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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)**

## **CONTINUING CONNECTED TRANSACTIONS**

The Company had entered into a sale and purchase agreement through Guangzhou Minrui with Foshan Aisin on 1 April 2009 to govern the transactions between the Group and Foshan Aisin in relation to the sale and purchase of automobile parts.

As a result of the sales increase of the Group, the Board would like to announce its revised estimate of annual caps in relation to the Foshan Aisin Agreement for the three years ending 31 December 2011.

Reference is made to the Company's announcement dated 23 September 2009 (the "Announcement") in relation to, amongst other things, the Foshan Aisin Agreement. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

On 1 April 2009, the Company through its subsidiary Guangzhou Minrui entered into the agreement with Foshan Aisin, a connected person of the Company by way of being a subsidiary of Aisin (Tianjin) who holds 20% interest in Tianjin Shintai, a subsidiary of the Company. The Company had in the Announcement announced the following expected annual caps in respect of transactions pursuant to the Foshan Aisin Agreement based on estimates at the time:

<b>Financial year ending 31 December</b>		
<b>2009</b>	<b>2010</b>	<b>2011</b>
RMB8,000,000	RMB12,000,000	RMB12,000,000

Due to the unexpected sharp increase of customers' demand for the relevant automobile parts (as a result of the high demand for the relevant car model the commercial production of which commenced in April 2009 as well as the advance production of the relevant car model in light of strong sales during this period) since October 2009, the Company came to realise that the aggregated transaction

amounts under the Foshan Aisin Agreement for the twelve months ending 31 December 2009 are expected to reach RMB18,000,000 which will exceed the above annual caps as announced on 23 September 2009. The revised estimates for the three years ending 31 December 2011 are as follows:

<b>Financial year ending 31 December</b>		
<b>2009</b>	<b>2010</b>	<b>2011</b>
RMB18,000,000	RMB40,000,000	RMB40,000,000

The terms and conditions of the Foshan Aisin Agreement remain unchanged. The revised annual caps above would still, on an annual basis, be more than 0.1% but less than 2.5% in terms of the applicable percentage ratios under Chapter 14 of the Listing Rules and the transactions under the Foshan Aisin Agreement are therefore subject only to the reporting and announcement requirements under rule 14A.45 to 14A.47 of the Listing Rules but are exempted from the requirement of independent shareholders' approval. Should the actual payments required to be made by Foshan Aisin for these three upcoming years exceed the above annual amounts, the Company will comply with the Listing Rules prior to such annual amounts being exceeded.

By order of the Board  
**Minth Group Limited**  
**Chin Jong Hwa**  
*Chairman*

Hong Kong, 25 November 2009

*As 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. Yu Zheng being non-executive Directors, Dr. Wang Ching, Mr. Zhang Liren and Mr. Wu Fred Fong, being independent non-executive Directors.*