

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: 0425)

PROXY FORM

Form of proxy for use by shareholders at the extraordinary general meeting to be convened at 9:30 a.m. on 27 July 2009, Monday 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 extraordinary 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 a.m. on 27 July 2009, Monday 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 RESOLUTION ^(note d)		FOR	AGAINST
1.	To approve, confirm and ratify 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 and to approve, confirm and ratify 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 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		

Dated _____

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

Notes:

- a Full name(s) and address are to be inserted in **CAPITAL LETTERS**.
- b 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).
- c 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 extraordinary 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.
- d If you wish to vote for the resolution set out above, please tick (“√”) the box marked “For”. If you wish to vote against the above resolution, please tick (“√”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. 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.
- e 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.
- f 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.
- g 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. h. Any alteration made to this form should be initialled by the person who signs the form.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i 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.