

# 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)

#### GENERAL DISCLOSURE UNDER RULE 13.09(1) ANNOUNCEMENT ESTABLISHMENT OF A JOINT VENTURE COMPANY

##### SUMMARY

The Directors announced that FIL, an indirect wholly-owned subsidiary of the Company, is expected to enter into the Agreement with Altia on or about 18 June 2006 for the establishment of a joint venture company, Jiaxing Hashimoto. Each of FIL and Altia shall contribute 50% of the registered capital of Jiaxing Hashimoto.

Jiaxing Hashimoto will be principally engaged in the development, manufacture and sale of auto-parts for external parts of the automobiles and the provision of after-sales services and technical services.

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

##### INTRODUCTION

The Directors are pleased to announce that FIL, an indirect wholly-owned subsidiary of the Company, is expected to enter into the Agreement with Altia on or about 18 June 2006 for the establishment of a joint venture company, Jiaxing Hashimoto.

##### THE AGREEMENT

Details of the Agreement will be as follows:

##### Parties:

- (i) FIL
- (ii) Altia

To the best of knowledge, information and belief of the Directors and after making all reasonable enquiries, Altia is a third party independent of the Company and its connected persons (as defined in the Listing Rules) and is not a connected person (as defined in the Listing Rules) of the Company.

The transaction contemplated under the Agreement does not constitute a connected transaction or a notifiable transaction to which the provisions of the Listing Rules apply.

##### Subject matter:

The joint venture company, Jiaxing Hashimoto, will be established in Jiaxing, the People's Republic of China to principally engage in the development, manufacture and sale of auto-parts for external parts of the automobiles and the provision of after-sales services and technical services.

The total registered capital of Jiaxing Hashimoto will be US\$8 million (equivalent to approximately HK\$62.4 million) and each of FIL and Altia will contribute 50% of the registered capital.

##### REASONS FOR THE AGREEMENT

The Directors expect that the Agreement will allow the Group to further expand its business in the People's Republic of China. The Directors believe that such business expansion is in the interests of the Company and its shareholders as a whole.

This announcement is made voluntarily pursuant to Rule 13.09(1) of the Listing Rules to provide information to the Company's shareholders and to the public.

##### DEFINITIONS

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

"Altia"	Altia Hashimoto Co., Ltd., a company incorporated in Japan, subsidiary of another Japanese Company, the securities of which are listed on the Tokyo Stock Exchange
"Agreement"	the agreement expected to be entered into between FIL and Altia on or about 18 June 2006
"Company"	Minth Group Limited, a company incorporated in the Cayman Islands with limited liability and whose shares are listed on The Stock Exchange of Hong Kong Limited
"Directors"	the directors of the Company
"FIL"	Forecast Industries Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company
"Group"	the Company and its subsidiaries
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Jiaxing Hashimoto"	Jiaxing Minth Hashimoto Automotive Parts Co., Ltd, a joint venture company to be established by FIL and Altia
"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
"US\$"	United States dollars, the lawful currency of the United States of America

For the purpose of this announcement, translation of U.S.\$ into HK\$ or vice versa has been calculated by using an exchange rate of US\$1.00 = HK\$7.80.

By order of the Board  
**Minth Group Limited**  
**Liang Current Tien Tzu**  
*Company Secretary*

Hong Kong, 16 June 2006

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

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