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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 24 MAY 2013**

The Board is pleased to announce that all the resolutions set out in the AGM Notice dated 22 April 2013 were duly passed by the Shareholders by way of poll at the AGM held on 24 May 2013.

The Board would also like to announce that with effect from the conclusion of the AGM, Mr. Chin Jong Hwa, Mr. Shi Jian Hui and Mr. Kawaguchi Kiyoshi shall be re-elected as executive Directors.

RESULTS OF THE ANNUAL GENERAL MEETING

The board (“Board”) of directors (“Directors”) of Minth Group Limited (the “Company”) 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 22 April 2013 were duly passed by the shareholders of the Company (“Shareholders”) by way of poll at the AGM held on 24 May 2013.

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 2012	948,909,027 (100%)	0 (0%)	948,909,027
2.	To declare a final dividend for the year ended 31 December 2012	948,909,027 (100%)	0 (0%)	948,909,027
3.	To re-elect Mr. Chin Jong Hwa as an executive director of the Company	944,315,327 (99.52%)	4,593,700 (0.48%)	948,909,027
4.	To re-elect Mr. Shi Jian Hui as an executive director of the Company	944,315,327 (99.52%)	4,593,700 (0.48%)	948,909,027
5.	To re-elect Mr. Kawaguchi Kiyoshi as an executive director of the Company	933,753,327 (98.40%)	15,155,700 (1.60%)	948,909,027
6.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Ms. Yu Zheng	948,803,027 (99.99%)	106,000 (0.01%)	948,909,027
7.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. He Dong Han	948,803,027 (99.99%)	106,000 (0.01%)	948,909,027
8.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Dr. Wang Ching	948,909,027 (100%)	0 (0%)	948,909,027
9.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Zhang Liren	948,909,027 (100%)	0 (0%)	948,909,027

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
10.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Wu Fred Fong	948,909,027 (100%)	0 (0%)	948,909,027
11.	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	913,894,585 (98.63%)	12,686,169 (1.37%)	926,580,754
12.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the company's shares	494,542,619 (52.12%)	454,366,408 (47.88%)	948,909,027
13.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	948,803,027 (100%)	0 (0%)	948,803,027
14.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no.13	504,106,119 (53.12%)	444,802,908 (46.88%)	948,909,027

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 1,083,486,000. There were no Shares entitling the holders 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 22 April 2013 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 HKD0.385 per share to the Shareholders was approved at the AGM. The final dividend will be paid to the Shareholders on or about 13 June 2013.

CHANGES TO THE BOARD

Re-election of Executive Directors

At the AGM, the re-election of each of Mr. Chin Jong Hwa, Mr. Shi Jian Hui and Mr. Kawaguchi Kiyoshi as executive Directors, were duly approved by the Shareholders. Particulars of Mr. Chin Jong Hwa, Mr. Shi Jian Hui and Mr. Kawaguchi Kiyoshi, 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) *Chin Jong Hwa – Executive Director*

Chin Jong Hwa (秦榮華) (“Mr. Chin”), aged 54, is the Chairman and an executive Director of the Company and director of various subsidiaries of the Group. He founded the Group in March 1997 and is the controlling shareholder of the Company. Mr. Chin graduated from China Urban Administration College. He has an experience of over 25 years in management in the automobile parts industry and has been leading the management team since the founding of the Group. Mr. Chin is also active in various other organizations, including being a vice-chairman of Ningbo Association of Enterprise with Foreign Investments, a director of the Ningbo Polytechnic, a consultant to the Ningbo People’s Political Consultative Conference for Hong Kong, Macao and Taiwan affairs and an executive vice-chairman of Jiaxing Association of Enterprises with Investments from Taiwan. Mr. Chin was awarded the titles of Honorary Citizen in Ningbo, Jiaxing and Huai’an, and the Economic Person of 2010 in Huai’an as well. He was appointed as a Director of the Company on 14 July 2005.

Mr. Chin’s service contract to act as an executive Director has been renewed on 4 February 2013 for a term expiring on the date of the annual general meeting to be held by the Company in 2015, which is expected to be held no later than 31 May 2015. Such contract may be terminated by either party giving at least three months’ prior notice in writing. Pursuant to the terms of the service contract, Mr. Chin has waived the annual service fee and 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. As at the date of this announcement, Mr. Chin is interested in 436,664,000 shares of the Company, representing approximately 40.30% shareholding interest in the Company through Linkfair Investments Limited, a company wholly owned by Mr. Chin. Save as aforesaid, Mr. Chin has no interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”).

Save as disclosed above, Mr. Chin 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. Other than his directorship with the Company, Mr. Chin 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. There is no other information which is required to be disclosed pursuant to any of the requirements under Rule 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 respect of Mr. Chin’s re-election as an executive Director of the Company.

(2) *Mr. Shi Jian Hui – Executive Director*

Shi Jian Hui (石建輝) (“Mr. Shi”), aged 40, is the Chief Executive Officer (CEO) and an executive Director of the Company and director of various subsidiaries of the Group. Mr. Shi graduated from Zhejiang University of Technology where he majored in the machinery design and manufacturing and obtained Executive Master of Business Administration degree from Cheung Kong Graduate School of Business in 2007. He has experience of almost 20 years in the Chinese auto-parts industry since he joined one of Mr. Chin’s companies in 1993. Prior to his current position as CEO, he assumed responsibility as general manager of operations (including leading both overseas and domestic business departments), head of the R&D Centre and was in charge of human resources departments for the Group as a whole. Mr. Shi joined the Group in March 1997 and was appointed as a Director on 14 July 2005.

Mr. Shi’s service contract to act as an executive Director has been renewed on 4 February 2013 for a term expiring on the date of the annual general meeting to be held by the Company in 2015, which is expected to be held no later than 31 May 2015. Such contract may be terminated by either party giving at least three months’ prior notice in writing. Pursuant to the terms of the service contract, the monthly service fee of Mr. Shi is approximately RMB78,000. 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.

Mr. Shi is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save for his interest in 232,000 shares and 2,800,000 share options in the Company, Mr. Shi has no interests in the Shares of the Company within the meaning of Part XV of the SFO as at the date of this announcement. Other than his directorship with the Company, Mr. Shi 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. There is no other information which is required to be disclosed pursuant to any of the requirements under Rule 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 respect of Mr. Shi’s re-election as an executive Director of the Company.

(3) *Kawaguchi Kiyoshi – Executive Director*

Mr. Kawaguchi Kiyoshi (“Mr. Kawaguchi”), aged 53, is 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 21 years in management and was assigned as special advisor to the President of the Group by Sojitz Corporation in 2007. Mr. Kawaguchi joined the Group in 2011 and was appointed as a Director on 18 May 2011.

Mr. Kawaguchi entered into a service contract with the Company on 18 May 2011 for a term expiring on the date of the annual general meeting to be held in 2014, which is expected to be held no later than 31 May, 2014, 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.

Mr. Kawaguchi is independent from and does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Other than his directorship with the Company, 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. As at the date of this announcement, save for his interest in 500,000 share options of the Company, 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 re-election as an executive Director of the Company.

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

Hong Kong, 24 May 2013

As at 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 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.