

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)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be convened at 9:30 a.m. on Friday, 15 May 2009 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 9:30 am on Friday, 15 May 2009 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 Annual General Meeting (with or without modifications) as indicated below:

	RESOLUTIONS ^(note d)	FOR	AGAINST
	ORDINARY RESOLUTIONS		
1.	To receive and consider the audited consolidated financial statements, the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2008		
2.	To declare a final dividend for the year ended 31 December 2008		
3.	(A) To approve the re-election of Mr. Zhao Feng as an executive director of the Company (B) To approve the re-election of Dr. Wang Ching as an independent non-executive director of the Company (C) To approve the re-election of Mr. Zhang Liren as an independent non-executive director of the Company (D) To approve the re-election of Mr. Wu Fred Fong as an independent non-executive director of the Company		
4.	To authorise the board of directors of the Company to determine the remuneration of the directors of the Company and to approve, confirm and ratify the terms of appointment of each of Mr. Zhao Feng, Dr. Wang Ching, Mr. Zhang Liren and Mr. Wu Fred Fong.		
5.	To re-appoint Deloitte Touche Tohmatsu as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration		
6.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company’s shares		
7.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares		
8.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 6		

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.