

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 an indirect wholly-owned subsidiary of the Company has entered into an Agreement with DURA (Germany) for the establishment of a joint venture company, Chongqing DURA MINTH. DURA (Germany) shall contribute 51% of the registered capital of Chongqing DURA MINTH.

Chongqing DURA MINTH will be principally engaged in developing, manufacturing, marketing, selling automotive components and provision of after-sales services.

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

INTRODUCTION

The Directors are pleased to announce that an indirect wholly-owned subsidiary of the Company, has entered into an Agreement with DURA (Germany) for the establishment of a joint venture company, Chongqing DURA MINTH.

THE AGREEMENT

Details of the Agreement will be as follows:

Parties:

- (i) an indirect wholly-owned subsidiary of the Company
- (ii) DURA (Germany)

To the best of knowledge, information and belief of the Directors and after making all reasonable enquiries, DURA (Germany) 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, Chongqing DURA MINTH, will be established in Chongqing, the People’s Republic of China, to principally engage in developing, manufacturing, marketing, selling automotive components and provision of after-sales services.

The total registered capital of Chongqing DURA MINTH will be US\$5 million (equivalent to approximately HK\$39 million) and respectively the indirect wholly-owned subsidiary of the Company and DURA (Germany) shall contribute 49% and 51% of the registered capital of Chongqing DURA MINTH.

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:

- “Agreement” the agreement has been entered into between an indirect wholly-owned subsidiary of the Company and DURA (Germany)
- “DURA” a corporation duly organized and existing under the laws of the State of Delaware, U.S.A
- “DURA (Germany)” a corporation duly organized and existing under the laws of the Federal Republic of Germany, a wholly owned subsidiary of DURA
- “Chongqing DURA MINTH” Chongqing DURA MINTH, a joint venture company to be established by an indirect wholly-owned subsidiary of the Company and DURA (Germany)
- “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

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| “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 |
| “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. dollar into HK dollar or vice versa has been calculated by using an exchange rate of US\$1.00 = HK\$7.8.

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

Hong Kong, 7th August 2007

As the date of this announcement, the board of directors comprises Mr. Chin Jong Hwa, Mr. Shi Jian Hui, Mr. Mu Wei Zhong and Mr. Zhao Feng, being executive Directors, Mr. Shaw Sun Kan, Gordon, being non-executive Director, Mr. Heng Kwo Seng, Dr. Wang Ching and Mr. Zhang Liren being independent non-executive Directors.