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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 29 MAY 2014  
AND  
RESIGNATION OF AN EXECUTIVE DIRECTOR  
AND  
UPDATE ON LEGAL PROCEEDINGS**

The Board is pleased to announce that all the resolutions set out in the AGM Notice dated 17 April 2014 were duly passed by the Shareholders by way of poll at the AGM held on 29 May 2014.

The Board would also like to announce that with effect from the conclusion of the AGM, Mr. Zhao Feng has been re-elected as an executive Director, Ms. Yu Zheng and Mr. He Dong Han has been re-elected as non-executive Directors and Ms. Bao Jian Ya has been appointed as an executive Director. Mr. Kawaguchi Kiyoshi has tendered his resignation as an executive Director, with effect from the expiry of his service contract on the date of the AGM.

**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 the annual general meeting (“AGM”) of the Company dated 17 April 2014 were duly passed by the shareholders of the Company (“Shareholders”) by way of poll at the AGM held on 29 May 2014.

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 2013	970,578,779 (100%)	0 (0%)	970,578,779
2.	To declare a final dividend for the year ended 31 December 2013	970,578,779 (100%)	0 (0%)	970,578,779
3.	To re-elect Mr. Zhao Feng as an executive director of the Company	962,538,194 (99.17%)	8,040,585 (0.83%)	970,578,779
4.	To re-elect Ms. Yu Zheng as a non-executive director of the Company	959,292,094 (98.84%)	11,286,685 (1.16%)	970,578,779
5.	To re-elect Mr. He Dong Han as a non-executive director of the Company	959,292,094 (98.84%)	11,286,685 (1.16%)	970,578,779
6.	To appoint Ms. Bao Jian Ya as an executive director of the Company	957,468,094 (98.65%)	13,110,685 (1.35%)	970,578,779
7.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Ms. Yu Zheng	970,578,779 (100%)	0 (0%)	970,578,779
8.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. He Dong Han	970,578,779 (100%)	0 (0%)	970,578,779
9.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Dr. Wang Ching	970,578,779 (100%)	0 (0%)	970,578,779
10.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Zhang Liren	970,578,779 (100%)	0 (0%)	970,578,779

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
11.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Wu Fred Fong	970,578,779 (100%)	0 (0%)	970,578,779
12.	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	970,155,634 (99.96%)	423,145 (0.04%)	970,578,779
13.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company's shares	487,252,818 (50.20%)	483,325,961 (49.80%)	970,578,779
14.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	970,578,779 (100%)	0 (0%)	970,578,779
15.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no.14	528,241,128 (54.43%)	442,337,651 (45.57%)	970,578,779

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 1,092,849,000. There were no Shares entitling the Shareholders to attend and abstain from voting in favor of any of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and there were no Shareholders who were required under the Listing Rules to abstain from voting.

No parties had stated their intention in the Company's circular dated 17 April 2014 to vote against the resolutions or to abstain and therefore none has 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 HKD0.453 per share to the Shareholders was approved at the AGM. The final dividend will be paid to the Shareholders on or about 17 June 2014.

## **CHANGES TO THE BOARD**

### **Re-election of Directors**

At the AGM, the re-election of each of Mr. Zhao Feng as an executive Director, Ms. Yu Zheng and Mr. He Dong Han as non-executive Directors was duly approved by the Shareholders. Particulars of Mr. Zhao Feng, Ms. Yu Zheng and Mr. He Dong Han, which are required to be disclosed by the Listing Rules are set out below.

#### *(1) Zhao Feng – Executive Director*

Zhao Feng (趙鋒) (“Mr. Zhao”), aged 45, is the Vice President and an executive Director of the Company and director of various subsidiaries of the Group, with the overall responsibilities for the Group’s sales. 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 May 2012 with the Company renewing his terms of appointment acting as an executive Director commencing from 22 May 2012 until the date of the annual general meeting held in 2015 or 31 May 2015, 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 emoluments of Mr. Zhao is RMB879,120 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 contributions to the Group.

As at the date of this announcement, Mr. Zhao was beneficially interested in 404,000 Shares and 1,250,000 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 100,000 Shares in which Ms. Zhu is interested. Accordingly, Mr. Zhao is interested in aggregate 504,000 Shares and 1,250,000 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.

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 as at the date of this announcement. Mr. Zhao is a named respondent to the petition served on the Company by the SFC on 11 April 2014, whereby the SFC sought the order from the High Court that (amongst other things), for such period as the High Court decides, Mr. Zhao shall not be or continue to be a director, liquidator, receiver or manager of property or business of any listed or unlisted company in Hong Kong nor otherwise be involved in the management of any listed or unlisted company in Hong Kong. Further details of such allegations are set out in the Company's announcement dated 14 April 2014. Save as disclosed above, as at the date of this announcement, 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 proposed re-election as an executive Director of the Company.

(2) *Yu Zheng – Non-executive Director*

Yu Zheng (鄭豫) (“Ms. Zheng”), aged 46, is a non-executive Director. Ms. Zheng is currently an independent investor and consultant. Ms. Zheng was a Managing Director at PineBridge Investments (formerly known as the AIG Global Investments), in charge of private equity investments in Greater China from 2008 to 2011. She also has over 15 years' experience in the management consulting industry through her service at the Boston Consulting Group and then at Roland Berger Strategy Consultants as its senior partner responsible for the industrial and automotive industries practice 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, luxury and fast moving consumer goods, education, media and publishing, etc. Prior to her investment and management consulting career, she has also worked in the computer industry in both China and the United States. Ms. Zheng received bachelor's degree of science in Computer Science in Beijing Normal University and her Master of Business Administration from the University of Texas at Austin in the US. Ms. Zheng joined the Group and 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 24 May 2013 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 from the date of the AGM and 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 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 emolument of Ms. Zheng is HK\$207,000, and is not entitled to any discretionary bonus. The director's fee is determined by reference to the prevailing market rates and the Company's remuneration policy, her duties and responsibility within the Group and her contributions to the Group.

Ms. Zheng is currently an independent non-executive director of Fufeng Group Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 546). She was previously a non-executive director of Hengdeli Holdings Limited, also a company listed on the Main Board of the Stock Exchange (Stock Code: 3389), until 15 May 2013. 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. As at the date of this announcement, 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 or 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 is deemed to be interested in 200,000 Shares in which Mr. Wei Wei (the spouse of Ms. Zheng) is interested. Save as aforesaid, Ms. Zheng had no interests in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as at the date of this announcement, 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 proposed re-election as a non-executive Director of the Company, as at the date of this announcement.

(3) *He Dong Han – Non-executive Director*

Mr. He Dong Han (何東翰) (“Mr. He”), aged 41, is 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 20 years in investment, with an investment direction involving various industries including tyre, new material, medicine and internet. Mr. He joined the Group in 2011 and was appointed as a non-executive Director of the Company on 18 May 2011.

The Company and Mr. He entered into a service contract on 24 May 2013 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. He for a term commencing from the date of the AGM and expiring on the annual general meeting to be held in 2015 which is expected to be held no later than 31 May 2015. 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 emolument of Mr. He is approximately HK\$172,500 and is not entitled to any discretionary bonus. His 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 contributions 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. As at the date of this announcement, 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, save for his interest in 1,000,000 share options in the Company. Mr. He had 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. As at the date of this announcement, there is also no further information which needs to be brought to the attention of the Shareholders in connection with Mr. He's proposed appointment as a non-executive Director of the Company.

### **Appointment of an Executive Director**

At the AGM, the appointment of Ms. Bao Jian Ya as an executive Director was duly approved by the Shareholders. Particulars of Ms. Bao Jian Ya, which are required to be disclosed by the Listing Rules are set out below.

#### *Bao Jian Ya – Executive Director*

Ms. Bao Jian Ya (包建亞) (“Ms. Bao”), aged 42, has been appointed as an executive Director. Ms. Bao is also the Chief Financial Officer (“CFO”) of the Group. Ms. Bao graduated from Shanghai University of Finance and Economics in 1993 where she majored in international accounting. She has over 20 years' experience in accounting and financial management. Prior to joining the Group in March 2005 and assuming the responsibility of financial controller, she was the financial controller of another Chinese manufacturer. She was nominated to act as CFO of the Group on 22 December 2006.

The Company entered into a service contract with Ms. Bao for a term commencing from the date of the AGM after its conclusion and expiring on the earlier of the date of the annual general meeting to be held in 2017 or 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 emoluments of Ms. Bao is RMB789,360. In addition, she is entitled to a discretionary bonus to be determined by the Board (or the remuneration committee of the Company). Her emoluments are determined by the Board by reference to the prevailing market rates, the Company's remuneration policy, her duties and responsibility within the Group and her contributions to the Group.

Save as disclosed herein, Ms. Bao 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, other than her directorship with the Company, Ms. Bao 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, save for her interest in 120,000 Shares and 1,350,000 share options in the Company, Ms. Bao has no interests in the Shares of the Company within the meaning of Part XV of the SFO. Shareholders should also note that Ms. Bao had been the Group's CFO since 22 December 2006, including such period of events referred to in the Company's announcement on 14 April 2014. Ms. Bao is not a respondent in the legal proceedings referred to in that announcement. Save as disclosed above, as at the date of this announcement, there is no other information relating to Ms. Bao 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. As at the date of this announcement, there is also no further information which needs to be brought to the attention of the Shareholders in connection with Ms. Bao's proposed appointment as an executive Director of the Company.

## **RESIGNATION OF AN EXECUTIVE DIRECTOR**

Mr. Kawaguchi Kiyoshi (川口清) ("Mr. Kawaguchi") has tendered his resignation as an executive Director with effect from the expiry of his service contract on the date of the AGM due to his other business commitments which require more of his dedication. Mr. Kawaguchi has also confirmed that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the Shareholders. The Board would like to take this opportunity to express its gratitude to Mr. Kawaguchi for his valuable contribution to the Company during his tenure of office. Mr. Kawaguchi remains as an employee of one subsidiary of the Company.

## **UPDATE IN RELATION TO LEGAL PROCEEDINGS**

Reference is made to the Company's announcement dated 14 April 2014 in relation to the Securities and Futures Commission's (the "SFC") petition relating to the acquisition of Talentlink Development Limited and Magic Figure Investments Limited in 2008. As previously announced, an initial hearing has been set for 9 July 2014 at the High Court. It is expected that at the initial hearing, (i) a timetable will be set by the court for the legal proceedings going forward, and (ii) no substantive determination will be made in relation to the allegations set out in the SFC petition. Shareholders are reminded that these legal proceedings could take months and possibly even some years to resolve. The Company will make further announcements in relation to such legal proceedings as and when it is appropriate to do so.

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

Hong Kong, 29 May 2014

*As at the date of this announcement, the board of directors comprises Mr. Chin Jong Hwa, Mr. Shi Jian Hui, Mr. Zhao Feng and Ms. Bao Jian Ya, 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.*