

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**MINTH GROUP LIMITED**

**敏實集團有限公司**

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

**(Stock Code: 425)**

**ACQUISITION OF 35% EQUITY INTERESTS IN  
JIAXING MINTH-HASHIMOTO AUTOMOTIVE PARTS CO., LTD.**

The Board is pleased to announce that on 16 April 2012, Cheerplan (China) (as the purchaser), a wholly-owned subsidiary of the Company, entered into the conditional Equity Purchase Agreement with FALTEC Co. (as the vendor), pursuant to which Cheerplan (China) agreed to acquire, and FALTEC Co. agreed to sell, the 35% equity interests in Minth Hashimoto for a total consideration of JPY200,000,000 (equivalent to approximately HK\$18,740,000), payable in cash in JPY.

The Equity Purchase Agreement is conditional upon, among other things, the approval by the applicable government authorities.

**EQUITY PURCHASE AGREEMENT**

The Board is pleased to announce that on 16 April 2012, Cheerplan (China) (as the purchaser), a wholly-owned subsidiary of the Company, entered into the conditional Equity Purchase Agreement with FALTEC Co. (as the vendor), pursuant to which Cheerplan (China) agreed to acquire, and FALTEC Co. agreed to sell, the 35% equity interests in Minth Hashimoto for a total consideration of JPY200,000,000 (equivalent to approximately HK\$18,740,000), payable in cash in JPY within 30 days from the date of having become unconditional of the Equity Purchase Agreement.

The Equity Purchase Agreement is conditional upon, among other things, the approval by the applicable government authorities.

Upon completion of the Equity Purchase Agreement, Minth Hashimoto will be owned by Cheerplan (China) as to 35% and Minth Investment as to 65%, i.e. Minth Hashimoto will become an indirectly wholly-owned subsidiary of the Company.

## **BASIS OF THE CONSIDERATION**

The consideration of the Acquisition was determined by reference to the net asset value of Minth Hashimoto as at 31 December 2011 after arm's length negotiations between Cheerplan (China) and FALTEC Co..

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

The Group is principally engaged in the design, manufacture and sale of parts for passenger cars. The Group has been informed that due to the change of the group structure and business strategy within the FALTEC Group, FALTEC Co. agreed to sell to Cheerplan (China) FALTEC Co.'s 35% equity interests in Minth Hashimoto. The Board is of the view that this Acquisition would allow the Group access to more direct and extensive opportunities with the Japanese OEMs globally.

## **LISTING RULES REQUIREMENTS**

Since FALTEC Co. is a substantial shareholder of Minth Hashimoto, FALTEC Co. is a connected person of the Company. The Acquisition is a connected transaction only because it involves a person who is a connected person of the Company by virtue of its relationship with the Company's subsidiary. The value of the total assets, profits and revenue of Minth Hashimoto represents less than 10% for each of the latest three financial years and the consideration ratio is less than 10% under the relevant percentage ratios under the Listing Rules. Accordingly, the Acquisition is exempted from all the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.31(9) of the Listing Rules.

## **GENERAL**

FALTEC Co. is a limited company established in Japan and is mainly engaged in the design, manufacture and sale of automobile parts in Japan.

Minth Hashimoto is a foreign equity joint venture company established in the PRC which is owned as to 65% by Minth Investment and 35% by FALTEC Co. prior to the Acquisition. It is principally engaged in the manufacture of automotive parts.

## DEFINITIONS

In this announcement, unless the context otherwise defines, the following terms have the following meanings:

“Acquisition”	the acquisition of 35% equity interests by Cheerplan (China) from FALTEC Co. in Minth Hashimoto pursuant to the Equity Purchase Agreement;
“Board”	the board of Directors;
“Cheerplan (China)”	展圖(中國)投資有限公司 (Cheerplan (China) Investments Co., Ltd.), a limited liability company established in PRC and a wholly-owned subsidiary of the Company;
“Company”	Minth Group Limited, a company incorporated in the Cayman Islands, the shares of which are listed on the Stock Exchange;
“Directors”	the directors of the Company;
“Equity Purchase Agreement”	the sale and purchase agreement dated 16 April 2012 entered into between Cheerplan (China) (as the purchaser), and FALTEC Co. (as the vendor), Minth Investment and Minth Hashimoto in relation to the acquisition of 35% equity interests in Minth Hashimoto;
“FALTEC Co.”	FALTEC Corporation (株式會社FALTEC), a company incorporated under the laws of Japan with limited liability;
“FALTEC Group”	FALTEC Co. and its subsidiaries;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency the Hong Kong Special Administrative Region of the PRC;
“JPY”	Japanese yen, the lawful currency of Japan;
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;

“Minth Hashimoto”

嘉興敏橋汽車零部件有限公司 Jiaxing Minth Hashimoto Automotive Parts Co., Ltd., a foreign equity joint venture company established in the PRC and is owned as to 65% by Minth Investment and 35% by FALTEC Co. prior to the Acquisition as at the date of this announcement;

“Minth Investment”

Minth Investment Limited (明焯投資有限公司), a company incorporated under the laws of Hong Kong with limited liability, a wholly-owned subsidiary of the Company; and

“PRC”

The People’s Republic of China.

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

Hong Kong, 16 April 2012

*In this announcement, all amounts in JPY are converted into HK\$ at the exchange rate of JPY1.00:HK\$0.0937. The conversion rate is for the purpose of illustration only and does not constitute a representation that any amounts have been, could have been, or may be exchanged at the aforementioned or any other rates.*

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