PROXY STATEMENT

The board of directors (the "**Board**") of Mingteng International Corporation Inc., a Cayman Islands exempted company (the "**Company**," or "**we**"), is furnishing this Proxy Statement and the accompanying proxy card to you to solicit your proxy for the Class A Meeting and the AGM of the Company. The Class A Meeting will be held on May 29, 2026 at 10 a.m. Beijing Time (May 28, 2026 at 10 p.m. Eastern Time) and the AGM will be held immediately following the Class A Meeting (together, the "**Meetings**"), at No.10 Fushi Road, Luoshe Town, Huishan District, Wuxi, Jiangsu Province, China 214000.

QUESTIONS AND ANSWERS ABOUT THE MEETINGS

What is this proxy statement?

You have received this proxy statement because our Board is soliciting your proxy to vote your shares at the Meetings. This proxy statement includes information that we are required to provide to you under the rules of the U.S. Securities and Exchange Commission ("**SEC**") and that is designed to assist you in voting your shares.

What is the purpose of the Meeting?

At the Class A Meeting, our holders of Class A Ordinary Shares will vote upon the Class A Proposal as described in this proxy statement to approve any variation or abrogation of rights attaching to the Class A Ordinary Shares arising from the matters contemplated by the Increase of Voting Rights of Class B Ordinary Shares (as defined below) and the Adoption of the Fourth Amended and Restated M&A (as defined below).

At the AGM, our shareholders will vote upon Proposals One to Proposal Five as described in this proxy statement, including 1) the Increase of the Voting Rights of Class B Ordinary Shares, 2) the Par Value Reduction, 3) the Share Capital Increase, 4) the Adoption of the Fourth Amended and Restated M&A and 5) the Adjournment.

What are the Board's recommendations?

For holders of the Class A Ordinary Shares for the Class A Meeting, our Board recommends that you vote:

- "**FOR**" the Class A Proposal.

For our shareholders for the AGM, our Board recommends that you vote:

- "**FOR**" the Increase of the Voting Rights of Class B Ordinary Shares;
- "**FOR**" the Par Value Reduction;
- "**FOR**" the Share Capital Increase;
- "**FOR**" the Adoption of the Fourth Amended and Restated M&A; and
- "**FOR**" the Adjournment.

Who is entitled to attend and vote at the Meeting?

Only holders of Class A Ordinary Shares of record at the close of business on April 24, 2026, which we refer to as the Record Date, are entitled to receive notice of, and to attend and vote at, the Class A Meeting.

Only holders of Class A Ordinary Shares and Class B Ordinary Shares of record at the close of business on the Record Date are entitled to receive notice of, and to attend and vote at, the AGM.

Holders of Class A Ordinary Shares as of the Record Date are entitled to one (1) vote for each Class A Ordinary Share held for each of the proposals and holders of Class B Ordinary Shares as of the Record Date are entitled to twenty (20) votes for each Class B Ordinary Share held for each of the proposals.

A list of shareholders entitled to vote at the Meeting will be available at the Meetings, and for 10 days prior to the Meeting at the principal office of the Company.

What is the difference between holding shares as a shareholder of record and as a beneficial owner?

Shareholder of Record. If your shares are registered directly in your name with our transfer agent, Transhare Corporation, you are considered, with respect to those shares, the "shareholder of record." This proxy statement has been sent directly to you by us.

Beneficial Owner. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the "beneficial owner" of shares held in street name. This proxy statement has been forwarded to you by your broker, bank or nominee who is considered, with respect to those shares, the shareholder of record. As the beneficial owner, you have the right to direct your broker, bank or nominee how to vote your shares by using the voting instructions included with your proxy materials.

How do I vote my shares?

Shareholders can vote in person at the Meetings or by proxy. There are four ways to vote by proxy:

- By Internet — You can vote over the Internet by going to *www.transhare.com,* clicking on Vote Your Proxy, logging in using the control number and following the instructions to vote your shares; or

- By Mail — You can vote by mail by signing, dating and mailing the enclosed proxy card to:

  Proxy Team
  Transhare Corporation
  17755 US Highway 19 N
  Suite 140
  Clearwater FL 33764.

- By Email — You can vote by email by signing, dating, scanning and emailing the enclosed proxy card to Proxy@Transhare.com.

- By Fax — You can vote by fax by signing, dating, and faxing the enclosed proxy card to 1.727. 269.5616.

Internet voting facilities for shareholders of record will be available 24 hours a day and will close at 12:59 a.m. (China Standard Time) on May 28, 2026 (12:59 p.m. (Eastern Time) on May 27, 2026). Have your proxy card in hand when you access the website and follow the instructions to vote your shares.

If you vote via the internet, your electronic vote authorizes the named proxies in the same manner as if you signed, dated, and returned your proxy card. If you vote via the internet, do not return your proxy card.

If your shares are held in the name of a bank, broker or other holder of record, you will receive instructions from the holder of record. You must follow the instructions of the holder of record in order for your shares to be voted. Internet voting also will be offered to shareholders owning shares through certain banks and brokers. If your shares are not registered in your own name and you plan to vote your shares in person at the Meetings, you should contact your broker or agent to obtain a legal proxy or broker's proxy card and bring it to the Meetings in order to vote.

If you vote by proxy, the individuals named on the proxy card (your "**proxies**") will vote your shares in the manner you indicate. You may specify how your shares should be voted for each of the proposals. If you grant a proxy without indicating your voting instructions, your shares will be voted as follows:

At the Class A Meeting:

- "**FOR**" the Class A Proposal.

At the AGM:

- "**FOR**" the Increase of the Voting Rights of Class B Ordinary Shares;
- "**FOR**" the Par Value Reduction;
- "**FOR**" the Share Capital Increase;
- "**FOR**" the Adoption of the Fourth Amended and Restated M&A; and
- "**FOR**" the Adjournment.

What constitutes a quorum?

According to the Company's currently effective memorandum and articles of association, (i) the Class A Meeting is duly constituted if, at the commencement of the Class A Meeting, there is present in person or by proxy at least one Shareholder holding or representing by proxy at least one-third of the issued Class A Ordinary Shares entitled to vote at the Class A Meeting; and (ii) the AGM is duly constituted if, at the commencement of the AGM, there are present in person or by proxy one or more Shareholders representing at least one-third of the voting rights of all of the issued shares of the Company.

What is a broker "non-vote" and what is its effect on voting?

If you are a beneficial owner of shares held in street name and do not provide the organization that holds your shares with specific voting instructions, under the rules of various national and regional securities exchanges, the organization that holds your shares may generally vote on routine matters but cannot vote on non-routine matters. If the organization that holds your shares does not receive instructions from you on how to vote your shares on a non-routine matter, the organization that holds your shares does not have the authority to vote on the matter with respect to those shares. This is generally referred to as a "broker non-vote."

How will shares be voted at the Meetings?

In accordance with the Company's currently effective memorandum and articles of association, resolutions shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by one or more shareholders present in person or by proxy entitled to vote.

What is required to approve each item?

At the Class A Meeting:

- The Class A Proposal approval by a resolution passed by at least a three-fourths (3/4) majority of the holders of the Class A Ordinary Shares present in person or by proxy and entitled to vote at the Class A Meeting.

At the AGM:

- Proposal One requires an ordinary resolution under Cayman Islands law, being the affirmative vote of a simple majority of such shareholders as, being entitled to do so, vote in person or by proxy at the AGM.

- Proposal Two requires a special resolution under Cayman Islands law, being the affirmative vote of a majority of not less than two-thirds (2/3) of such shareholders as, being entitled to do so, vote in person or by proxy at the AGM.

- Proposal Three requires an ordinary resolution under Cayman Islands law, being the affirmative vote of a simple majority of such shareholders as, being entitled to do so, vote in person or by proxy at the AGM.

- Proposal Four requires a special resolution under Cayman Islands law, being the affirmative vote of a majority of not less than two-thirds (2/3) of such shareholders as, being entitled to do so, vote in person or by proxy at the AGM.

- Proposal Five requires an ordinary resolution under Cayman Islands law, being the affirmative vote of a simple majority of such shareholders as, being entitled to do so, vote in person or by proxy at the AGM.

For the purpose of determining whether the shareholders have approved the Class A Proposal for the Class A Meeting, and Proposal One, Proposal Two, Proposal Three and Proposal Four for the AGM, abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of these Proposals. Abstentions will be counted for purposes of determining whether there is a quorum present.

For the purpose of determining whether the shareholders have approved Proposal Five for the AGM, abstentions, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present. If shareholders hold their shares through a broker, bank or other nominee and do not instruct them how to vote, the broker may have authority to vote the shares for Proposal Five, which is considered a routine matter.

How will Class A Ordinary Shares and Class B Ordinary Shares represented by properly executed proxies be voted?

At each Meeting, the Class A Ordinary Shares and/or Class B Ordinary Shares represented by proper proxies will, unless such proxies have previously been revoked, be voted in accordance with the instructions indicated in such proxies. If you do not provide voting instructions, your shares will be voted in accordance with the Board's recommendations as set forth herein. Holders of Class A Ordinary Shares as of the Record Date are entitled to one (1) vote for each Class A Ordinary Share held for each of the proposals at the Class A Meeting and the AGM, and holders of Class B Ordinary Shares as of the Record Date are entitled to twenty (20) votes for each Class B Ordinary Share held for each of the proposals at the AGM.

Can I change my vote or revoke my proxy?

Any shareholder executing a proxy has the power to revoke such proxy at any time prior to its exercise. You may revoke your proxy prior to exercise by:

- filing with us a written notice of revocation of your proxy,

- submitting a properly signed proxy card by mail, email or fax bearing a later date,

- voting over the Internet, or

- voting in person at the Meeting.

What does it mean if I receive more than one set of proxy materials?

If your shares are registered under different names or are in more than one account, you may receive more than one set of proxy materials. To ensure that all your shares are voted, please vote through the Internet using each personal

identification number you are provided, or complete, sign and date the multiple proxy cards relating to your multiple accounts. We encourage you whenever possible to have all accounts registered in the same name and address. You can accomplish this by contacting our transfer agent, Transhare Corporation at +1 (303) 662-1112.

Who paid for this proxy solicitation?

The cost of preparing, printing, assembling and mailing this proxy statement and other material furnished to shareholders in connection with the solicitation of proxies is borne by us.

How do I learn the results of the voting at the Meetings?

Preliminary results will be announced at the Meeting. Final results will be published in a Report on Form 6-K filed with the SEC.

How are proxies solicited?

In addition to the mail solicitation of proxies, our officers, directors, employees and agents may solicit proxies by written communication, telephone or personal call. These persons will receive no special compensation for any solicitation activities. We will reimburse banks, brokers and other persons holding Class A Ordinary Shares and/or Class B Ordinary Shares for their expenses in forwarding proxy solicitation materials to beneficial owners of our Class A Ordinary Shares and/or Class B Ordinary Shares.

What is "householding?"

"Householding" means that we deliver a single set of proxy materials when requested to households with multiple shareholders, provided certain conditions are met. Householding reduces our printing and mailing costs.

If you or another shareholder of record sharing your address would like to receive an additional copy of the proxy materials, we will promptly deliver it to you upon your request by sending a written request by mail to:

Mingteng International Corporation Inc.
No. 10 Fushi Road, Luoshe Town, Huishan District,
Wuxi, Jiangsu Province, China 214000

If you would like to opt out of householding in future mailings, or if you are currently receiving multiple mailings at one address and would like to request householded mailings, you may do so by contacting our Corporate Secretary as indicated above.

Can I receive future shareholder communications electronically through the Internet?

Yes. You may elect to receive future notices of meetings, proxy materials and annual reports electronically through the Internet. To consent to electronic delivery, vote your shares using the Internet. At the end of the Internet voting procedure, the on-screen Internet voting instructions will tell you how to request future shareholder communications be sent to you electronically.

Once you consent to electronic delivery, you must vote your shares using the Internet and your consent will remain in effect until withdrawn. You may withdraw this consent at any time during the voting process and resume receiving shareholder communications in print form.

Whom may I contact for further assistance?

If you have any questions about giving your proxy or require any assistance, please contact us by mail, to:

The proposal for the Class A Meeting is as follows:

PROPOSAL ONE

CLASS A PROPOSAL

Background

We are proposing a resolution to approve any variation or abrogation of rights attaching to the Class A Ordinary Shares arising from the matters contemplated by Proposal One and Proposal Four of the AGM.

Vote Required

The affirmative vote of at least a three-fourths (3/4) majority of the holders of the Class A Ordinary Shares present in person or by proxy and entitled to vote at the Class A Meeting is required to approve this Proposal. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" this Proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

Recommendation of the Board of Directors

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE ALL OF YOUR SHARES "FOR" THIS PROPOSAL.

The proposals for the AGM are as follows:

PROPOSAL ONE

INCREASE OF VOTING RIGHTS OF CLASS B ORDINARY SHARES

Background

We are proposing a resolution to approve, subject to and conditional upon approval by the shareholders of Proposal Four and all requisite class consents being obtained, that, with immediate effect, the voting rights attached to each Class B ordinary share of a par value of US$0.002 each (the "**Class B Ordinary Shares**") of the Company be increased from twenty (20) votes per share to two hundred (200) votes per share on all matters subject to vote at general meetings of the Company (the "**Increase of Voting Rights of Class B Ordinary Shares**").

Vote Required

The affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the AGM is required. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" this Proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

Recommendation of the Board of Directors

THE BOARD UNANIMOUSLY RECOMMENDS THAT YOU VOTE ALL OF YOUR SHARES "FOR" THIS PROPOSAL.

PROPOSAL TWO

THE PAR VALUE REDUCTION

Background

We are proposing a resolution to approve a reduction of the par value of the Company's authorized shares from US$0.002 per share to US$0.00005 per share by way of a reduction of share capital (the "**Par Value Reduction**"). By virtue of the Par Value Reduction, the authorized share capital of the Company will be reduced from US$50,000 divided into 24,989,545 Class A Ordinary Shares of a par value of US$0.002 each and 10,455 Class B Ordinary Shares of a par value of US$0.002 each, to US$1,250 divided into 24,989,545 Class A Ordinary Shares of a par value of US$0.00005 each and 10,455 Class B Ordinary Shares of a par value of US$0.00005 each.

Vote Required

The affirmative vote of a majority of not less than two-thirds (2/3) of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the AGM is required. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" this Proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THIS PROPOSAL.

PROPOSAL THREE

THE SHARE CAPITAL INCREASE

Background

We are proposing a resolution to increase the Company's authorized share capital from US$1,250 divided into 24,989,545 Class A Ordinary Shares of a par value of US$0.00005 each and 10,455 Class B Ordinary Shares of a par value of US$0.00005 each, to US$50,000 divided into 998,000,000 Class A Ordinary Shares of a par value of US$0.00005 each and 2,000,000 Class B Ordinary Shares of a par value of US$0.00005 each immediately following the Par Value Reduction (the "**Share Capital Increase**").

Vote Required

The affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the AGM is required. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" this Proposal. Abstentions and broker non-

votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THIS PROPOSAL.

PROPOSAL FOUR

ADOPTION OF THE FOURTH AMENDED AND RESTATED M&A

Background

We are proposing a resolution to approve, subject to and conditional upon approval by the shareholders of Proposal One, Proposal Two and Proposal Three and all requisite class consents being obtained, that, with effect immediately following effectiveness of the Par Value Reduction, the current amended and restated memorandum and articles of association of the Company be amended and restated by their deletion in their entirety and the substitution in their place with the fourth amended and restated memorandum and articles of association in the form attached as Appendix A to this proxy statement, to reflect the Increase of Voting Rights of Class B Ordinary Shares, the Par Value Reduction and the Share Capital Increase (the "**Adoption of the Fourth Amended and Restated M&A**").

Vote Required

The affirmative vote of a majority of not less than two-thirds (2/3) of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the AGM is required. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" this Proposal. Abstentions and broker non-votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THIS PROPOSAL.

PROPOSAL FIVE

ADJOURNMENT

Background

We are proposing to approve the adjournment of the AGM to a later date or dates, if necessary, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of Proposal One, Proposal Two, Proposal Three and Proposal Four (the "**Adjournment**").

Vote Required

The affirmative vote of a simple majority of the votes cast by such shareholders as, being entitled to do so, vote in person or by proxy at the AGM is required. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" this Proposal. Abstentions and broker non-

votes, if any, will not be counted as votes cast and will not affect the outcome of this Proposal, although they will be counted for purposes of determining whether there is a quorum present.

Recommendation of the Board of Directors

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT THE SHAREHOLDERS VOTE "FOR" THIS PROPOSAL.

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors has no knowledge of any business which will be presented for consideration at the Class A Meeting other than 1) Increase of Voting Right of Class B Ordinary Shares and 2) Adoption of the Fourth Amended and Restated M&A , and at the AGM other than 1) Increase of the Voting Rights of Class B Ordinary Shares, 2) the Par Value Reduction, 3) the Share Capital Increase, 4) the Adoption of the Fourth Amended and Restated M&A and 5) Adjournment.

WHERE YOU CAN FIND MORE INFORMATION

The Company files reports and other documents with the SEC under the Exchange Act. The Company's SEC filings made electronically through the SEC's EDGAR system are available to the public at the SEC's website at *http://www.sec.gov*.

Date: April 24, 2026

By Order of the Board of Directors

/s/ Yingkai Xu
Yingkai Xu
Chief Executive Officer and Chairman of the Board of Directors