
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this prospectus or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser. Capitalised terms used herein shall have the same meanings as those defined in the section headed “Definitions” in this prospectus, unless otherwise stated.

If you have sold or transferred all your shares in Min Fu International Holding Limited (the “Company”), you should at once hand the Prospectus Documents to the purchaser(s) or other transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed “16. Documents delivered to the Registrar of Companies in Hong Kong” in Appendix III to this prospectus, have been registered by the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility for the contents of any of the Prospectus Documents.

You should read the whole of the Prospectus Documents including the discussions of certain risks and other factors as set out in the section headed “Letter from the Board – Warning of the Risks of Dealing in the Shares and/or the Nil-paid Rights Shares” in this prospectus.

Subject to the granting of the listing of, and the permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange, as well as compliance with the stock admission requirements of HKSCC, the Rights Shares (in both their nil-paid and fully-paid forms) will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, or such other dates as determined by HKSCC and you should consult a stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of the Prospectus Documents, make no representation as to their accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Prospectus Documents.

The attention of Shareholders with registered addresses in, and investors who are located or residing in, any of the jurisdictions outside Hong Kong or holding Shares on behalf of beneficial owners of Shares with such addresses is drawn to the section headed “Letter from the Board – Proposed Rights Issue – Rights of Overseas Shareholders” in this prospectus.

This prospectus is for information purposes only and shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale or purchase of securities in any jurisdictions in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the “Securities Act”), or the laws of any state or jurisdiction of the United States, and may not be offered or sold within the United States, absent registration or an exemption from the registration requirements of the Securities Act and applicable state laws. There is no intention to register any portion of the Rights Shares or any securities described herein in the United States or to conduct a public offering of securities in the United States.

Min Fu International Holding Limited 民富國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8511)

PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON THE RECORD DATE ON A NON-UNDERWRITTEN BASIS

The Shares have been dealt in on an ex-entitlement basis from Wednesday, 7 June 2023. The nil-paid Rights Shares will be dealt in from Tuesday, 20 June 2023 to Wednesday, 28 June 2023 (both days inclusive). If the conditions of the Rights Issue are not fulfilled, the Rights Issue will not proceed. Any person contemplating dealing in the nil-paid Rights Shares during the period from Tuesday, 20 June 2023 to Wednesday, 28 June 2023 (both days inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and/or may not proceed. Any person contemplating dealing in the Shares and/or the nil-paid Rights Shares should therefore exercise caution, and is recommended to consult his/her/its own professional adviser(s) if in any doubt about his/her/its own position.

The Rights Issue is on a non-underwritten basis irrespective of the level of acceptance of the provisionally allotted Rights Shares. In the event the Rights Issue is not fully subscribed, any Untaken Shares together with the NQS Unsold Shares will be placed to independent places on a best effort basis under the Placing. Any Untaken Shares or NQS Unsold Shares which are not placed under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly. Pursuant to the Company’s constitutional documents, the applicable laws in Hong Kong and the Cayman Islands and the GEM Listing Rules, there is no requirement for a minimum level of subscription in the Rights Issue. The Rights Issue is subject to the fulfilment of the conditions of the Rights Issue as set out in the section headed “Letter from the Board – Proposed Rights Issue – Conditions of the Rights Issue” in this prospectus at or prior to the latest time for the Rights Issue to become unconditional (which is currently expected to be 4:00 p.m. on Monday, 24 July 2023). If the conditions of the Rights Issue are not fulfilled at or prior to the latest time for the Rights Issue to become unconditional, the Rights Issue will not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and/or the nil-paid Rights Shares up to the date when all the conditions to which the Rights Issue is subject are fulfilled. Any person who is in any doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional adviser(s).

The Latest Time for Acceptance is 4:00 p.m. on Monday, 3 July 2023. The procedures for acceptance and payment and/or transfer are set out on pages 16 to 18 of this prospectus.

16 June 2023

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 of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	7
LETTER FROM THE BOARD	9
APPENDIX I – FINANCIAL INFORMATION OF THE GROUP	I-1
APPENDIX II – UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP	II-1
APPENDIX III – GENERAL INFORMATION	III-1

DEFINITIONS

In this prospectus, the following expressions shall have the following meanings unless the context otherwise requires:

“Announcement”	the announcement of the Company dated 30 May 2023 in relation to, among other things, the Change in Board Lot Size, the Rights Issue and the Placing
“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, a Sunday, a public holiday and a day on which a tropical cyclone warning No. 8 or above or a “black rainstorm warning signal” is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks are open for general banking business in Hong Kong throughout their normal business hours
“Cayman Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on the Stock Exchange from 4,000 Shares per board lot to 20,000 Shares per board lot
“Companies Registry”	Companies Registry of Hong Kong
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time
“Company”	Min Fu International Holding Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM (stock code: 8511)
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Equipment Manufacturing and System Construction Service Agreement”	the equipment manufacturing and system construction service agreement dated 18 May 2022 entered into between Shenzhen City Min Fu Intelligence Manufacture Co., Ltd. (an indirect wholly-owned subsidiary of the Company) as the service provider and Huanggang Fuyuan Culture as the customer in respect of (i) the design and construction of an intelligent columbarium in a cemetery situated at Huilongshan held by Huanggang Fuyuan Culture; and (ii) the building and setting up of the system for digital smart tourist attractions at the site in Huilong Mountain area held by Huanggang Fuyuan Culture
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed to it under the GEM Listing Rules
“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
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administration Region of the PRC
“Huanggang Fuyuan Culture”	黃岡市福圓文化發展有限公司(Huanggang Fuyuan Culture Development Co., Ltd.*) (formerly known as 黃岡市佛教文化發展有限公司(Huanggang Buddhist Culture Development Co., Ltd*)), a company established in the PRC with limited liability and a 20% owned associated company of the Company
“Independent Third Parties”	third parties independent from, and not connected with, the Company and its connected persons (or any of their respective associates)
“Last Trading Day”	30 May 2023, being the last trading day for the Shares immediately prior to the date of the Announcement
“Latest Practicable Date”	12 June 2023, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein

* For identification purpose only

DEFINITIONS

“Latest Time for Acceptance”	4:00 p.m. on Monday, 3 July 2023 (or such other time and date as may be determined by the Company), being the latest time for the acceptance of, and payment for, the Rights Share
“Net Gain”	any premiums paid by the placees over the Subscription Price for the Untaken Shares and the NQS Unsold Shares placed by the Placing Agent under the Placing
“Nil Paid Rights”	rights to subscribe for Rights Shares before the Subscription Price is paid
“No Action Shareholders”	Qualifying Shareholder(s) or renouncee(s) or transferee(s) of Nil Paid Rights under PAL(s) during the Rights Issue who do not subscribe for the Rights Shares (whether partially or fully) under the PAL(s), or such persons who hold any Nil Paid Rights at the time such Nil Paid Rights lapse
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) whom the Board considers necessary or expedient to exclude from the Rights Issue on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“NQS Unsold Shares”	the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders in nil-paid form that have not been sold by the Company
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear on the register of members of the Company as at 5:00 p.m. on the Record Date and whose address(es) as shown on such register is/ are outside Hong Kong
“PAL”	the provisional allotment letter(s) to be issued to the Qualifying Shareholders in connection with the Rights Issue
“Placing”	arrangements to place the Untaken Shares and the NQS Unsold Shares by the Placing Agent on a best effort basis to investors who (or as the case may be, their ultimate beneficial owner(s)) are not Shareholders and are otherwise Independent Third Parties

DEFINITIONS

“Placing Agent”	Yuet Sheung International Securities Limited, a corporation licensed to carry on business in Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO
“Placing Agreement”	the agreement dated 30 May 2023 entered into between the Company and the Placing Agent in respect of the Placing
“Placing End Date”	6:00 p.m. on Friday, 21 July 2023 or such other dates as the Company may announce
“Placing Long Stop Date”	4:00 p.m. on Monday, 24 July 2023 (being the next Business Day after the Placing End Date) or such later date as the Company may announce
“Placing Period”	the period from Tuesday, 11 July 2023 up to 6:00 p.m. on the Placing End Date, being the period during which the Placing Agent will seek to effect the Placing
“Placing Share(s)”	the Untaken Share(s) and the NQS Unsold Share(s)
“Posting Date”	Friday, 16 June 2023
“PRC”	the People’s Republic of China, which for the purpose of this prospectus excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus Documents”	this prospectus and the PAL(s)
“Qualifying Shareholder(s)”	Shareholder(s), whose name(s) appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholders
“Record Date”	the date by reference to which provisional allotments under the Rights Issue are determined, which is Thursday, 15 June 2023

DEFINITIONS

“Registrar”	Computershare Hong Kong Investor Services Limited, the Company’s Hong Kong branch share registrar and transfer office, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“Rights Issue”	the proposed offer for subscription of the Rights Shares at the Subscription Price on the basis of one (1) Rights Share for every two (2) Shares held by the Shareholders on the Record Date and subject to the conditions set out in the section headed “Letter from the Board – Conditions of the Rights Issue” in this prospectus
“Rights Issue Completion”	completion of the Rights Issue
“Rights Issue Settlement Date”	Monday, 31 July 2023
“Rights Share(s)”	the Share(s) to be allotted and issued under the Rights Issue, being up to 240,000,000 Shares
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with par value of US\$0.0001 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the subscription price of HK\$0.1 per Rights Share
“substantial Shareholder(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers (as amended and supplemented from time to time)

DEFINITIONS

“Untaken Share(s)”	the number of unsubscribed Rights Share(s) not taken up by Qualifying Shareholder(s) or renounee(s) or transferee(s) of Nil Paid Rights under PAL(s) during the Rights Issue
“US\$”	United States dollar, the lawful currency of the United States of America
“%”	per cent

For the purpose of this prospectus, unless otherwise indicated, the conversion of RMB into HK\$ is calculated at the approximate exchange rate of RMB1.00 to HK\$1.12. This exchange rate is for the purpose of illustration only and does not constitute a representation that any amount has been, could have been, or may be, exchanged at this or another rate.

EXPECTED TIMETABLE

The expected timetable for the proposed Rights Issue and the Placing and the associated trading arrangement is set out below. The expected timetable is subject to the satisfaction of the conditions of the Rights Issue and the Placing and is therefore for indicative purposes only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this prospectus refer to Hong Kong local times and dates.

Effective date of the Change in Board Lot Size	Friday, 16 June 2023
Designated broker starts to stand in the market to provide matching services for odd lots of Shares	9:00 a.m. on Friday, 16 June 2023
First day of dealings in nil-paid Rights Shares	Tuesday, 20 June 2023
Latest time for splitting nil-paid Rights Shares	4:30 p.m. on Friday, 23 June 2023
Last day of dealings in nil-paid Rights Shares	Wednesday, 28 June 2023
Latest time for lodging transfer documents of nil-paid Rights Shares in order to qualify for the payment of Net Gain	4:00 p.m. on Monday, 3 July 2023
Latest Time for Acceptance and payment of the Rights Shares	4:00 p.m. on Monday, 3 July 2023
The last day for the designated broker to provide matching services for odd lots of Shares	4:00 p.m. on Friday, 7 July 2023
Announcement of the number of the Untaken Shares and NQS Unsold Shares subject to the Placing	Monday, 10 July 2023
Commencement of the Placing Period (if there are any Untaken Shares and NQS Unsold Shares available) . . .	Tuesday, 11 July 2023
Placing End Date for placing the Placing Shares	6:00 p.m. on Friday, 21 July 2023
Latest Time for the Rights Issue to become unconditional and the Placing Long Stop Date	4:00 p.m. on Monday, 24 July 2023

EXPECTED TIMETABLE

Rights Issue Settlement Date and Placing completion date	Monday, 31 July 2023
Announcement of the results of the Rights Issue (including the results of the Placing and the Net Gain)	Tuesday, 1 August 2023
Despatch of share certificates for the Rights Shares or refund cheques, if terminated	Wednesday, 2 August 2023
First day of dealings in the fully-paid Rights Shares	9:00 a.m. on Thursday, 3 August 2023
Payment of Net Gain to relevant No Action Shareholders (if any) or Non-Qualifying Shareholders (if any)	Friday, 11 August 2023

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE

The Latest Time for Acceptance will not take place if a tropical cyclone signal No. 8 or above, or “extreme conditions” caused by super typhoons or a “black” rainstorm warning is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Monday, 3 July 2023, being the date on which the Latest Time for Acceptance falls. In this case, the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Monday, 3 July 2023, being the date on which the Latest Time for Acceptance falls. In this case, the Latest Time for Acceptance will be rescheduled to 4:00 p.m. on the following Business Day on which none of the aforementioned warnings is in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Monday, 3 July 2023, the dates mentioned in the section headed “Expected Timetable” in this prospectus may be affected. The Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

LETTER FROM THE BOARD

Min Fu International Holding Limited
民富國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8511)

Executive Directors:

Mr. Zeng Weijin

(Chairman and Chief Executive Officer)

Ms. Ye Jialing

Mr. Huang Minzhi

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Directors:

Mr. Zhou Ruizhao

Ms. Zhang Xiaoling

Ms. Li Xiaoxuan

Head office and principal

place of business:

Unit 1807, 18/F, Billion Trade Centre

31 Hung To Road

Kwun Tong, Kowloon

Hong Kong

Independent non-executive Directors:

Mr. Ning Jie

Dr. Zhou Wenming

16 June 2023

*To the Qualifying Shareholders and, for information purposes only,
the Non-Qualifying Shareholders (if any)*

Dear Sir or Madam,

**PROPOSED RIGHTS ISSUE ON THE BASIS OF
ONE (1) RIGHTS SHARE FOR EVERY TWO (2) SHARES HELD ON
THE RECORD DATE ON A NON-UNDERWRITTEN BASIS**

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the Change in Board Lot Size, the Rights Issue and the Placing. The Board announced that the Company proposed to raise up to HK\$24 million before expenses by way of issuing up to 240,000,000 Rights Shares to the Qualifying Shareholders by way of the Rights Issue at the Subscription Price of HK\$0.1 per Rights Share on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date.

LETTER FROM THE BOARD

The purpose of this prospectus is to provide you with, among other things, (i) further details of the Rights Issue, including the procedures for acceptance and payment and/or transfer of the Rights Shares provisionally allotted to you; (ii) certain financial information of the Group; and (iii) other information in respect of the Group.

PROPOSED RIGHTS ISSUE

The Board proposes to conduct the Rights Issue on the basis of one (1) Rights Share for every two (2) Shares held on the Record Date. Set out below are the details of the Rights Issue statistics.

Rights Issue Statistics

Basis of the Rights Issue	:	One (1) Rights Share for every two (2) Shares held by the Qualifying Shareholders on the Record Date
Subscription Price	:	HK\$0.1 per Rights Share
Number of Shares in issue as at the Latest Practicable Date	:	480,000,000 Shares
Maximum number of Rights Shares	:	240,000,000 Rights Shares
Maximum gross proceeds to be raised from the Rights Issue	:	HK\$24 million

Assuming no further issue or repurchase of Shares from the Latest Practicable Date to immediately after completion of the Rights Issue, the number of 240,000,000 Rights Shares to be allotted and issued pursuant to the Rights Issue represents (i) 50.00% of the total number of issued Shares as at the Latest Practicable Date; and (ii) approximately 33.33% of the total number of issued Shares as enlarged by the allotment and issuance of the Rights Shares immediately after completion of the Rights Issue.

The Company has no outstanding share options, warrants, options or convertible securities or other similar rights which are convertible or exchangeable into Shares as at the Latest Practicable Date.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Board has not received any information or irrevocable undertaking from any Shareholder of his/her/its intention to take up the Rights Shares to be provisionally allotted to him/her/it under the Rights Issue.

The Subscription Price

The Subscription Price is HK\$0.1 per Rights Share, which shall be payable in full by a Qualifying Shareholder upon acceptance of the relevant provisional allotment of the Rights Shares or when a transferee of nil-paid Rights Shares applies for the Rights Shares. The Subscription Price represents:

- (i) a discount of approximately 8.26% to the closing price of HK\$0.109 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 7.41% to the average closing price of HK\$0.108 per Share as quoted on the Stock Exchange for the last five consecutive trading days up to and including the Last Trading Day;
- (iii) a discount of approximately 5.66% to the closing price of HK\$0.106 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (iv) a discount of approximately 5.66% to the theoretical ex-entitlement price of HK\$0.106 as adjusted for the effect of the Rights Issue, based on the closing price of HK\$0.109 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (v) a theoretical dilution effect (as defined under Rule 10.44A of the GEM Listing Rules) of approximately 3.30%, represented by the theoretical diluted price of approximately HK\$0.107 per Share to the benchmarked price (as defined under Rule 10.44A of the GEM Listing Rules, taking into account the closing price on the Last Trading Day of HK\$0.109 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five previous consecutive trading days prior to the date of the Announcement) of approximately HK\$0.111 per Share; and
- (vi) a premium of approximately 12.36% to the unaudited net asset value per Share of approximately HK\$0.089 (based on the latest published consolidated net asset value of the Group of approximately HK\$42,851,000 as at 30 September 2022 as disclosed in the interim report of the Company for the six months ended 30 September 2022 and 480,000,000 Shares in issue as at the Latest Practicable Date).

LETTER FROM THE BOARD

The terms of the Rights Issue including the Subscription Price were determined after arm's length negotiation between the Company and the Placing Agent with reference to (i) the prevailing market prices of the Shares in particular, the fluctuated downward trend of the prevailing market prices of the Shares since February 2023 where the market prices of the Shares decreased from HK\$0.181 on 17 February 2023 to HK\$0.109 as at the Last Trading Day, representing a decrease of approximately 40%, in view of the volatile price performance of the Shares, the Directors consider that it is necessary to set the Subscription Price at a discount to the prevailing market prices of the Shares in order to increase the attractiveness of the Rights Issue; (ii) the current financial position of the Group in particular, the Group's cash at bank and on hand as at 30 April 2023 amounted to approximately HK\$4.5 million, which is not sufficient to cope with the Group's planned use of proceeds from the Rights Issue as discussed in the section headed "Letter from the Board – Reasons for the Rights Issue, the Placing and the Use of Proceeds" in this prospectus with an aim to maximise value for the Company and the Shareholders as a whole; and (iii) the reasons for the Rights Issue and the use of proceeds as set out in the section headed "Letter from the Board – Reasons for the Rights Issue, the Placing and the Use of Proceeds" in this prospectus.

In view of the above, the Directors consider that the terms of the Rights Issue, including the Subscription Price which has been set at a discount to the recent closing prices of the Shares with an objective to encourage Qualifying Shareholders to take up their entitlements so as to participate in the potential growth of the Company, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Non-underwritten basis

Subject to the fulfilment of the conditions of the Rights Issue, the Rights Issue will proceed on a non-underwritten basis irrespective of the level of acceptances of the provisionally allotted Rights Shares. In the event of an undersubscription of the Rights Issue, any Untaken Shares together with the NQS Unsold Shares will be placed on a best effort basis by the Placing Agent to independent placees under the Placing. Any Untaken Shares and/or NQS Unsold Shares remain unplaced under the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Prior to proceeding with the Rights Issue on a non-underwritten basis, the Company had contacted certain independent securities houses for the feasibility of conducting underwritten fund-raising exercises but had received negative feedbacks from those securities houses for conducting such fund-raising activities in view of the prevailing volatile market conditions and the volatile price performance and thin trading volume of the Shares. The Company had also approached the substantial Shareholder for the feasibility to act as the underwriter in the Rights Issue. However, the Company had not received any confirmation from the substantial Shareholder of any intention to act as the underwriter in the Rights Issue.

LETTER FROM THE BOARD

The Cayman Islands legal adviser of the Company has confirmed that there are no applicable statutory requirements under the Cayman Companies Act regarding minimum subscription levels in respect of the Rights Issue.

As the Rights Issue will proceed on a non-underwritten basis, a Shareholder who applies to take up all or part of his/her/its entitlement under the PAL may unwittingly incur an obligation to make a general offer for the Shares under the Takeovers Code. Accordingly, the Rights Issue will be made on terms that the Company will provide for the Shareholders (other than HKSCC Nominees Limited) to apply on the basis that if the Rights Shares are not fully taken up, the application of any Shareholder for his/her/its assured entitlement under the Rights Issue will be scaled down to a level which does not trigger an obligation on part of the relevant Shareholder to make a general offer under the Takeovers Code in accordance to the note to Rule 10.26(2) of the GEM Listing Rules.

Conditions of the Rights Issue

The Rights Issue is conditional on each of the following conditions being fulfilled:

- (i) the issue by the Stock Exchange of a certificate authorising the registration of, and the registration with the Companies Registry, respectively, of one copy of each of the Prospectus Documents not later than the Posting Date and otherwise in compliance with the GEM Listing Rules and the Companies (WUMP) Ordinance;
- (ii) following the registration, the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus bearing a “For Information Only” stamp to the Non-Qualifying Shareholders, if any, for information purpose only on or before the Posting Date;
- (iii) the grant by the GEM Listing Committee of the approval for the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully paid forms (subject to customary conditions) and such approval not having been withdrawn or revoked;
- (iv) the compliance with any other mandatory requirements under the applicable laws and regulations of Hong Kong and the Cayman Islands; and
- (v) the Placing Agreement is not terminated.

The above conditions are incapable of being waived. If any of the above conditions are not satisfied at or prior to the respective time stipulated therein or 4:00 p.m. on the Rights Issue Settlement Date (as the case may be), the Rights Issue will not proceed.

LETTER FROM THE BOARD

Status of the Rights Shares

The Rights Shares, when issued and fully-paid, will be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and shall rank *pari passu* in all respects with the Shares then in issue, including as to the right to receive all dividends and distributions which may be declared, made or paid on or after the date of issue of the Rights Shares.

Qualifying Shareholders and Non-Qualifying Shareholders

To qualify for the Rights Issue, a Shareholder must be registered as a member of the Company on the Record Date and a Qualifying Shareholder.

In order to be registered as members of the Company on the Record Date, all transfers of Shares (together with the relevant share certificates and instruments of transfer) must be lodged with the Registrar at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by 4:30 p.m. on Thursday, 8 June 2023.

Qualifying Shareholders who take up their pro-rata entitlement in full will not suffer any dilution to their interests in the Company.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted.

Basis of provisional allotment

Under the Rights Issue, the basis of the provisional allotment shall be one (1) Rights Share (in nil-paid form) for every two (2) Shares held by the Qualifying Shareholders at the close of business on the Record Date at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Prospectus Documents.

Application for all or any part of a Qualifying Shareholder's provisional allotment of Rights Shares should be made by lodging a duly completed PAL and a cheque or a banker's cashier order for the sum payable for the Rights Shares being applied for with the Registrar on or before the Latest Time for Acceptance. There will be no excess application arrangements in relation to the Rights Issue.

No fractional entitlements to the Rights Shares

No fractional entitlements to the Rights Shares shall be issued to the Shareholders and no entitlements of the Non-Qualifying Shareholders to the Rights Shares shall be issued to the Non-Qualifying Shareholders. All fractions of the Rights Shares shall be rounded down to the nearest whole number of Rights Shares and aggregated and, if a premium (net of expenses) can be achieved, sold in the market by the Company.

LETTER FROM THE BOARD

Rights of Overseas Shareholders

The Prospectus Documents are not intended to be registered or filed under the applicable securities legislation of any jurisdiction other than Hong Kong.

Arrangements will be made for the Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders, had they been Qualifying Shareholders, to be sold in the market in their nil-paid form as soon as practicable after dealings in the Rights Shares in their nil-paid form commence and before dealings in the Rights Shares in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses and stamp duty, of more than HK\$100 will be paid to the Non-Qualifying Shareholders pro-rata to their shareholdings held on the Record Date. In light of administrative costs, the Company will retain individual amounts of HK\$100 or less for its own benefit.

Any NQS Unsold Shares will be placed by the Placing Agent at the price not less than the Subscription Price under the Placing together with the Untaken Shares. The proceeds of the sale as described above, less expenses and in the case of being sold by the Placing Agent, also less the Subscription Price and the Placing Agent's commission, will be paid (without interest and rounded down to the nearest cent) in Hong Kong dollars pro-rata to the relevant Non-Qualifying Shareholders' and the No Action Shareholders' shareholdings held on the Record Date on the basis of all NQS Unsold Shares and Untaken Shares. Any Untaken Shares and the NQS Unsold Shares remain not placed after completion of the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

Overseas Shareholders should note that they may or may not be entitled to participate in the Rights Issue, subject to the results of the enquiries to be made by the Company. The Company reserves the right to treat as invalid any acceptances of, or applications for, the Rights Shares where it believes that such acceptance or application would violate the applicable securities or other laws or regulations of any territory or jurisdiction. Overseas Shareholders should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their own professional advisers.

As at the Latest Practicable Date, there was no Overseas Shareholder.

Share certificates and refund cheques for the Rights Shares

Subject to fulfilment of the conditions of the Rights Issue, share certificates for the fully-paid Rights Shares are expected to be posted by Wednesday, 2 August 2023 to those entitled to them at their registered addresses by ordinary post at their own risk.

Refund cheques, if the Rights Issue is terminated, are expected to be posted on or before Wednesday, 2 August 2023 by ordinary post, at the respective Shareholders' own risk, to their registered addresses.

LETTER FROM THE BOARD

Application for listing and dealing arrangements of the Rights Shares

The Company has applied to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange. The nil-paid and fully-paid Rights Shares will be traded in board lots of 20,000 Shares.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms will be subject to the payment of stamp duty, Stock Exchange trading fee, SFC transaction levy, investor compensation levy and other applicable fees and charges in Hong Kong.

Rights Shares will be eligible for admission into CCASS

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek advice from their stockbrokers or other professional advisers for details of those settlement arrangements and how such arrangements will affect their rights and interests.

Procedures for acceptance and payment and/or transfer of the Rights Shares provisionally allotted

Qualifying Shareholders should find enclosed with this prospectus a PAL which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Rights Shares shown therein. If a Qualifying Shareholder wishes to accept all the Rights Shares provisionally allotted to him/her/it as specified in the PALs, he/she/it must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar, Computershare Hong Kong Investor Services Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, by no later than 4:00 p.m. on Monday, 3 July 2023. All remittances must be made by cheques or banker's cashier orders in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "MIN FU INTERNATIONAL HOLDING LIMITED" and must be crossed "ACCOUNT PAYEE ONLY".

LETTER FROM THE BOARD

It should be noted that unless the duly completed PAL, together with the appropriate remittance, has been lodged with the Registrar for registration by no later than 4:00 p.m. on Monday, 3 July 2023, whether by the original allottee or any person to whom the provisional allotment has been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled. The Company may (at its sole discretion but without obligation) treat a PAL as valid and binding on the person(s) by whom or on whose behalf it is lodged even if the PAL is not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants at a later stage. It should be noted that Hong Kong ad valorem stamp duty is payable in connection with the transfer of a Qualifying Shareholder's rights to subscribe for the relevant Rights Shares to the transferee(s) and the acceptance by the transferee(s) of such rights.

If a Qualifying Shareholder wishes to accept only part of his/her/its provisional allotment or transfer part of his/her/its rights to subscribe for the Rights Shares provisionally allotted to him/her/it under the PAL or to transfer part or all of his/her/its rights to more than one person, the entire original PAL must be surrendered and lodged for cancellation by no later than 4:30 p.m. on Friday, 23 June 2023 with the Registrar, who will cancel the original PAL and issue new PALs in the denominations as required. The new PALs will be available for collection at the Registrar, Computershare Hong Kong Investor Services Limited, at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, after 9:00 a.m. on the second Business Day after the surrender of the original PAL.

The Company reserves the right to refuse to register any transfer in favour of any person in respect of which the Company believes such transfer may violate applicable legal or regulatory requirements.

The PAL contains further information regarding the procedures to be followed for acceptance and/or transfer of the whole or part of the provisional allotment of the Rights Shares by the Qualifying Shareholders. All cheques and banker's cashier orders accompanying completed PALs will be presented immediately for payment following receipt and all interests earned on such application monies (if any) will be retained for the benefit of the Company. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque and/or banker's cashier order is dishonoured on first presentation, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled. Completion and return of the PAL together with a cheque or banker's cashier order in payment of the Rights Shares, whether by a Qualifying Shareholder or by any nominated transferee, will constitute a warranty by such person that the cheque or banker's cashier order will be honoured upon first presentation.

No receipt will be issued in respect of any application monies received.

LETTER FROM THE BOARD

No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus Documents in any territory other than Hong Kong. The Prospectus Documents should not be distributed, forwarded to or transmitted to, into or from any jurisdiction where to do so might constitute a violation of local securities laws and regulations. Accordingly, no person receiving the Prospectus Documents in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements thereof. Completion and return of the PAL by anyone outside Hong Kong will be deemed to constitute a warranty and representation from such person to the Company that all local legislation, legal and regulatory requirements have been fully complied with. For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited will give, or be subject to, any of the above warranty and representation. The Company reserves the right to refuse to accept any application for Rights Shares where it believes that doing so would violate the applicable securities legislation or other laws or regulations of any jurisdiction.

Procedures in respect of the Untaken Shares and NQS Unsold Shares and the Placing

The Company will make arrangements described in Rule 10.31(1)(b) of the GEM Listing Rules to dispose of the Untaken Shares and the NQS Unsold Shares by offering the Untaken Shares and the NQS Unsold Shares to independent placees for the benefit of Shareholders to whom they were offered by way of the Rights Issue. There will be no excess application arrangements in relation to the Rights Issue.

The Company therefore appointed the Placing Agent to place the Untaken Shares and the NQS Unsold Shares to independent placees on a best effort basis after the number of the Untaken Shares and the NQS Unsold Shares that are subject to the Placing Arrangement has been announced. Any premium over, the aggregate amount of (i) the Subscription Price for those Rights Shares; and (ii) the expenses of the Placing Agent (including any other related expenses/fees), that is realised will be paid to the No Action Shareholders and the Non-Qualifying Shareholders on a pro-rata basis. The Placing Agent will on a best effort basis, procure, by not later than 6:00 p.m. on the Placing End Date, acquirers for all (or as many as possible) of those Untaken Shares and the NQS Unsold Shares if a premium over the Subscription Price and the expenses of procuring such acquirers (including any related commissions and any other related expenses/fees) can be obtained. Any Untaken Shares and the NQS Unsold Shares remain not placed after completion of the Placing will not be issued by the Company and the size of the Rights Issue will be reduced accordingly.

LETTER FROM THE BOARD

Net Gain (if any) will be paid (without interest) on pro-rata basis (on the basis of all Untaken Shares and NQS Unsold Shares) to the No Action Shareholders and the Non-Qualifying Shareholders (but rounded down to the nearest cent). It is proposed that Net Gain to any of the No Action Shareholder(s) or the Non-Qualifying Shareholders of HK\$100 or more will be paid to them in Hong Kong Dollars only and the Company will retain individual amounts of less than HK\$100 for its own benefit. Shareholders are reminded that Net Gain may or may not be realised, and accordingly the No Action Shareholders and the Non-Qualifying Shareholders may or may not receive any Net Gain.

The Placing

On 30 May 2023 (after trading hours of the Stock Exchange), the Company and the Placing Agent entered into the Placing Agreement, pursuant to which the Company conditionally appointed the Placing Agent and the Placing Agent conditionally agreed to act as the placing agent for the Company to procure, on a best effort basis, placees to subscribe for the Placing Shares (i.e. the Untaken Shares and/or the NQS Unsold Share during the Rights Issue) on the terms and subject to the conditions set out in the Placing Agreement. Under the terms of the Placing Agreement, if all the Rights Shares are already fully taken up in the Rights Issue through the PAL(s), the Placing will not proceed.

The Placing Agreement

The principal terms of the Placing Agreement are summarised below:

Date : 30 May 2023 (after trading hours of the Stock Exchange)

Placing Agent : Yuet Sheung International Securities Limited

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are Independent Third Parties and are not Shareholders.

LETTER FROM THE BOARD

- Placing commission and expenses : 4% of the gross proceeds from the subscription of the Placing Shares successfully placed by the Placing Agent multiplied by the placing price under the Placing Agreement and reimbursed for the expenses in relation to the Placing (including but not limited to all out-of-pocket expenses actually incurred by the Placing Agent for placing the Placing Shares), which the Placing Agent is authorised to deduct from the payment to be made by the Placing Agent to the Company at the Placing End Date.
- Placing price : The placing price of each of the Untaken Share and/or the NQS Unsold Share (as the case maybe) shall be not less than the Subscription Price. The final price determination will be depended on the demand and market conditions of the Untaken Shares and the NQS Unsold Shares during the process of Placing.
- Placing Period : The Placing Period shall commence on Tuesday, 11 July 2023, and end on the Placing End Date or such other dates as the Company may announce, being the period during which the Placing Agent will seek to effect the Placing.

LETTER FROM THE BOARD

- Placees
- : The Placing Agent shall ensure that the Placing Shares are placed (i) only to institutional, corporate or individual investors who and whose ultimate beneficial owner(s) shall be Independent Third Parties; (ii) such that no placee shall become a substantial Shareholder immediately following the Placing; (iii) such that the Placing will not have any implications under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing; and (iv) such that the Placing will not result in the Company being incapable of complying with the public float requirements under the GEM Listing Rules immediately following the Placing. The Company will continue to comply with the public float requirements under Rule 11.23(7) of the GEM Listing Rules and the Placing will not have any implication under the Takeovers Code and no Shareholder will be under any obligation to make a general offer under the Takeovers Code as a result of the Placing.
- Ranking
- : The Placing Shares, when issued and fully paid, will rank *pari passu* in all respects among themselves with the Shares in issue as at the date of allotment and issuance of the Placing Shares.

LETTER FROM THE BOARD

Conditions of the Placing

The obligations of the Placing Agent and the Company under the Placing Agreement are conditional upon the following conditions being fulfilled:

- (i) the grant by the GEM Listing Committee of the approval for the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully paid forms (subject to customary conditions) including the Placing Shares and such approval not having been withdrawn or revoked;
- (ii) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Placing Agreement and the transactions contemplated thereunder having been obtained;
- (iii) none of the representations, warranties or undertakings contained in the Placing Agreement being or having become untrue, inaccurate or misleading in any material respect at any time before the completion, and no fact or circumstance having arisen and nothing having been done or omitted to be done which would render any of such undertakings, representations or warranties untrue or inaccurate in any material respect if it was repeated as at the time of completion of the Placing Agreement; and
- (iv) the Placing Agreement not having been terminated in accordance with the provisions thereof, including provisions regarding the force majeure events on or before the Placing Long Stop Date or such later date as may be agreed between the Company and the Placing Agent in writing.

The Placing Agent may, in its absolute discretion, waive the fulfilment of all or any part of the conditions (other than those set out in paragraphs (i) to (ii) above) by notice in writing to the Company.

The timetable of the Placing is driven by the timetable of the Rights Issue. Under the terms of the Placing Agreement, the Placing Period shall commence on Tuesday, 11 July 2023, or such other date as the Company may announce. The Placing Period shall end at 6:00 p.m. on Friday, 21 July 2023, or such other date as the Company may announce.

The long stop date for the fulfilment of conditions of the Placing Agreement shall be 4:00 p.m. on Monday, 24 July 2023 (being the next Business Day after the Placing End Date) or such later date as may be announced by the Company. The Company shall use its reasonable endeavours to procure the fulfilment of the conditions and if the said conditions are not fulfilled on or before the Placing Long Stop Date, the Placing Agreement will lapse and become null and void and the Company and the Placing Agent shall be released from all rights and obligations under the Placing Agreement, save the liabilities for any antecedent breaches thereof.

LETTER FROM THE BOARD

Termination

The Placing Agreement can only be terminated by mutual written confirmations by the Company and the Placing Agent.

Completion of the Placing

Subject to the fulfilment of conditions of the Placing as set out in the section headed “Letter from the Board – Conditions of the Placing” of this prospectus, the completion of the Placing is expected to take place on the fifth (5) Business Day after the Placing Long Stop Date (or such later date as the Company may announce).

The engagement between the Company and the Placing Agent of the Untaken Shares and the NQS Unsold Shares was determined after arm’s length negotiation between the Placing Agent and the Company and is on normal commercial terms. In particular, the Directors, taking into account the range of placing commissions for recent proposed rights issues conducted by issuers listed on GEM within 12 months prior to the Last Trading Day where the placing commission under the Placing Agreement falls within the range of the comparable transactions, consider that the terms of the Placing Agreement, including the placing commission, are on normal commercial terms. Given that the Placing would provide (i) a distribution channel of the Untaken Shares and the NQS Unsold Shares; and (ii) a compensatory mechanism for the No Action Shareholders and Non-Qualified Shareholders, the Directors consider that the Placing Agreement is fair and reasonable and in the interest of the Company and its Shareholders as a whole.

As at the Latest Practicable Date, the Board has not received any information or irrevocable undertaking from any substantial Shareholder of his/her/its intention to take up his/her/its entitlement in full or in part under the Rights Issue.

REASONS FOR THE RIGHTS ISSUE, THE PLACING AND THE USE OF PROCEEDS

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of smart manufacturing solutions including sales of equipment and provision of relevant technical services in the PRC.

Assuming a maximum of 240,000,000 Rights Shares will be issued under the Rights Issue, the estimated gross proceeds of the Rights Issue will be HK\$24 million. The estimated expenses in relation to the Rights Issue (including placing commission (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and the placing of all Untaken Shares and the NQS Unsold Shares by the Placing Agent), financial advisory fees, printing, registration, translation, legal and accountancy charges) will amount to approximately HK\$1.66 million and the estimated maximum net proceeds of the Rights Issue will be approximately HK\$22.34 million. The net subscription price per Rights Share is expected to be approximately HK\$0.093.

LETTER FROM THE BOARD

Reference is made to the announcement of the Company dated 18 May 2022 in relation to the entering into of the Equipment Manufacturing and System Construction Service Agreement between Shenzhen City Min Fu Intelligence Manufacture Co., Ltd. (an indirect wholly-owned subsidiary of the Company) as the service provider and Huanggang Fuyuan Culture as the customer (a 20% owned associated company of the Company and is the holder of the land use right for a parcel of land located at Huilong Mountain, Hubei Province, the PRC. The total area of Huilong Mountain planned for development is approximately 445,000 square metres, i.e. approximately 668 mu, of which approximately 125,000 square metres is planned for the development of a cemetery park, which will comprise a religious and cultural exhibition hall, a leisure resort, buildings, a sacrificial tower, a tourism information center, and comprehensive tourist attractions) in respect of (i) the design and construction of an intelligent columbarium in a cemetery situated at Huilongshan held by Huanggang Fuyuan Culture; and (ii) the building and setting up of the system for digital smart tourist attractions at the site in the Huilong Mountain area held by Huanggang Fuyuan Culture. Pursuant to the Equipment Manufacturing and System Construction Service Agreement, the total contract sum is RMB20 million (equivalent to approximately HK\$22.4 million) and the above-mentioned services shall be completed by June 2024.

The Board is of the view that as the Group is principally engaged in the provision of smart manufacturing solutions including sales of equipment and provision of relevant technical service in the PRC, it is expected that the Group will make use of its expertise in industrial information technology for the design and construction of digital smart tourist attractions in the Huilong Mountain area. This will provide the Group with a valuable opportunity to expand its technical service business and contribute as income sources for the Group.

As at the Latest Practicable Date, the Group has completed the site inspection and preparation works, subject to certain minor revisions to be finalised, the Group and Huanggang Fuyuan Culture has mutually agreed with the overall design and construction proposal in principle. It is expected that construction works shall commence by July 2023. As at 30 April 2023, the Group has cash at bank and on hand of approximately HK\$4.5 million. The financial resources available to the Group may not be sufficient to support the upfront working capital requirement of the Equipment Manufacturing and System Construction Service Agreement, which is expected to be approximately HK\$14.70 million.

LETTER FROM THE BOARD

In view of the above, the Company intends to apply the net proceeds from the proposed Rights Issue as follows:

- (a) approximately HK\$14.70 million to support the upfront working capital requirement of the Equipment Manufacturing and System Construction Service Agreement including but not limited to sub-contracting fees, material costs and labour cost, which is expected to be fully utilised by the first quarter of 2024;
- (b) approximately HK\$1.50 million for recruitment of additional I.T. talents including management level staff, I.T. technicians and system designers to enhance the technical, research and development capabilities of the Group's smart manufacturing solutions businesses, which is expected to be fully utilised by the second quarter of 2024; and
- (c) the remaining net proceeds from the Rights Issue of approximately HK\$6.14 million for general working capital of the Group, including but not limited to staff cost, rental expenses and other office overheads, which is expected to be fully utilised by the second quarter of 2024.

As the Rights Issue will proceed on a non-underwritten basis, the actual amount of the net proceeds from the Rights Issue cannot be ascertained as at the Latest Practicable Date. In the event that there is an undersubscription of the Rights Shares and/or the Placing, the net proceeds will first be prioritised to be applied towards the upfront working capital requirement of the Equipment Manufacturing and System Construction Service Agreement including but not limited to sub-contracting fees, material costs and labour cost having considered (i) the initial preparation works under the Equipment Manufacturing and System Construction Service Agreement has been substantially completed and in view of the expected construction commencement date and the expected completion date of the construction works to be in July 2023 and June 2024 respectively; and (ii) the other intended use of proceeds from the Rights Issue and/or the Placing could comparatively allow more buffer for the Company to adjust, the Company considers it appropriate to prioritise the allocation of the proceeds from the Rights Issue towards the working capital needs to execute the Equipment Manufacturing and System Construction Service Agreement. Any of the remaining net proceeds from the Rights Issue and/or the Placing will be scaled down and utilised in proportion to the remaining uses including (a) for recruitment of additional I.T. talents including management level staff, I.T. technicians and system designers to enhance the technical, research and development capabilities of the Group's smart manufacturing solutions businesses; and (b) for general working capital of the Group, including but not limited to staff cost, rental expenses and other office overheads.

LETTER FROM THE BOARD

Other Fund-raising Alternatives

Other than the Rights Issue, the Company has considered other debt/equity fund raising alternatives such as bank borrowings, placing or an open offer. However, the Board considers that debt financing will result in an additional interest burden and a higher gearing ratio of the Group. In addition, debt financing may not be achievable on favourable terms or may require pledge of other kind of assets or securities which may reduce the Group's flexibility. As for equity fund raising, such as placing of new Shares, it is relatively smaller in scale as compared to fund raising through rights issue and it would lead to immediate dilution in the shareholding interest of existing Shareholders without offering them the opportunity to participate in the enlarged capital base of the Company, which is not the intention of the Company. As for open offer, while it is similar to a rights issue, offering qualifying shareholders to participate, it does not allow free trading of rights entitlements in the open market.

Having considered the above-mentioned alternatives, the Directors consider raising funds by way of the Rights Issue is more appropriate as the Rights Issue will enable the Company to strengthen its working capital base and enhance its financial position, while at the same time, allowing the Qualifying Shareholders to maintain their proportional shareholdings in the Company, and thus, in the interests of the Company and the Shareholders as a whole.

EQUITY FUND-RAISING ACTIVITIES IN THE PAST 12 MONTHS

The Company had carried out the following equity fund-raising activities in the 12 months immediately preceding the Latest Practicable Date:

Date of announcement	Event	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds
20 December 2022	Placing of new Shares under general mandate	HK\$5,299,200	For general working capital for operation	Used as intended

In addition, references are made to the announcements of the Company dated 25 May 2023 and 29 May 2023 in relation to the previous rights issue (including the previous placing) announced by the Company (the "**Previous Rights Issue**"). As disclosed in the announcement of the Company dated 29 May 2023, the Company considered that it was not advisable to proceed with the Previous Rights Issue and accordingly, the Company and the Placing Agent mutually agreed to terminate the previous placing agreement dated 25 May 2023 by a deed of termination.

Save as disclosed above, the Company had not conducted any other equity fund-raising activities in the past twelve months immediately preceding the Latest Practicable Date.

LETTER FROM THE BOARD

TAXATION

Shareholders are advised to consult their professional advisers if they are in doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the nil-paid Rights Shares or the fully-paid Rights Shares and, regarding Non-Qualifying Shareholders, their receipt of the net proceeds, if any, from sales of the nil-paid Rights Shares on their behalf.

EFFECT OF THE RIGHTS ISSUE ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only, set out below is the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after the Rights Issue Completion assuming full acceptance by all Shareholders under the Rights Issue; and (iii) immediately after the Rights Issue Completion assuming (a) no subscription by the Shareholders; and (b) all the Placing Shares are placed to Independent Third Parties under the Placing, in each case assuming there is no change in the issued share capital of the Company from the Latest Practicable Date to immediately after completion of the Rights Issue:

Shareholder	As at the Latest Practicable Date		Immediately after the Rights Issue Completion assuming full acceptance by all Shareholders under the Rights Issue		Immediately after the Rights Issue Completion assuming (a) no subscription by the Shareholders; and (b) all the Placing Shares are placed to Independent Third Parties under the Placing	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Tecway Technology Limited (Note 1)	122,461,800	25.51	183,692,700	25.51	122,461,800	17.01
Public Shareholders:						
Places	-	-	-	-	240,000,000	33.33
Other public Shareholders	<u>357,538,200</u>	<u>74.49</u>	<u>536,307,300</u>	<u>74.49</u>	<u>357,538,200</u>	<u>49.86</u>
TOTAL	<u>480,000,000</u>	<u>100.00</u>	<u>720,000,000</u>	<u>100.00</u>	<u>720,000,000</u>	<u>100.00</u>

Note:

- As at the Latest Practicable Date, Tecway Technology Limited is wholly-owned by Mr. Huang Minzhi. Accordingly, Mr. Huang Minzhi is deemed to be interested in all the Shares held by Tecway Technology Limited by virtue of the SFO.

If a Qualifying Shareholder does not accept the Rights Shares provisionally allotted to him/her/it in full under the Rights Issue, his/her/its proportionate shareholding in the Company will be diluted.

LETTER FROM THE BOARD

RISK FACTORS

The Directors believe that there are certain risks involved in the operations of the Group which include, but are not limited to, the following:

Business risk

The principal business of the Group is to provide smart manufacturing solutions to its customers on a project basis. As there are not any long-term contractual arrangements with its customers, no assurance is given that the Group will continue to secure new contracts or maintain or increase its current level of business activities with existing or future customers in the future. Therefore, the Group is increasing its sales and marketing efforts, expanding its sales teams and administrative teams, sales points and sales coverage, aiming to continuously get new tenders, secure contracts from more customers and increase market share.

The Group's major customers are high-end equipment manufacturers in the aviation, aerospace, shipbuilding, ground transportation vehicles and electronics industries. The market for smart manufacturing solutions is characterised by rapidly changing technologies and evolving developments. The success of its business is dependent upon its ability to continuously develop, in a timely manner, new technological applications through R&D and introduce new solution designs to cater its customers' requirements. Therefore, the Group intends to increase its R&D efforts, establish its own R&D centers, recruit more technical staff, so as to hold its edges and competitiveness in terms of technology.

Credit risk

Credit risk mainly arises from cash and cash equivalents, restricted cash, trade receivables and other receivables. The carrying amount of these balances in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to its financial assets. The Group has a credit policy in place and the exposure to these credit risks are monitored on an ongoing basis.

Interest rate risk

The Group's interest rate risk arises primarily from bank borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. The Group has not used financial derivatives to hedge against the interest rate risk. However, from time to time, if interest rate fluctuates significantly, appropriate measures would be taken to manage interest risk exposure.

LETTER FROM THE BOARD

Liquidity risk

To manage the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the operations and mitigate the effects of fluctuations in cash flows. The Group expects to fund its future cash flow needs through internally generated cash flows from operation and borrowings from financial institutions.

PROPOSED CHANGE IN BOARD LOT SIZE

The Shares are currently traded in board lots of 4,000 Shares and the market value per board lot of the Shares was HK\$436 (based on the closing price of HK\$0.109 per Share as quoted on the Stock Exchange on the date of the Announcement).

As set out in the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchange and Clearing Limited, it is requested that the value of each board lot shall be no less than HK\$2,000, the Board proposes to change the board lot size for trading of Shares from 4,000 Shares to 20,000 Shares with effect from 9:00 a.m. on Friday, 16 June 2023. Upon the Change in Board Lot Size becoming effective, the Shares will be traded in board lot of 20,000 Shares and the estimated market value per board lot of the Shares will be HK\$2,120, based on the closing price of HK\$0.106 per Share as quoted on the Stock Exchange on the Latest Practicable Date). Shareholders should note that Shareholders’ approval is not required for the Change in Board Lot Size.

To alleviate the difficulties in trading odd lots of the Shares arising from the Change in Board Lot Size, the Company has appointed the Placing Agent as the agent to provide matching services, on a best efforts basis, to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from 9:00 a.m. on Friday, 16 June 2023 to 4:00 p.m. on Friday, 7 July 2023 (both days inclusive). Holders of the Shares in odd lots who wish to take advantage of this facility should contact Ms. Mona Wong of Yuet Sheung International Securities Limited at 8/F Central 88, 88-98 Des Voeux Road Central, Central, Hong Kong or at telephone number (852) 2898 4333 from 9:00 a.m. on Friday, 16 June 2023 to 4:00 p.m. on Friday, 7 July 2023 (both dates inclusive). Shareholders should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

All existing share certificates in board lot of 4,000 Shares will remain good evidence of prima facie legal title to the Shares and continue to be valid for delivery, transfer, trading and settlement purposes. No new share certificates for existing Shareholders will be issued as a result of the Change in Board Lot Size, and therefore no arrangement for free exchange of existing share certificates in board lot size of 4,000 Shares to new share certificates in board lot size of 20,000 Shares is necessary. The Change in Board Lot Size will not affect any of the relative rights of the Shareholders. The Board considers that the Change in Board Lot Size is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

GEM LISTING RULES IMPLICATIONS

As (i) the Company has not conducted any rights issue, open offer or specific mandate placing within the 12-month period immediately preceding the date of the Announcement, or prior to such 12-month period where dealing in respect of the Shares issued pursuant thereto commenced within such 12-month period, nor has it issued any bonus securities, warrants or other convertible securities as part of any rights issue, open offer and/or specific mandate placings within such 12-month period; (ii) the Rights Issue will not increase the issued share capital or the market capitalisation of the Company by more than 50%; and (iii) the Rights Issue is not underwritten by a Director, chief executive or substantial Shareholder of the Company (or any of their respective close associates), the Rights Issue is not subject to Shareholders' approval under Rule 10.29(1) of the GEM Listing Rules.

The Rights Issue will not result in a theoretical dilution effect of 25% or more. As such, the theoretical dilution impact of the Rights Issue is in compliance with Rule 10.44A of the GEM Listing Rules.

As at the Latest Practicable Date, save for the Rights Issue, the Placing and the Change in Board Lot Size, the Company did not have any plan and had not entered into any negotiation, agreement, arrangement or undertaking to conduct any other corporate action or arrangement that may affect the trading of the Company's shares in the next 12 months.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND/OR THE NIL-PAID RIGHTS SHARES

SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD NOTE THAT THE RIGHTS ISSUE AND THE PLACING ARE CONDITIONAL UPON, AMONG OTHERS, CONDITIONS SET OUT IN THE SECTIONS HEADED "LETTER FROM THE BOARD – PROPOSED RIGHTS ISSUE – CONDITIONS OF THE RIGHTS ISSUE" AND "LETTER FROM THE BOARD – PROPOSED RIGHTS ISSUE – CONDITIONS OF THE PLACING" IN THIS PROSPECTUS, RESPECTIVELY. ACCORDINGLY, THE RIGHTS ISSUE AND/OR THE PLACING MAY OR MAY NOT PROCEED.

ANY DEALINGS IN THE SHARES AND/OR THE NIL-PAID RIGHTS SHARES UP TO THE DATE ON WHICH ALL THE CONDITIONS OF THE RIGHTS ISSUE AND THE PLACING ARE FULFILLED WILL BEAR THE RISK THAT THE RIGHTS ISSUE AND/OR THE PLACING MAY NOT BECOME UNCONDITIONAL OR MAY NOT PROCEED.

SHAREHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SECURITIES OF THE COMPANY, AND IF THEY ARE IN ANY DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR OWN PROFESSIONAL ADVISERS.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this prospectus.

Yours faithfully,
For and on behalf of the Board
Min Fu International Holding Limited
Zeng Weijin
Chairman and Chief Executive Officer

1. FINANCIAL INFORMATION OF THE GROUP

The financial information of the Group for the three years ended 31 March 2020, 2021, 2022 and the six-month period ended 30 September 2022 are disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.minfuintl.com), respectively:

- (i) the unaudited financial information of the Group for the six-month period ended 30 September 2022 is disclosed in the interim report of the Company for the six months ended 30 September 2022 published on 14 November 2022, from pages 3 to 18 (<https://www1.hkexnews.hk/listedco/listconews/gem/2022/1114/2022111400814.pdf>);
- (ii) the audited consolidated financial information of the Group for the year ended 31 March 2022 is disclosed in the annual report of the Company for the year ended 31 March 2022 published on 29 June 2022, from pages 46 to 104 (<https://www1.hkexnews.hk/listedco/listconews/gem/2022/0629/2022062900863.pdf>);
- (iii) the audited consolidated financial information of the Group for the year ended 31 March 2021 is disclosed in the annual report of the Company for the year ended 31 March 2021 published on 28 May 2021, from pages 43 to 92 (<https://www1.hkexnews.hk/listedco/listconews/gem/2021/0528/2021052800444.pdf>); and
- (iv) the audited consolidated financial information of the Group for the year ended 31 March 2020 is disclosed in the annual report of the Company for the year ended 31 March 2020 published on 15 June 2020, from pages 44 to 88 (<https://www1.hkexnews.hk/listedco/listconews/gem/2020/0615/2020061500325.pdf>).

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 30 April 2023, being the latest practicable date for the purpose of preparing this statement of indebtedness prior to the printing of this prospectus, the indebtedness of the Group was as follows:

Borrowings

As at the close of business on 30 April 2023, being the latest practicable date for the purpose of preparing this indebtedness statement, the Group had an interest bearing and secured bank borrowing of approximately HK\$5,497,000.

The bank borrowing is secured by a personal guarantee provided by Mr. Wu Di.

Lease liabilities

As at 30 April 2023, the Group had outstanding lease liabilities (including both current and non-current portions) of approximately HK\$6,566,000.

	As at 30 April 2023
	<i>HK\$</i>
	(unaudited)
Amounts payable	8,312,000
Less: future finance charges	<u>(1,746,000)</u>
	<u><u>6,566,000</u></u>

As at 30 April 2023, the lease liabilities have been measured at the present value of the remaining lease payments using a discounted rate ranging from 5.0% to 21.0%.

Amounts due to Directors

As at the close of business on 30 April 2023, being the latest practicable date for the purpose of preparing this indebtedness statement, the Group had amounts due to Directors of approximately HK\$7,555,000. The amounts due to Directors are unsecured, interest free and have no fixed terms of repayment.

Save as disclosed above and apart from intra-group liabilities and normal trade payables in the ordinary course of business, at the close of business as at 30 April 2022, the Group did not have any debt securities issued and outstanding, or otherwise created but unissued, or loan capital, or other borrowings or similar indebtedness including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits, debentures, or hire purchase commitments, or mortgages and charges, and there were no other material contingent liabilities nor guarantees.

3. WORKING CAPITAL STATEMENT

The Directors, after due and careful consideration, are of the opinion that in the absence of unforeseeable circumstances, taking into account the financial resources available to the Group and the estimated net proceeds from the Rights Issue, the Group will have sufficient working capital for its present requirements for at least the next twelve (12) months following the date of this prospectus.

4. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position or outlook of the Group since 31 March 2022 (being the date to which the latest published audited consolidated financial statements of the Group were made up) and up to and including the Latest Practicable Date.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Company is an investment holding company and its subsidiaries are principally engaged in the provision of smart manufacturing solutions including sales of equipment and provision of relevant technical services in the PRC. The Group provides smart manufacturing solutions to serve the needs of high-end equipment manufacturers which require a high level of precision in the manufacture of their industrial products. Its solutions comprise and integrate various equipment and services, ranging from solution concept and design, procurement of machinery, auxiliary tools and software and system installation and debugging to provision of after sales services such as technical support and training.

It is the Group's business strategy to expand its market scopes, approach new customers in various industries and regions and to maintain the productive relationships with existing customers. The Group has been continuing to develop new technology, including new auxiliary tools design and relevant software applications in order to maintain market competitiveness while committing to expand new market scopes by focusing on exploring the provision of one-stop comprehensive smart manufacturing and digital upgrade solutions to potential projects in the cultural park industries in the PRC.

In February 2022, the Group has successfully established a strategic partnership with Huanggang Fuyuan Culture in respect of the establishment of digital smart tourist attractions in Hubei Province, the PRC pursuant to which the Group shall use its expertise in industrial information technology for the design and construction of digital smart tourist attractions in connection with a cemetery park (details were disclosed in the announcement of the Company dated 10 February 2022). As at the Latest Practicable Date, the Group has completed the site inspection and preparation works, subject to certain minor revisions to be finalised, the Group and Huanggang Fuyuan Culture has mutually agreed with the overall design and construction proposal in principle. It is expected that construction works shall commence by July 2023.

The Group's business vision in the long run is to cultivate a symbiotic relationship with potential smart upgraded projects identified by the Group, leveraging on the Group's comprehensive suite of smart manufacturing and digital upgrade solutions. In light of the above, the Group has been actively pursuing equity investment opportunities in its potential customers, with the aim to jointly enjoying the economic benefits as a result of the intelligent upgrade and transformation services provided by the Group to its customers' projects.

In pursuit of this business vision, the Group has identified and established a strategic partnership with Huanggang Fuyuan Culture. As part of this cooperation with Huanggang Fuyuan Culture, the Group entered into an agreement to acquire 20% of equity interests in Huanggang Fuyuan Culture in April 2023. The investment represents a crucial step towards realising the Group's business vision.

Going forward, the Group will continue to advance its technical skills to maintain its competitiveness in the smart manufacturing industry meanwhile sourcing for suitable projects for cooperation with an aim to maximize value for the Company and the Shareholders as a whole.

A. UNAUDITED PRO FORMA STATEMENT OF ADJUSTED CONSOLIDATED NET
TANGIBLE ASSETS OF THE GROUP**Introduction**

The Unaudited Pro Forma Financial Information is prepared for illustrative purposes only, because of its hypothetical nature, it may not give a true picture of the financial position of the Group as at the date to which it is made up or at any future date.

The Unaudited Pro Forma Financial Information of the Group as at 30 September 2022 is prepared by the Directors based on the unaudited consolidated statement of financial position of the Group as at 30 September 2022, extracted from the published interim report of the Group for the six months ended 30 September 2022, with adjustments described below.

	Unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company as at 30 September 2022	Unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company per Share as at 30 September 2022	Unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company per Share as at 30 September 2022	Unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company per Share as at 30 September 2022	Unaudited pro forma adjusted consolidated net tangible assets attributable to the owners of the Company per Share as at 30 September 2022
	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2022 HK\$'000 (Note 1)	Unaudited estimated net proceeds from the Rights Issue HK\$'000 (Note 2)	immediately after the completion of the Rights Issue HK\$'000	immediately before the completion of the Rights Issue HK\$ (Note 3)	immediately after the completion of the Rights Issue HK\$ (Note 4)
Based on maximum number of 240,000,000 Rights Shares to be issued at Subscription Price of HK\$0.1 per Rights Share	33,444	22,345	55,789	0.084	0.087

Notes:

- The unaudited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 September 2022 is based on the unaudited consolidated net assets of the Group attributable to owners of the Company of approximately HK\$42,851,000, after deducting intangible assets of approximately HK\$9,407,000 as at 30 September 2022, extracted from the published interim report of the Group for the six months ended 30 September 2022.

2. The estimated net proceeds from the Rights Issue of approximately HK\$22,345,000 is calculated based on 240,000,000 Rights Shares to be issued (on the basis of one rights share for every two existing shares as at the Rights Issue record date) at the subscription price of HK\$0.1 per Rights Share, after deduction of the estimated related expenses (including advisory fees for the professional parties, printing, registration, translation, legal, accounting and documentation charges) payable by the Company of approximately HK\$1,655,000.
3. The calculation of unaudited consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 September 2022 immediately before completion of the Rights Issue is based on the unaudited consolidated net tangible assets of the Group as at 30 September 2022 of approximately HK\$33,444,000, divided by 400,000,000 Shares in issue as at 30 September 2022.
4. The calculation of unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 September 2022 immediately after the completion of the Rights Issue is based on unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 30 September 2022 immediately after the completion of the Rights Issue of approximately HK\$55,789,000, divided by 640,000,000 Shares comprising of 400,000,000 Shares in issue as at 30 September 2022 and 240,000,000 Rights Shares to be issued pursuant to the Rights Issue (on the basis of one rights share for every two existing shares as at the Rights Issue record date) as if the Rights Issue had been completed on 30 September 2022.
5. On 30 November 2022, the Company entered into a placing agreement with a placing agent to subscribe up to 80,000,000 Shares (the “Placing”) at the HK\$0.069 per Share. On 20 December 2022, the Placing Shares were allotted and issued with net proceeds of approximately HK\$5,299,000.
6. No pro forma adjustment has been made to the net tangible assets of the Group in connection with the issuance of the 80,000,000 Shares and net proceeds of approximately HK\$5,299,000 pursuant to the Placing. Should the issuance of 80,000,000 Shares and net proceeds of approximately HK\$5,299,000 pursuant to the Placing be adjusted to the unaudited pro forma consolidated net tangible assets of the Group, the unaudited pro forma adjusted consolidated net tangible assets and the unaudited pro forma adjusted consolidated net tangible assets per Share would have been approximately HK\$61,088,000 and HK\$0.085.
7. Save as disclosed above, no adjustments have been made to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2022.

**B. INDEPENDENT REPORTING ACCOUNTANT’S ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report received from McMillan Woods (Hong Kong) CPA Limited, Certified Public Accountants, Hong Kong, the independent reporting accountant of the Company, in respect of the Group’s unaudited pro forma financial information prepared for the purpose of incorporation in this prospectus.



24/F., Siu On Centre
188 Lockhart Road
Wan Chai
Hong Kong

16 June 2023

The Board of Directors of
Min Fu International Holding Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Min Fu International Holding Limited (the “**Company**”) and its subsidiaries (hereinafter collectively referred to as the “**Group**”) by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 30 September 2022 and related notes as set out in Part A of Appendix II of the prospectus issued by the Company dated 16 June 2023 (the “**Prospectus**”). The applicable criteria on the basis of which the directors of the Company have compiled the unaudited pro forma financial information are described in Part A of Appendix II of the Prospectus.

The unaudited pro forma financial information has been compiled by the directors of the Company to illustrate the impact of the proposed rights issue on the basis of one rights share for every two existing shares held on the rights issue record date at the subscription price of HK\$0.1 per rights share (the “**Rights Issue**”) on the Group’s unaudited consolidated net tangible assets attributable to owners of the Company as at 30 September 2022 as if the Rights Issue had taken place on 30 September 2022. As part of this process, information about the Group’s unaudited condensed consolidated net tangible assets as at 30 September 2022 has been extracted by the directors of the Company from the published interim report of the Group for the six months ended 30 September 2022.

Directors’ Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“**AG 7**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”).

Our Independence and Quality Control

We have complied with the independence and other ethical requirement of the “Code of Ethics for Professional Accountants” issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Management 1 “Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements” issued by the HKICPA which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant’s Responsibilities

Our responsibility is to express an opinion, as required by with paragraph 7.31(7) of the GEM Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant plan and perform procedures to obtain reasonable assurance about whether the directors of the Company have compiled the unaudited pro forma financial information in accordance with paragraph 7.31 of the GEM Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the Rights Issue at 30 September 2022 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors of the Company in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related unaudited pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled by the directors of the Company on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to with paragraph 7.31(1) of the GEM Listing Rules.

Yours faithfully,

McMillan Woods (Hong Kong) CPA Limited

Certified Public Accountants

Hong Kong

Ho Wai Kuen

Practising Certificate Number: P05966

1. RESPONSIBILITY STATEMENT

This prospectus, 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 prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company (i) as at the Latest Practicable Date; and (ii) immediately after completion of the Rights Issue (assuming no other change in the number of issued Shares and full acceptance of Rights Shares by all Qualifying Shareholders) are set out as follows:

(a) As at the Latest Practicable Date

<i>Authorised:</i>		<i>US\$</i>
<u>5,000,000,000</u> Shares		<u>500,000</u>
<i>Issued and fully paid:</i>		
<u>480,000,000</u> Shares		<u>48,000</u>

(b) Immediately upon completion of the Rights Issue (assuming no other change in the number of issued Shares and full acceptance of Rights Shares by all Qualifying Shareholders)

<i>Authorised:</i>		<i>US\$</i>
<u>5,000,000,000</u> Shares		<u>500,000</u>
<i>Issued and fully paid:</i>		
<u>720,000,000</u> Shares		<u>72,000</u>

The Rights Shares, when issued and fully-paid, will be free from all liens, charges, encumbrances and third-party rights, interests or claims of any nature whatsoever and shall rank *pari passu* in all respects with the Shares then in issue, including as to the right to receive all dividends and distributions which may be declared, made or paid on or after the date of issue of the fully-paid Rights Shares.

As at the Latest Practicable Date, the Company had no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares, as the case may be.

As at the Latest Practicable Date, there was no arrangement under which future dividends are waived or agreed to be waived.

The Rights Shares to be issued will be listed on the Stock Exchange. No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or the Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

3. DISCLOSURE OF INTERESTS

(a) Directors' and chief executive's interests in the Shares, underlying Shares and debentures of the Company

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO, or were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, are as follows:

Name	Capacity/Nature of interest	Number of Shares	Long/short position	Approximate percentage of shareholding in the Company
Mr. Huang Minzhi ("Mr. Huang") (Note 1)	Interest in a controlled corporation	122,461,800	Long position	25.51%

Note:

- (1) The disclosed interest represents the interest in the Company held by Tecway Technology Limited ("Tecway Technology"). The entire issued share capital of Tecway Technology is wholly owned by Mr. Huang. By virtue of the SFO, Mr. Huang is deemed to be interested in the shares held by Tecway Technology.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company has any interest or short position in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or were required to be entered in the register maintained by the Company pursuant to Section 352 of the SFO, or were notified to the Company and the Stock Exchange pursuant to the required standard of dealings by the Directors as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Substantial Shareholders and other persons' interests in the Shares and underlying Shares

To the knowledge of the Directors, as at the Latest Practicable Date, the following persons (other than the Directors and chief executive of the Company) have the following interests and short positions in the Shares and underlying Shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO, or which were required pursuant to section 336 of the SFO to be entered in the register referred to therein.

Name	Capacity/Nature of interest	Number of Shares	Long/short position	Approximate percentage of shareholding in the Company
IFG Swans Holding Ltd. ("IFG Swans")	Beneficial interest	28,560,000	Long position	5.95%
Mr. Wu Di ("Mr. Wu") (Note 1)	Interest in a controlled corporation	28,560,000	Long position	5.95%

Note:

- (1) IFG Swans is a company incorporated in the British Virgin Islands and is wholly-owned by Mr. Wu. Mr. Wu is deemed to be interested in all the Shares held by IFG Swans for the purpose of the SFO.

Save as disclosed above, as at the Latest Practicable Date, to the knowledge of the Directors, no other person (other than the Directors and chief executive of the Company) had any interests or short positions in the Shares or underlying Shares of the Company which were required to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO or to be recorded in the register referred to in section 336 of the SFO.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which will not expire or is not determinable by the Group within one year without payment of compensation other than statutory compensation.

5. DIRECTOR'S INTERESTS IN CONTRACTS AND ASSETS OF THE GROUP

As at the Latest Practicable Date, none of the Directors has or had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to member of the Group since 31 March 2022, being the date to which the latest published audited consolidated financial statements of the Group were made up.

None of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

6. COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or controlling shareholders or their respective associates had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

7. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claims of material importance and no litigation, arbitration or claims of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

8. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice which is contained in this prospectus (the “Expert”):

Name	Qualification
McMillan Woods (Hong Kong) CPA Limited	Certified Public Accountants

As at the Latest Practicable Date, (i) the above Expert has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion therein of its letter and references to its name and/or its advice in the form and context in which they respectively appear; (ii) the above Expert was not beneficially interested in any share of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; (iii) the above Expert did not have any direct or indirect interest in any assets which have been acquired, or disposed of by, or leased to any member of the Group, or are proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 March 2022 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

9. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business carried on or intended to be carried on by the Group) were entered into by the members of the Group during two years preceding the Latest Practicable Date and are or may be material:

- (a) the placing agreement dated 30 November 2022 entered into between the Company (as issuer) and Yuet Sheung International Securities Limited (as placing agent) in relation to the placing of up to 80,000,000 new Shares at the placing price of HK\$0.069 per placing Share;
- (b) the agreement dated 13 April 2023 entered into between 深圳市民富智能製造有限公司 (Shenzhen Min Fu Intelligent Manufacturing Co., Ltd.*), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Company, as purchaser and 深圳市濶特萊網絡科技有限責任公司 (Shenzhen Wentelai Network Technology Co., Ltd.*) as vendor in relation to the acquisition of 20% equity interest in 黃岡市福圓文化發展有限公司 (Huanggang Fuyuan Culture Development Co., Ltd.*);

* For identification purpose only

- (c) the placing agreement dated 25 May 2023 entered into between the Company (as issuer) and Yuet Sheung International Securities Limited (as placing agent) in relation to the arrangements to place any untaken Shares and the NQS unsold Shares in connection with the Previous Rights Issue;
- (d) the deed of termination dated 29 May 2023 entered into between the Company and Yuet Sheung International Securities Limited to terminate the placing agreement dated 25 May 2023; and
- (e) the Placing Agreement.

10. CORPORATE INFORMATION

Board of Directors

Executive Directors

Mr. Zeng Weijin

(Chairman and Chief Executive Officer)

Unit 1807, 18/F, Billion Trade Centre

31 Hung To Road

Kwun Tong, Kowloon

Hong Kong

Ms. Ye Jialing

Unit 1807, 18/F, Billion Trade Centre

31 Hung To Road

Kwun Tong, Kowloon

Hong Kong

Mr. Huang Minzhi

Unit 1807, 18/F, Billion Trade Centre

31 Hung To Road

Kwun Tong, Kowloon

Hong Kong

Non-executive Directors

Mr. Zhou Ruizhao
Unit 1807, 18/F, Billion Trade Centre
31 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Ms. Zhang Xiaoling
Unit 1807, 18/F, Billion Trade Centre
31 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Ms. Li Xiaoxuan
Unit 1807, 18/F, Billion Trade Centre
31 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Independent non-executive Directors

Mr. Ning Jie
Unit 1807, 18/F, Billion Trade Centre
31 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Dr. Zhou Wenming
Unit 1807, 18/F, Billion Trade Centre
31 Hung To Road
Kwun Tong, Kowloon
Hong Kong

Audit Committee

Mr. Ning Jie

Dr. Zhou Wenming

*Nomination Committee*Mr. Zeng Weijin (*Chairman*)

Mr. Ning Jie

Dr. Zhou Wenming

*Remuneration Committee*Dr. Zhou Wenming (*Chairman*)

Mr. Zeng Weijin

Mr. Ning Jie

Registered office

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head office and principal place of business

Unit 1807, 18/F, Billion Trade Centre

31 Hung To Road

Kwun Tong, Kowloon

Hong Kong

Principal share registrar and transfer office

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Branch share registrar and transfer office in Hong Kong

Computershare Hong Kong Investor Services Limited

Shops 1712-1716, 17th Floor

Hopewell Centre

183 Queen's Road East

Wan Chai

Hong Kong

Company secretary	Mr. Cheng Wai Hei (a fellow member of the Association of Chartered Certified Accountants and an associate of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute)
Compliance officer	Mr. Zeng Weijin
Authorised representatives	Mr. Zeng Weijin Unit 1807, 18/F, Billion Trade Centre 31 Hung To Road Kwun Tong, Kowloon Hong Kong Mr. Cheng Wai Hei Unit 1807, 18/F, Billion Trade Centre 31 Hung To Road Kwun Tong, Kowloon Hong Kong
Business address of Directors and authorised representatives	Unit 1807, 18/F, Billion Trade Centre 31 Hung To Road Kwun Tong, Kowloon Hong Kong
Principal banker	The Hongkong and Shanghai Banking Corporation Limited 1 Queen's Road Central Hong Kong Industrial and Commercial Bank of China 33/F, ICBC Tower 3 Garden Road Central Hong Kong DBS Bank (Hong Kong) Limited 16/F, The Center 99 Queen's Road Central Central, Hong Kong

11. PARTIES INVOLVED IN THE RIGHTS ISSUE

The Company	Min Fu International Holding Limited Unit 1807, 18/F, Billion Trade Centre 31 Hung To Road Kwun Tong, Kowloon Hong Kong
Legal advisers to the Company	<i>As to Hong Kong law</i> Robertsons 57th Floor, The Center 99 Queens Road Central Hong Kong <i>As to Cayman Islands law</i> Conyers Dill & Pearman 29th Floor, One Exchange Square 8 Connaught Place Central Hong Kong
Financial adviser to the Company	Bison Corporate Finance Limited Room 602, 6/F 18 King Wah Road North Point Hong Kong
Auditors and reporting accountants of the Company	McMillan Woods (Hong Kong) CPA Limited 24/F., Siu On Centre 188 Lockhart Road Wanchai Hong Kong
Placing Agent	Yuet Sheung International Securities Limited 8/F, Central 88 88-98 Des Voeux Road Central Central, Hong Kong

12. PARTICULARS OF THE DIRECTORS AND SENIOR MANAGEMENT

Executive Directors

Mr. Zeng Weijin (“Mr. Zeng”) aged 41, is the Chairman, Chief Executive Officer and an executive Director of the Company. He was appointed as executive Director on 16 December 2021, as the Chief Executive Officer with effect from 7 January 2022 and as Chairman on 4 November 2022. Mr. Zeng is overseeing the overall management, and corporate policy making of the Group’s business operations. Mr. Zeng has over five years of investment and management experience in tourism and cultural real estate, cemetery real estate and industrial park. He is currently an executive director and the chief risk officer of Shenzhen Min Fu Cultural Development Co., Ltd.* (深圳市民富文化發展有限公司), where he is responsible for the research and development and promotion of intelligent, digital management system. He was an executive director of Shenzhen Qianhai Min Fu Asset Management Co., Ltd.* (深圳市前海民富資產管理有限公司) in 2018, where he was responsible for asset management and investment management. In 2007, he had worked in OCBC Wing Hang Bank for over ten years. He graduated from Zhaoqing University in Guangdong, the PRC in 2006. He is a registered fund practitioner with the Asset Management Association of China.

Ms. Ye Jialing (“Ms. Ye”), aged 36, has over five years of investment and management experience in tourism and cultural real estate, cemetery real estate and industrial park. She joined the Company as non-executive Director on 7 January 2022 and is currently the chief operating officer of Shenzhen Min Fu Cultural Development Co., Ltd.* (深圳市民富文化發展有限公司), where she is responsible for the design and management of humanities memorial park, research and development of digital management system and funeral services. She is also currently the investment consultant of Shenzhen Qianhai Min Fu Asset Management Co., Ltd.* (深圳市前海民富資產管理有限公司), where she is responsible for property investment and cemetery investment. Ms. Ye holds a Bachelor of International Hotel and Tourism Management from The University of Queensland.

Mr. Huang Minzhi (“Mr. Huang”), aged 36, has over nine years of investment and management experience in tourism and cultural real estate, cemetery real estate and industrial park. Mr. Huang was an executive Director from 16 December 2021 to 4 November 2022 and the chairman of the Board from 7 January 2022 to 4 November 2022. He worked in OCBC Wing Hang Bank and Bank of Ningbo. He was an executive director of Shenzhen Min Fu Cultural Development Co., Ltd.* (深圳市民富文化發展有限公司), where he was responsible for the design and management of humanities memorial park, research and development of data management system and funeral services. He obtained a bachelor’s degree from Guangzhou Sport University in Guangdong, the People’s Republic of China in 2009 and a master degree from Concordia University Wisconsin, the United States in 2022.

* For identification purpose only

Non-executive Directors

Mr. Zhou Ruizhao (“Mr. Zhou”), aged 37, was appointed as non-executive Director on 7 January 2022. Mr. Zhou has over five years of experience in investment management. He is currently an executive director of Shenzhen Min Fu Cultural Development Co., Ltd.* (深圳市民富文化發展有限公司), where he is responsible for the design and management of humanities memorial park, research and development of digital management system and funeral services. He was an executive director and the general manager of Hunan branch of Shenzhen Tianheng Financial Services Co., Ltd.* (深圳市天恒金融服務有限公司) from June 2016 to September 2018, where he was responsible for financial consultancy, financial services, financial outsourcing services entrusted by financial institutions, entrusted asset management and investment management. He obtained his Certificate in geological engineering from Wuhan University of Engineering Science in Wuhan, the PRC in December 2018.

Ms. Zhang Xiaoling (“Ms. Zhang”), aged 32, was appointed as non-executive Director on 8 February 2023. She is currently the legal representative and general manager of 張家港市鳳凰山塔園有限公司 (Zhangjiagang Fenghuangshan Pagoda Garden Co., Ltd.*), is responsible for (i) the planning, design and management of ecological cemetery cultural theme park; (ii) the research and development and design of digital management systems; and (iii) funeral services. She obtained a bachelor’s degree in agricultural and forestry economic management from Renmin University of China in 2013 and a bachelor’s degree in software engineering from Peking University in 2018.

Ms. Li Xiaoxuan (“Ms. Li”), aged 38, was appointed as non-executive Director on 8 February 2023. Ms. Li has over six years of experience in administrative management. She is currently the administrative director of 深圳縱橫國際旅行社 (Shenzhen Zongheng International Travel Service Co., Ltd.*), responsible for (i) supervision and management of the daily work of the company’s administrative personnel; (ii) implementation of various regulations and work instructions; and (iii) arrangement of the work assigned. She obtained a bachelor’s degree in business management from Shenzhen University in Guangdong, the People’s Republic of China in 2008.

Independent non-executive Directors

Mr. Ning Jie (“Mr. Ning”), aged 40, was appointed as an independent non-executive Director of the Company on 7 January 2022. Mr. Ning has more than 15 years of experience in the legal sector. He is currently a senior partner of Guangdong Ganglian Law Firm (廣東港聯律師事務所). Since September 2020, he has been an executive director of Pak Tak International Limited, a company listed on the Main Board of the Stock Exchange (stock code: 2668). Mr. Ning obtained his bachelor’s degree in law and his second bachelor’s degree in accounting from Southwest University of Political Science and Law in Chongqing, the PRC in July 2005. Mr. Ning was qualified as a lawyer in the PRC in 2013.

* For identification purpose only

Dr. Zhou Wenming (“Dr. Zhou”), aged 41, was appointed as an independent non-executive Director of the Company on 7 January 2022. Dr. Zhou has over seven years of experience in investment management and risk management. He is currently the chief risk management officer of Szu PhD Investment Management Co., Ltd., where he is responsible for the investment management, and establishment, supervision and implementation of risk management and control system. He is currently also the associate dean of Longhua Bioindustry and Innovation Research Institute, Shenzhen University, where he is responsible for technology transformation and other areas. He worked in Shenzhen University Graduate School from August 2008 to December 2017, where he was responsible for postgraduate admission, training and management. He obtained his bachelor’s degree in biotechnology from South China University of Tropical Agriculture (which had merged with Hainan University) in Hainan, the PRC in June 2005; his master’s degree in biochemistry and molecular biology from Shenzhen University in Shenzhen, the PRC in June 2008; and his doctorate degree in history of economic thoughts from Shenzhen University in Shenzhen, the PRC in December 2016. He is a registered fund practitioner with the Asset Management Association of China.

Company Secretary

Mr. Cheng Wai Hei (“Mr. Cheng”), aged 42, joined our Group in December 2020 as financial controller and was later appointed as the company secretary of our Group on 7 January 2022. Mr. Cheng is responsible for the accounting and financial functions, internal control as well as the company secretary affairs of the Group. Mr. Cheng holds a Master of Business Administration from The Hong Kong Polytechnic University. He is a fellow member of the Association of Chartered Certified Accountants and an associate of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Mr. Cheng has over 15 years of experience in accounting, auditing and corporate governance.

Compliance officer

Mr. Zeng is the compliance officer of the Company. Mr. Zeng’s biography is set out in the subsection headed “Executive Directors” above.

13. AUDIT COMMITTEE

As at the Latest Practicable Date, the audit committee of the Board (the “**Audit Committee**”) comprised of, namely Mr. Ning Jie and Dr. Zhou Wenming. The background, directorship and past directorship (if any) of each of the members of the Audit Committee are set out in the section headed “12. Particulars of the Directors and Senior Management” in this appendix. The primary role and function of the Audit Committee is to oversee the relationship with the external auditors, to review the Group’s preliminary quarterly results, interim results and annual results, and to monitor compliance with statutory and listing requirements.

14. EXPENSES

The expenses in connection with the Rights Issue, including financial advisory fees, placing commission (assuming nil acceptance of the Rights Shares by the Qualifying Shareholders and the placing of all Untaken Shares and the NQS Unsold Shares by the Placing Agent), printing, registration, translation, share registrar fee, legal and accountancy charges are estimated to be approximately HK\$1.66 million, which are payable by the Company.

15. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained in such documents are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions, other than the penal provisions, of sections 44A and 44B of the Companies (WUMP) Ordinance, so far as applicable.

16. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents, and the written consent as referred to in the paragraph headed “8. Expert and Consent” in this appendix, have been delivered to the Registrar of Companies in Hong Kong for registration as required by section 342C of the Companies (WUMP) Ordinance.

17. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.minfuintl.com) for 14 days from the date of this prospectus:

- (a) the annual reports of the Company for each of the three financial years ended 31 March 2020, 2021 and 2022;
- (b) the interim report of the Company for the six months ended 30 September 2022;
- (c) the letter issued by the reporting accountants regarding the unaudited pro forma financial information of the Group as set out in Appendix II to this prospectus;
- (d) the material contracts referred to in the paragraph headed “9. Material Contracts” of this appendix;
- (e) the written consent from the Expert referred to in the paragraph headed “8. Expert and Consent” of this appendix; and
- (f) the Prospectus Documents.

18. MISCELLANEOUS

- (a) As at the Latest Practicable Date, to the best knowledge of the Directors, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (b) As at the Latest Practicable Date, the Group had no exposure to foreign exchange liabilities.
- (c) The English text of this prospectus shall prevail over the Chinese text in case of any inconsistency.