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MINTH **敏實集團**

MINTH GROUP LIMITED

敏實集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

EXERCISE OF THE OVER-ALLOTMENT OPTION

The Company announces that the Over-allotment Option referred to in the Prospectus has been fully exercised by Cazenove Asia Limited (“Cazenove”) on behalf of the Placing Underwriters on 12 December 2005 in respect of 30,000,000 additional Shares (the “Over-allotment Shares”) (representing 15% of the Shares initially offered under the International Offering) to cover over-allocations in the International Placing.

The Over-allotment Shares will be issued and allotted by the Company at HK\$2.25 per Share, being the Offer Price per Share under the International Offering (exclusive of brokerage fee, SFC transaction levy, investor compensation levy and Stock Exchange trading fee).

The Company announces that the Over-allotment Option referred to in the Prospectus has been fully exercised by Cazenove, on behalf of the Placing Underwriters, on 12 December 2005 in respect of the Over-allotment Shares (representing 15% of the Shares initially offered under the International Offering) to cover over-allocations in the International Placing. The Over-allotment Shares will be allotted and issued by the Company at HK\$2.25 per Share, being the Offer price per Share under the International Offering (exclusive of brokerage fee, SFC transaction levy, investor compensation levy and Stock Exchange trading fee). The listing of and permission to deal in the Over-allotment Shares have already been granted by the Stock Exchange.

The shareholding structure of the Company immediately before and after the issue of the Over-allotment Shares are as follows:

Shareholders	Before the issue of the Over-allotment Shares		After the issue of the Over-allotment Shares	
	Number of Shares	Approximate % of issued share capital	Number of Shares	Approximate % of issued share capital
Mr. Chin	480,000,000 ^(Note)	60.00	480,000,000	57.83
Baring Private Equity Asia	90,000,000	11.25	90,000,000	10.84
Sojitz	30,000,000	3.75	30,000,000	3.62
Public Shareholders	<u>200,000,000</u>	<u>25.00</u>	<u>230,000,000</u>	<u>27.71</u>
	<u>800,000,000</u>	<u>100.00</u>	<u>830,000,000</u>	<u>100.00</u>

Note: Includes 30,000,000 Shares lent by Acemind, a company controlled by Mr. Chin, to Cazenove pursuant to a stock lending agreement. These Shares will be returned to Acemind on or before 14 December 2005.

The aggregate net proceeds to the Company from the issue of the Over-allotment Shares are approximately HK\$65 million, of which approximately HK\$13 million will be used for Jiaxing Minhui, approximately HK\$18 million would be used for new manufacturing facilities, approximately HK\$21 million will be used for R&D by expanding the Ningbo Technical Center and acquisition of more research equipments, approximately HK\$4 million to strengthen and develop strategic alliances and approximately HK\$9 million will be used for the implementation of ERP system to enhance management capability and efficiency.

As at the date of this announcement, the executive Directors are Mr. Chin Jong Hwa, Mr. Shi Jian Hui, Mr. Mu Wei Zhong, Mr. Chin Jung Huang, Mr. Liang Current Tien Tzu, the non-executive Director is Shaw Sun Kan Gordon, and the independent non-executive Directors are Mr. Heng Kwoo Seng, Dr. Wang Ching and Mr. Zhang Liren.

By Order of the Board
Minth Group Limited
Chin Jong Hwa
Chairman

Hong Kong, 12 December 2005

*Please also refer to the published version of this announcement in **South China Morning Post**.*