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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Minth Group Limited (“**Company**”) will be held at 9:30 a.m. on 27 July 2009, Monday at 20th Floor, Alexandra House, 16–20 Chater Road, Central, Hong Kong to consider and, if thought fit, passing, with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the acquisition (the “**2008 Acquisition**”) by Decade (HK) Limited from Talentlink Development Limited (a company incorporated in the British Virgin Islands) and Mr. Hsu (collectively, the “**Vendors**”) on 29 April 2008 of the entire shareholding interests in Talentlink Development Limited (a company incorporated in Hong Kong) and Magic Figure Investments Limited (a company incorporated in the British Virgin Islands) respectively, the related sale and purchase agreements (the “**Agreements**”) entered into between the Vendors as vendors and Decade (HK) Limited as purchaser and the transactions contemplated thereby be and are hereby approved, confirmed and ratified, and any action taken or implemented by the directors of Minth Group Limited (the “**Company**”) in connection with the 2008 Acquisition prior to the passing of this resolution be and is hereby approved, confirmed and ratified and the directors of the Company be and are hereby authorised to take such steps as they may consider necessary, appropriate, desirable or expedient to implement or give effect to the 2008 Acquisition, the terms of the Agreements or and all transactions contemplated thereby.”

For and on behalf of the Board
Minth Group Limited
Chin Jong Hwa
Chairman

Hong Kong, 10 July 2009

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*
7/F., Allied Kajima Building
138 Gloucester Road,
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a 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 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 above meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto and if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As of the date of this notice, 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. Yu Zheng, being non-executive Directors, Dr. Wang Ching, Mr. Zhang Liren and Mr. Wu Fred Fong, being independent non-executive Directors.