2004
Vickers Ballas Hong Kong Limited (now known as DBS Vickers (Hong Kong) Limited)	Sales Director	Nil	March 1997 to mid-2001
Sun Hung Kai Investment Services Limited	Account Manager	Nil	July 1995 to March 1997

Mr. Liu has entered into a service agreement with the Company as 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. Liu is entitled to a monthly salary of HK\$40,000 which were 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. Liu has personal interests in 54,065,000 Shares within the meaning of Part XV of the SFO, representing approximately 13.86% of the existing issued share capital of the Company.

As at the Latest Practicable Date, Mr. Liu is also a director of a subsidiary of the Company, namely Excel Elite Global Limited.

Save as disclosed above, as at the Latest Practicable Date, Mr. Liu 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.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

Save as disclosed above, Mr. Liu 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. Liu 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.

NON-EXECUTIVE DIRECTORS

Mr. Siah Jiin Shyang (謝錦祥), aged 39, 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 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.	Provision of online home design solutions
Rivermains Technology Sdn. Bhd.	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.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

As at the Latest Practicable Date, Mr. Siah is entitled to a monthly salary of HK\$30,000 which were 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 approximately 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.

Mr. Lam Pang (林鵬), aged 49, 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 from December 2000 to April 2002 and the executive director from September 2000 to May 2007.

Afterwards, Mr. Lam was the 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

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

2013, and the director of Blossomhill Investment Limited (formerly known as Special Fine Investment and Management Limited) from December 2013 to October 2015. Since 2015, Mr. Lam has been 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 (Health Science and Technology Work Committee of China Association for Promoting International Economic & Technical Cooperation)	Economic Consultant
中國先秦史學會 (China pre-Qin History Society)	Economic Consultant

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 were 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. Lam has personal interests in 38,220,000 Shares within the meaning of Part XV of the SFO, representing approximately 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

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

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 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 DIRECTORS

Mr. Chan San Ping (陳生平), aged 53, 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.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

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 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.

Ms. Ho Suet Man Stella (何雪雯), aged 47, was appointed as an independent non-executive Director on 19 September 2018. She is the chief financial officer and the Company Secretary of Hong Kong Resources Holdings Company Limited, a listed company on the Main Board of the Stock Exchange (Stock Code: 2882), since May 2017 and March 2018, respectively, and up to the Latest Practicable Date. From September 2007 to February 2017, Ms. Ho served as the chief financial officer and company secretary of Paradise Entertainment Limited, a listed company on the Main Board of the Stock Exchange (Stock Code: 1180). Prior to that, she was the financial controller and company secretary of Linefan Technology Holdings Limited (now known as China Eco-Farming Limited), a listed company on GEM (Stock Code: 8166) from May 2004 to September 2007, the financial manager of Recruit Holdings Limited (now known as KK Culture Holdings Limited), a listed company on the Main Board of the Stock Exchange (Stock Code: 550) from November 2002 to August 2003 and the accounting manager of Systek Information Technology Limited (now known as the Zhi Cheng Holdings Limited), a listed company on GEM (Stock Code: 8130) from October 2001 to November 2002. These past and present positions have given Ms. Ho over 20 years of financial and accounting experience and extensive experience of working in the listed companies in Hong Kong.

Ms. Ho obtained a Bachelor's degree in Accountancy with honours from Hong Kong Polytechnic University in 1994. She was admitted as a members of both The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants in May 1998 and May 2000 respectively.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

Ms. Ho 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. Her 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, Ms. Ho is entitled to a monthly salary of HK\$11,000 which were determined by the Board with reference to prevailing market condition and her experience, duties and responsibility with the Company.

Save as disclosed above, as at the Latest Practicable Date, Ms. Ho confirms that she (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, Ms. Ho 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 Ms. Ho 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.

Mr. Su Chi Wen (蘇熾文), aged 51, was appointed as an independent non-executive Director on 19 September 2018. Mr. Su has over 20 years of experience working in the IT industry. Mr. Su has been the deputy IT director of C&C Joint Printing Co., (H.K.) Ltd since January 2014 and up to the Latest Practicable Date. He was the project manager of C&C Joint Printing Co., (H.K.) Ltd from May 2005 and December 2013. Prior to that, he was the executive director of High-Growth (H.K.) Limited from July 1997 to June 2000. From July 1995 to March 1997, he was the system consultant of System Management Consultancy Ltd.

Mr. Su was the founder of Sys Solutions Limited and Sys Solutions Holdings Limited (now known as Enviro Energy International Holdings Limited), a company formerly listed on GEM (Stock Code: 8182) since February 2003 and subsequently transferred its listing from GEM to the Main Board of the Stock Exchange (Stock Code: 1102) since December 2010. He was the executive director and chief executive officer of Sys Solutions Limited and Sys Solutions Holdings Limited from July 2000 to May 2004.

APPENDIX II DETAILS OF DIRECTORS TO BE RE-ELECTED

Mr. Su obtained a Bachelor's degree of Commerce, majoring in marketing from Dalhousie University, Canada in 1995. He was awarded a certificate of digital asset management by the Advanced Printing Technology Centre (APTEC), a subsidiary of the Hong Kong Printers Association in 2005. In 2014, Mr. Su received an executive diploma in digital marketing from Hong Kong Management Association and a certificate from China Business Executives Academy Dalian.

Mr. Su 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. Su 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. Su 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) did 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. Su 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. Su 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.

NOTICE OF THE 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 Room 2402, China Merchants Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on Monday, 6 May 2019 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 2018;
2. (a) to re-elect the following retiring Directors:
 - (i) Mr. Chong Yee Ping as an executive Director;
 - (ii) Mr. Liu Yan Chee James as an executive Director;
 - (iii) Mr. Siah Jiin Shyang as a non-executive Director;
 - (iv) Mr. Lam Pang as a non-executive Director;
 - (v) Mr. Chan San Ping as an independent non-executive Director;
 - (vi) Ms. Ho Suet Man Stella as an independent non-executive Director;
 - (vii) Mr. Su Chi Wen 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 its remuneration;

NOTICE OF THE ANNUAL GENERAL MEETING

4. “THAT:

- (a) subject to paragraph (c) of this resolution below and pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”) or securities convertible into or exchangeable for Shares, options, warrants, or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of share allotted or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) and (b) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Laws, or any other applicable laws of the Cayman Islands; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other similar instruments giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company or any recognised regulatory body or any stock exchange applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to repurchase the issued Shares of the Company on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**Commission**”) and the Stock Exchange for this purpose, subject to and in accordance with the Companies Laws or any other applicable laws of the Cayman Islands, and the Code on Share Buy-backs issued by the Commission and the requirements of the GEM Listing Rules, be and is hereby generally and unconditionally approved and authorised;
- (b) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

(c) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company, the Companies Laws or any other applicable laws of the Cayman Islands; and
- (iii) the date on which the authority set out in this resolution is revoked and varied by way of an ordinary resolution by the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of resolution nos. 4 and 5 set out above being passed, the general mandate granted to the Directors pursuant to resolution no. 4 set out above be and is hereby extended by the addition thereto of the number of Shares representing the aggregate number of Shares repurchased under the authority granted pursuant to Resolution no. 5 set out in the above, provided that such number of shares shall not exceed 10% of the aggregate number of Shares in issued as at the date of passing this resolution.”

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

Hong Kong, 29 March 2019

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 THE 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 branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, 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 annual general meeting 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 annual general meeting 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 Tuesday, 30 April 2019 to Monday, 6 May 2019, 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 branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Monday, 29 April 2019.
6. 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.
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 AGM, the meeting will be postponed. The Company will post an announcement on the website of the Company at <http://www.mindtelltech.com/> and on the "Latest Company Announcements" 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.