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**MINTH GROUP LIMITED**

**敏實集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 425)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 15 MAY 2009**

The Board is pleased to announce that all the resolutions set out in the AGM Notice dated 15 April 2009 were duly passed by the Shareholders by way of poll at the AGM held on 15 May 2009.

The Board would also like to announce that with effect from after the AGM, Mr. Zhao Feng shall be re-elected as an executive Director, Dr. Wang Ching, Mr. Zhang Liren and Mr. Wu Fred Fong be re-elected as independent non-executive Directors.

**RESULTS OF THE ANNUAL GENERAL MEETING**

The board (“**Board**”) of directors (“**Directors**”) of Minth Group Limited (the “**Company**”) is pleased to announce that all of the proposed resolutions set out in the notice (“**AGM Notice**”) of annual general meeting (“**AGM**”) of the Company dated 15 April 2009 were duly passed by the shareholders of the Company (“**Shareholders**”) by way of poll at the AGM held on 15 May 2009.

Details of the poll results in respect of all of the proposed resolutions at the AGM are as follows:

	ORDINARY RESOLUTIONS	No. of votes (%)		Total number of votes
		FOR	AGAINST	
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	621,848,500 (100%)	0 (0%)	621,848,500
2	To declare a final dividend for the year ended 31 December 2008	621,896,500 (100%)	0 (0%)	621,896,500
3(A)	To approve the re-election of Mr. Zhao Feng as an executive director of the Company	574,957,500 (92.45%)	46,939,000 (7.55%)	621,896,500
3(B)	To approve the re-election of Dr. Wang Ching as an independent non-executive director of the Company	619,748,500 (99.65%)	2,148,000 (0.35%)	621,896,500
3(C)	To approve the re-election of Mr. Zhang Liren as an independent non-executive director of the Company	619,748,500 (99.65%)	2,148,000 (0.35%)	621,896,500
3(D)	To approve the re-election of Mr. Wu Fred Fong as an independent non-executive director of the Company	619,748,500 (99.65%)	2,148,000 (0.35%)	621,896,500
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	621,896,500 (100%)	0 (0%)	621,896,500
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	621,896,500 (100%)	0 (0%)	621,896,500
6	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company's shares	489,854,500 (78.77%)	132,042,000 (21.23%)	621,896,500
7	To grant a general mandate to the directors of the Company to repurchase the Company's shares	621,896,500 (100%)	0 (0%)	621,896,500
8	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 6	578,866,500 (93.08%)	43,030,000 (6.92%)	621,896,500

The total number of shares (“**Shares**”) of the Company entitling the Shareholders to attend and vote for or against all of the resolutions at the AGM was 954,540,000. There were no Shares entitling the holders to attend and vote only against any of the resolutions at the AGM.

No parties had stated their intention in the Company’s circular dated 15 April 2009 to vote against the resolutions or to abstain and therefore none have done so at the AGM.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed by the Company and acted as the scrutineer for the vote-taking at the AGM.

## **CHANGES TO THE BOARD**

### **Re-election of Directors**

At the AGM, the re-election of Mr. Zhao Feng as executive Director, Dr. Wang Ching, Mr. Zhang Liren and Mr. Wu Fred Fong, as independent non-executive Directors were duly approved by the Shareholders. Particulars of Mr. Zhao Feng, Dr. Wang Ching, Mr. Zhang Liren and Mr. Wu Fred Fong which are required to be disclosed by the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) are set out below.

#### *Zhao Feng — Executive Director*

Zhao Feng (趙鋒) (“**Mr. Zhao**”), aged 40, Vice-President and executive Director, is responsible for the overall sales of the Company and its subsidiaries (“**Group**”). Mr. Zhao has over 10 years of business management experience. Prior to joining the Group in 1999, Mr. Zhao was a technology supervisor, a purchase officer and an assistant to general manager of another Chinese manufacturer. Since joining the Group, Mr. Zhao has worked successively as a purchase officer, manager of the business department and deputy general manager of business operations of the Group. Mr. Zhao joined the Group in March 1999 and was appointed as an executive Director on 22 December 2006.

Mr. Zhao entered into a service contract dated 22 December 2006 with the Company to act as an executive Director for an initial terms of three years commencing from 22 December 2006, and will continue thereafter until termination by not less than three months’ notice in writing served by either party to the other. Pursuant to the terms of the service contract, the annual salary of Mr. Zhao is and RMB451,401 and is entitled to a discretionary bonus to be determined by the Board (or its duly appointed remuneration committee). His emoluments are determined by the Board by reference to the prevailing market rates, the Company’s remuneration policy, his duties and responsibility within the Group and his contribution to the Group.

As at the date of this announcement, Mr. Zhao is interested in 1,100,000 share options in the Company. In addition, Ms. Zhu Chun Ya (“**Ms. Zhu**”) is interested in 950,000 share options in the Company. Since Mr. Zhao is the spouse of Ms. Zhu, he is deemed to be interested in the 950,000 share options in which Ms. Zhu is interested in. Save as aforesaid, Mr. Zhao has no interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (“**SFO**”).

Mr. Zhao is also the director of Guangzhou Minrui Automotive Parts Co., Ltd., Tianjin Shintai Automotive Parts Co., Ltd., Jiaxing Minth-Hashimoto Automotive Parts Co., Ltd, Jiaxing Minth Machines Co., Ltd., Huzhou Minhai Automotive Parts Co., Ltd., Wuhan Minhui Automotive Parts Co., Ltd., Ningbo Minhe Automotive Parts Co., Ltd., Changchun Minth Automotive Parts Co., Ltd., Jiaxing Situ Automotive Parts Co., Ltd. and Jiaxing Taihe Automotive Parts Co., Ltd and the general manager of Wuhan Minhui Automotive Parts Co., Ltd., Ningbo Minhe Automotive Parts Co., Ltd., Changchun Minth Automotive Parts Co., Ltd., Jiaxing Situ Automotive Parts Co., Ltd. and Jiaxing Taihe Automotive Parts Co., Ltd..

Save as disclosed above, Mr. Zhao does not hold any other position with the Company or other members of the Group. Save as disclosed above, Mr. Zhao is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Zhao has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor is there any matter which needs to be brought to the attention of the Shareholders in connection with Mr. Zhao's re-election as the Company's executive Director.

#### ***Wang Ching — Independent non-executive Director***

Wang Ching (王京) (“**Dr. Wang**”), aged 54, is an independent non-executive Director since 26 October 2005. Dr. Wang obtained his Ph.D. in Finance from Columbia University in the city of New York and has gained his experience from assuming various senior positions in banking and security industry. Dr. Wang is currently the managing director of Shanghai International Asset Management (HK) Co. Ltd., executive director of Shanghai International Shanghai Growth Investment Limited (a company listed on the Stock Exchange), independent non-executive director of China Singyes Solar Technologies Holdings Limited (a company listed on the Stock Exchange and the Shanghai Stock Exchange) and an adjunct Associate Professor of Global Management Education Institute, Shanghai University.

Dr. Wang entered into an appointment letter with the Company for a term of one year commencing on 1 December 2008. Pursuant to such appointment letter, he is entitled to receive an annual director fee of HK\$150,000, but not entitled to any discretionary bonus. His director's fee is determined by the Board by reference to the prevailing market rates, the Company's remuneration policy, his duties and responsibility within the Group and his contribution to the Group.

Save as disclosed above, Dr. Wang does not hold any other position with the Company or other members of the Group. Save as disclosed above, Dr. Wang is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Dr. Wang has no interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, Dr. Wang has not held any directorship in any other public companies the securities of

which are listed on any securities market in Hong Kong or overseas in the past three years. Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any matter which needs to be brought to the attention of the Shareholders in connection with Dr. Wang's re-election as the Company's independent non-executive Director.

***Zhang Liren — Independent non-executive Director***

Zhang Liren (張立人) (“**Mr. Zhang**”), aged 62, is an independent non-executive Director since 26 October 2005. He has experience of over 40 years in the automobile, electronic and mechanical industry. He is the executive director of Shanghai General Motors Corporation Limited specialising in the area of vehicle platform and is the executive chief engineer of Pan Asia Auto Technology Centre. In the past, he was the director of Business Planning & Development and senior manager of the Quality Control Department in Shanghai General Motors Corporation Limited. He has also been the deputy chief engineer in Shanghai Auto Industry Technology Centre and a research officer in the Computer and Equipment Department in Shanghai Auto Research Institute.

Mr. Zhang entered into an appointment letter with the Company for a term of one year commencing on 1 December 2008. Pursuant to such appointment letter, he is entitled to receive an annual director fee of HK\$150,000, but not entitled to any discretionary bonus. His director's fee is determined by the Board by reference to the prevailing market rates, the Company's remuneration policy, his duties and responsibility within the Group and his contribution to the Group.

Save as disclosed above, Mr. Zhang does not hold any other position with the Company or other members of the Group. Save as disclosed above, Mr. Zhang is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Zhang has no interests in the Shares within the meaning of Part XV of the SFO. Mr. Zhang has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any matter which needs to be brought to the attention of the Shareholders in connection with Mr. Zhang's re-election as the Company's independent non-executive Director.

***Wu Fred Fong — Independent non-executive Director***

Wu Fred Fong (胡晃) (“**Mr. Wu**”), aged 62, is an independent non-executive Director since 1 January 2009. Mr. Wu has considerable experience in auditing, corporate planning, corporate finance, investment, consulting and administration with public companies in Canada and Hong Kong. Mr. Wu holds a master degree in business administration in the Schulich School of Business, York University, Canada. Mr. Wu is a Chartered Accountant qualified in Canada and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Wu held the position of executive director in

VODone Limited (formerly, Yanion International Holdings Limited), a public company listed on the Stock Exchange, from the year 2000 until his retirement on 31 January 2008. Currently, Mr. Wu is the chief financial officer of Heng Xin China Holdings Limited, a company listed on the Stock Exchange.

Mr. Wu has entered into an appointment letter with the Company for a term expiring on 31 December 2009 pursuant to which Mr. Wu will receive approximately HK\$150,000 per year as director's fee for his services to be provided to the Company. The director's fee is determined by reference to the prevailing market rates, the Company's remuneration policy and his duties and responsibility within the Group.

Save as disclosed above, Mr. Wu does not hold any other position with the Company or other members of the Group. Save as disclosed above, Mr. Wu has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years and he is independent from and not related to any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company. Mr. Wu has no interests in the Shares within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any matter which needs to be brought to the attention of the Shareholders in connection with Mr. Wu's re-election as the Company's independent non-executive Director.

For and on behalf of the Board  
**MINTH GROUP LIMITED**  
**Chin Jong Hwa**  
*Chairman*

Hong Kong, 15 May 2009

*As at 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. Mikio Natsume, Mr. Tokio Kurita and Ms. Zheng Yu, being non-executive Directors, Mr. Wu Fred Fong, Dr. Wang Ching and Mr. Zhang Liren being independent non-executive Directors.*