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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 18 MAY 2011

The Board is pleased to announce that all the resolutions set out in the AGM Notice dated 19 April 2011 were duly passed by the Shareholders by way of poll at the AGM held on 18 May 2011.

The Board would also like to announce that with effect from the conclusion of the AGM, Mr. Zhao Feng shall be re-elected as an executive Director, Mr. Mikio Natsume and Ms. Yu Zheng be re-elected as non-executive Directors, Mr. Kawaguchi Kiyoshi be appointed as an executive Director and Mr. He Dong Han be appointed as a non-executive Director.

RESULTS OF THE ANNUAL GENERAL MEETING

The board (“Board”) of directors (“Directors”) of Minth Group Limited (the “Company” and together with its subsidiaries, the “Group”) 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 19 April 2011 were duly passed by the shareholders of the Company (“Shareholders”) by way of poll at the AGM held on 18 May 2011.

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 2010	914,667,012 100%	0 0%	914,667,012

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
2.	To declare a final dividend for the year ended 31 December 2010	914,667,012 100%	0 0%	914,667,012
3.	To re-elect Mr. Zhao Feng as an executive director of the Company	859,691,367 93.99%	54,975,645 6.01%	914,667,012
4.	To re-elect Mr. Mikio Natsume as a non-executive director of the Company	857,215,367 93.72%	57,451,645 6.28%	914,667,012
5.	To re-elect Ms. Yu Zheng as a non-executive director of the Company	826,144,492 90.32%	88,522,520 9.68%	914,667,012
6.	To appoint Mr. Kawaguchi Kiyoshi as an executive director of the Company	748,115,847 81.79%	166,551,165 18.21%	914,667,012
7.	To appoint Mr. He Dong Han as a non-executive director of the Company	857,215,367 93.72%	57,451,645 6.28%	914,667,012
8.	To authorise the board of directors of the Company to determine the remuneration of the directors of the Company, to approve and confirm the terms of appointment for each of Mr. Mikio Natsume, Ms. Yu Zheng, Mr. He Dong Han, Dr. Wang Ching, Mr. Zhang Liren and Mr. Wu Fred Fong and to authorise any one executive director of the Company to execute the directors' service contracts or such other documents or supplemental agreements or deeds and exercise all powers which such director considers necessary or desirable on behalf of the Company	914,327,012 99.96%	340,000 0.04%	914,667,012
9.	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	914,667,012 100%	0 0%	914,667,012
10.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company's shares	535,653,999 58.56%	379,013,013 41.44%	914,667,012
11.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	896,619,012 98.03%	18,048,000 1.97%	914,667,012
12.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 10	540,088,999 59.05%	374,578,013 40.95%	914,667,012

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 1,075,843,000. There were no Shares entitling the Shareholders 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 19 April 2011 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.

DIVIDEND PAYMENT

The proposal for the payment of final dividend of HKD0.266 per share to the Shareholders was approved at the AGM. The final dividend will be paid to the Shareholders on or about 10 June 2011.

CHANGES TO THE BOARD

Re-election of Directors

At the AGM, the re-election of Mr. Zhao Feng as executive Director, Mr. Mikio Natsume and Ms. Yu Zheng as non-executive Directors, were duly approved by the Shareholders. Particulars of Mr. Zhao Feng, Mr. Mikio Natsume and Ms. Yu Zheng 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.

(1) Zhao Feng – Executive Director

Zhao Feng (“Mr. Zhao”), aged 42, Chief Marketing Officer and executive Director, is responsible for the overall sales, purchase and R&D of the Group. Mr. Zhao has over 12 years of 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 manufacturing company. 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 a Director on 22 December 2006.

Mr. Zhao entered into a service contract on 22 December 2009 with the Company renewing his terms of appointment acting as an executive Director commencing from 22 December 2009 until the date of the annual general meeting held in 2012 or 31 May 2012, whichever the earlier and can be terminated 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 RMB594,090 and is entitled to a discretionary bonus to be determined by the Board (or the remuneration committee of the Company). Mr. Zhao’s 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 beneficially interested in 104,000 Shares and 600,000 Share options in the Company. Since Mr. Zhao is the spouse of Ms. Zhu Chun Ya (“Ms. Zhu”), he is deemed to be also interested in the 50,000 Shares and 450,000 Share options in which Ms. Zhu is interested in. Accordingly, Mr. Zhao is interested in aggregate 154,000 Shares and 1,050,000 Share options in the Company. Save as aforesaid, Mr. Zhao has no interests in the Shares within the meaning of Part XV of the SFO as at the date of this announcement.

Save as disclosed herein, 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. Other than the relationship arising from his directorship with the Company, Mr. Zhao is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders (which have the meaning ascribed to them respectively under the Listing Rules) of the Company. Save as disclosed above, there is no other information which is required 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 are there any matters which needs to be brought to the attention of the Shareholders in connection with Mr. Zhao’s re-election as an executive Director of the Company.

(2) Mr. Mikio Natsume – Non-Executive Director

Mikio Natsume (“Mr. Natsume”), aged 70, a non-executive Director of the Company, has more than 48 years working experience in auto-parts manufacturing industry in Japan. Prior to joining the Company, Mr. Natsume joined Shinkawa Kogyo Co. Ltd (which later changed its name as Aisin Seiki Co, Ltd) since 1963, where he served as the manager of the international planning department, director, executive director, senior managing director, vice president and vice chairman of the board successively. Mr. Natsume obtained his Bachelor’s Degree in Economics in Kanagawa University, Japan. Mr. Natsume was a director of Aisin Seiki Co., Ltd. and is currently an independent director of EXEDY Corporation, both being companies listed on the Tokyo Stock Exchange. Mr. Natsume was appointed as a Director on 1 January 2008.

The Company and Mr. Natsume entered into a service contract on 1 December 2009 to act as a non-executive Director for a term expiring on the date of the AGM. The Company entered into a service contract with Mr. Natsume to renew the terms of his appointment for a term commencing with effect from the date of the AGM and expiring on the date of the annual general meeting to be held by the Company in 2012, which is expected to be held no later than 31 May 2012. Such service contract can be terminated by not less than three months’ notice in writing served by either party on the other. Pursuant to the service contract, the annual service fee of Mr. Natsume is HK\$150,000, and he is not entitled to any discretionary bonus. His director’s fee is determined by the Board by reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibility within the Group and his contribution to the Group.

Save as disclosed herein, Mr. Natsume 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. Other than the relationship arising from his directorship with the Company, Mr. Natsume is independent from and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (which have the meaning ascribed to them respectively under the Listing Rules) of the Company. As at the date of this announcement, Mr. Natsume has no interests in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there is no information relating to Mr. Natsume which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is also no further information which needs to be brought to the attention of the Shareholders in connection with Mr. Natsume's re-election as a non-executive Director of the Company.

(3) Yu Zheng – Non-executive Director

Yu Zheng (鄭豫) (“Ms. Zheng”), aged 43, is a non-executive Director. Ms. Zheng has worked in the computer industry both in China and the United States for many years. She has also accumulated over 14 years experience in the management consulting industry through many years with the Boston Consulting Group and later with Roland Berger Strategy Consultants as its senior partner responsible for the industrial and automotive industries practice in Greater China. In 2008, she joined PineBridge Investments (formerly known as the AIG Global Investments) as the Managing Director, in charge of private equity investment in Greater China. Ms. Zheng has extensive experience in various management practices including strategy development, brand management, organizational restructuring, global sourcing, joint venture strategy and project management for both global and Chinese clients. Her industry experience includes automotive, industrial goods, consumer electronics, retail and fast moving consumer goods, education, media and publishing. Ms. Zheng received her bachelor's degree in Computer Science in Beijing Normal University and Master of Business Administration from the University of Texas at Austin. Ms. Zheng was appointed as a non-executive Director of the Company on 1 January 2008.

The Company and Ms. Zheng entered into a service contract on 1 December 2009 to act as a non-executive Director for a term expiring on the date of the AGM . The Company entered into a service contract with Ms. Zheng to renew the terms of her appointment for a term commencing with effect from the date of the AGM and expiring on the date of the annual general meeting to be held by the Company in 2012, which is expected to be held no later than 31 May 2012. Such service contract can be terminated by not less than three months' notice in writing served by either party on the other. Pursuant to the service contract, the annual service fee of Ms. Zheng is HK\$180,000, and is not entitled to any discretionary bonus. The director's fee is determined by reference to the prevailing market practice and the Company's remuneration policy, her duties and responsibility within the Group and her contribution to the Group.

Save as disclosed herein, Ms. Zheng 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. Other than the relationship arising from her directorship with the Company, Ms. Zheng is independent from and does not have any relationship with any other Directors, senior management, substantial shareholders, controlling shareholders

(which have the meanings ascribed to them respectively under the Listing Rules) of the Company. As at the date of this announcement, Ms. Zheng has no interests in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to Ms. Zheng which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is also no further information which needs to be brought to the attention of the Shareholders in connection with Ms. Zheng's re-election as a non-executive Director of the Company.

Appointment of Directors

(1) Kawaguchi Kiyoshi – Executive Director

Mr. Kawaguchi Kiyoshi (“Mr. Kawaguchi”), aged 51, has been appointed as an executive Director. Mr. Kawaguchi is currently the President of Minth Japan Co., Ltd., a wholly-owned subsidiary of the Company. Mr. Kawaguchi graduated from the Literature Department of Aichi University where he majored in Chinese Literature. Prior to joining the Company, Mr. Kawaguchi had for long worked for Nissho Iwai Corporation and Sojitz Corporation, which was formed by the merger of Nissho Iwai Corporation and Nichimen Corporation in 2004. Mr. Kawaguchi worked as manager of the mechanical department of its Shanghai office, manager of the mechanical department of its Hong Kong subsidiary, head of the China project department of the China automobile promotion office, where he also held other management positions, as well as head of the automobile department of the Sojitz (China) Limited Corporation. He has an experience of over 20 years in management and was assigned as special advisor to the President of the Group by Sojitz Corporation in 2007.

The Company entered into a service contract with Mr. Kawaguchi for a term commencing from the date of the AGM and expiring on the earlier of the date of the annual general meeting to be held in 2014 and the third anniversary of the date of the service contract and may be terminated by not less than three months' notice in writing served by either party on the other. Pursuant to the terms of the service contract, the annual service fee of Mr. Kawaguchi is approximately JPY17,160,000 and RMB360,000. In addition, he 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 practice, the Company's remuneration policy, his duties and responsibility within the Group and his contribution to the Group.

Save as disclosed herein, Mr. Kawaguchi 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. Other than his directorship with the Company, Mr. Kawaguchi is independent from and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (which have the meaning ascribed to them respectively under the Listing Rules) of the Company. As at the date of this announcement, Mr. Kawaguchi has no interests in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to Mr. Kawaguchi which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is also no further information which needs to be brought to the attention of the Shareholders in connection with Mr. Kawaguchi's appointment as an executive Director of the Company.

(2) He Dong Han – Non-executive Director

Mr. He Dong Han (“Mr. He”), aged 38, has been appointed as a non-executive Director. Mr. He graduated from Beijing Foreign Studies University in 1993 with a bachelor’s degree. Prior to joining the Group, Mr. He focused on financial investments and had an extensive experience of over 17 years in investment, with an investment direction involving various industries including tyre, new material, medicine and internet.

The Company entered into a service contract with Mr. He for a term commencing from the date of the AGM and expiring on the annual general meeting to be held in 2012 which is expected to be held no later than 31 May 2012. Such service contract can be terminated by not less than three months’ notice in writing served by either party on the other. Pursuant to the terms of the service contract, the annual service fee of Mr. He is approximately HK \$150,000 and is not entitled to any discretionary bonus. His emoluments are determined by the Board by reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibility within the Group and his contribution to the Group.

Save as disclosed herein, Mr. He 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. Other than his directorship with the Company, Mr. He is independent from and does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders (which have the meaning ascribed to them respectively under the Listing Rules) of the Company. As at the date of this announcement, Mr. He has no interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there is no other information relating to Mr. He which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There is also no further information which needs to be brought to the attention of the Shareholders in connection with Mr. He’s appointment as a non-executive Director of the Company.

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

Hong Kong, 18 May 2011

As at the date of this announcement, the board of directors comprises Mr. Chin Jong Hwa, Mr. Shi Jian Hui, Mr. Mu Wei Zhong, Mr. Zhao Feng and Mr. Kawaguchi Kiyoshi being executive Directors, Mr. Mikio Natsume, Ms. Yu Zheng and Mr. He Dong Han, being non-executive Directors; Mr. Wu Fred Fong, Dr. Wang Ching and Mr. Zhang Liren being independent non-executive Directors.