



MINTH GROUP LIMITED

敏實集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be convened at 10:00 a.m. on 26 June 2008 at 20th Floor, Alexandra House, 16–20 Chater Road, Central, Hong Kong (or any adjournment thereof).

I/We^(Note a), _____

of _____

being the registered holder(s) of _____^(Note b) shares of HK\$0.10 each of Minth Group Limited (“Company”) hereby appoint the Chairman of the annual general meeting (“Meeting”) of the Company or _____

of _____

to act as my/our proxy^(note c) at the Meeting to be held at 10:00 a.m. on 26 June 2008 at 20th Floor, Alexandra House, 16–20 Chater Road, Central, Hong Kong and at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of extraordinary general meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To approve the continuing connected transactions pursuant to (i) the agreements entered into between members of the Company and its subsidiaries (the “Group”) and members of FALTEC Co., Ltd. (the “FALTEC Group”) (or Altia Hashimoto Co., Ltd., as the case may be) and (ii) the framework agreement dated 27 September 2007 entered into between FALTEC Group and JiaXing Minth-Hashimoto Auto motive Parts Co., Ltd., further details of which are set out in the Company’s circular (“Circular”) dated 10 June 2008, together with the annual caps stated in the Circular and that any one director be authorised to exercise all the powers of the Company and take all other steps as they may in their opinion to be desirable or necessary in connection with the aforesaid agreements and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.		
2.	To approve the continuing connected transactions pursuant to a sale and purchase agreement dated 19 July 2006 entered into between Tianjin Shintai Automotive Parts Co., Ltd. (“Tianjin Shintai”) and Aisin Tianjin Body Parts Co., Ltd., further details of which are set out in the Circular, together with the annual caps stated in the Circular and any one director be authorised to exercise all the powers of the Company and take all other steps as they may in their opinion to be desirable or necessary in connection with the aforesaid agreements and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.		

Dated this _____

Shareholder’s signature _____^(notes e, f, g, h and i)

Notes:

- Full name(s) and address are to be inserted in **CAPITAL LETTERS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided. A member who is the holder of two or more shares may appoint more than one proxy.
- If you wish to vote for any of the resolutions set out above, please tick (“√”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“√”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialled by the person who signs the form.
- Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.