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If you have sold or transferred all your shares in Minth Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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MINTH
敏實集團
MINTH GROUP LIMITED
敏實集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

**PROPOSED GRANT OF GENERAL MANDATE
TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION, RE-DESIGNATION AND APPOINTMENT OF
DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Minth Group Limited to be held at 10:00 a.m. at Unit 1901, 19F FWD Financial Centre, 308 Des Voeux Road Central, Hong Kong on Thursday, 26 May 2016 is set out on pages 24 to 28 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the annual general meeting to the Hong Kong branch share registrar of Minth Group Limited, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

25 April 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. at Unit 1901, 19F FWD Financial Centre, 308 Des Voeux Road Central, Hong Kong on Thursday, 26 May 2016, the notice of which is set out on pages 24 to 28 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company adopted pursuant to a written resolution passed by the Shareholders on 13 November 2005 and as amended on 8 May 2006 and 8 May 2007 respectively
“Board”	the board of Directors
“Business Day”	any day (excluding a Saturday and Sunday) on which licensed banks are generally open for business in Hong Kong
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Minth Group Limited 敏實集團有限公司, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Core Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Corporate Governance Code”	Corporate Governance Code as set out in Appendix 14 of the Listing Rules
“Director(s)”	director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be increased by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with new Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	21 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares on the Stock Exchange the number of Shares of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission and as amended from time to time
“US\$”	US dollars, the lawful currency of the United States of America
“%”	percent



MINTH GROUP LIMITED

敏實集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

Executive Directors:

Chin Jong Hwa

Shi Jian Hui

Zhao Feng

Bao Jian Ya

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Directors:

Yu Zheng

He Dong Han

Principal place of business

in Hong Kong:

Unit 1901, 19F

FWD Financial Centre

308 Des Voeux Road Central

Hong Kong

Independent Non-executive Directors:

Wu Fred Fong

Wang Ching

Zhang Liren

25 April 2016

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATE
TO ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION, RE-DESIGNATION AND APPOINTMENT OF
DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include ordinary resolutions relating to the grant of the Repurchase Mandate, the Issue Mandate and the Extension Mandate, and the re-election, re-designation and appointment of Directors.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 28 May 2015, the Directors were given a general mandate to issue Shares. The mandate will expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate, i.e. a general and unconditional mandate to allot, issue and deal with new Shares up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 1,115,153,500 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue a maximum of 223,030,700 Shares.

As at the Latest Practicable Date, the Listing Rules provide that, unless the Stock Exchange agrees otherwise, in the event the Issue Mandate is exercised and Shares are placed for cash consideration under the Issue Mandate, the issue price of the Shares may not be at a price which represents a discount of 20% or more to the benchmarked price of the Shares, such benchmarked price being the higher of:

- (i) the closing price of the Shares as quoted on the Stock Exchange on the date of the relevant placing agreement or other agreement involving the proposed issue of securities under the Issue Mandate; and
- (ii) the average closing price of the Shares as quoted on the Stock Exchange in the 5 trading days immediately prior to the earlier of:
 - (a) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of Shares under the Issue Mandate;
 - (b) the date of the placing agreement or other agreement involving the proposed issue of Shares under the Issue Mandate; and
 - (c) the date on which the placing or subscription price is fixed.

In terms of the price at which Shares may be issued at time of exercise of the Issue Mandate, the Company will comply with the then prevailing requirements under the Listing Rules.

LETTER FROM THE BOARD

PROPOSED REPURCHASE MANDATE AND EXTENSION MANDATE

The general mandate granted to the Directors at the last annual general meeting of the Company to repurchase Shares will also expire at the conclusion of the Annual General Meeting.

At the Annual General Meeting, an ordinary resolution will also be proposed to grant the Directors the Repurchase Mandate, i.e. a general and unconditional mandate to exercise all powers of the Company to repurchase, on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution. In addition, an ordinary resolution regarding the Extension Mandate will be proposed at the Annual General Meeting to authorise the increase in the total number of new Shares which may be allotted and issued under the Issue Mandate by an additional number representing such number of Shares actually repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

RE-ELECTION, RE-DESIGNATION AND APPOINTMENT OF DIRECTORS

As at the Latest Practicable Date, Mr. Chin Jong Hwa, Mr. Shi Jian Hui, Mr. Zhao Feng and Ms. Bao Jian Ya were the executive Directors, Ms. Yu Zheng and Mr. He Dong Han were the non-executive Directors and Mr. Wu Fred Fong, Dr. Wang Ching and Mr. Zhang Liren were the independent non-executive Directors.

In accordance with Article 87 of the Articles, Mr. Chin Jong Hwa, Mr. Shi Jian Hui and Mr. He Dong Han will retire from office at the Annual General Meeting. Mr. Chin Jong Hwa and Mr. Shi Jian Hui will be offering themselves for re-election at the Annual General Meeting while Mr. He Dong Han has agreed with the Company that he will not be offering himself for re-election and his directorship with the Group shall cease at the conclusion of the Annual General Meeting. Mr. He Dong Han has confirmed that he has no disagreement with the Board and there is no other matter relating to his retirement that needs to be brought to the attention of the Shareholders.

As at the Latest Practicable Date, both Dr. Wang Ching and Mr. Zhang Liren had served as independent non-executive Directors for more than 9 years. Separate resolutions are proposed at the Annual General Meeting to approve the re-appointment of Dr. Wang and Mr. Zhang accordingly pursuant to paragraph A.4.3 of the Corporate Governance Code.

LETTER FROM THE BOARD

Dr. Wang Ching and Mr. Zhang Liren have always emphasized high standards of corporate governance to the Company and contributed objectively in advising as well as constructively monitoring and mentoring the management team. Being familiar with the corporate values of the Company, the presence of each of Mr. Zhang Liren and Dr. Wang Ching has enhanced these values by their respective development of a strong advisory relationship with the management.

The Board, Dr. Wang Ching and Mr. Zhang Liren agreed that their long service would not affect their exercise of independent judgment and the Board is satisfied that both Dr. Wang Ching and Mr. Zhang Liren have the required character, integrity, experience and knowledge to continue fulfilling the role of independent non-executive Directors effectively.

Taking into consideration the above factors and the Company having received from Dr. Wang Ching and Mr. Zhang Liren confirmations of independence pursuant to Rule 3.13 of the Listing Rules, the Board considers Dr. Wang Ching and Mr. Zhang Liren to be independent under the Listing Rules despite the fact that they have served the Company for more than 9 years. Accordingly, Dr. Wang Ching and Mr. Zhang Liren shall retire and, being eligible, will offer themselves for re-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

Particulars of the retiring Directors who are offering themselves for re-election at the Annual General Meeting are set forth in Appendix II to this circular.

REDESIGNATIONS WITHIN THE MANAGEMENT TEAM

Chairman and Chief Executive Officer

With effect from the conclusion of the Annual General Meeting, Mr. Chin Jong Hwa will cease to be an executive Director and the chairman of the Board and will be re-designated as a non-executive Director and as Honorary Chairman of the Board. His position as chairman of the Board will be taken up by Mr. Shi Jian Hui (who has been the chief executive officer of the Company since its listing in 2005) and who will also continue to be the Group's chief executive officer.

Paragraph A.2.1 of the Corporate Governance Code provides that the chairman and chief executive should be separate and should not be performed by the same individual, and that the division of responsibilities between the two roles should be clearly established in writing. The Board is of the view that given the business of the Group is predominantly managed on a daily basis by Mr. Shi Jian Hui, it is in the best interest of the Group, while internal talent is groomed over time for another chief executive officer, to continue as chief executive officer as he transitions to a more strategic position on the Board as chairman. Mr. Chin Jong Hwa's continued directorship, even though as a non-executive Director, will also ensure some continuity his being available to be consulted, if needed, by Mr Shi Jian Hui as Chairman of the Board. Major decisions to be made by Mr. Shi Jian Hui as the chairman and/or chief executive officer of the Company continues to be reviewed by the Board and the Board believes the Company has in place adequate safeguards to ensure a balance of power and authority so that no one individual represents an inappropriate excess of power.

LETTER FROM THE BOARD

New executive Directors

Taking into account business growth of the Group and its expected development going forward, it is proposed that the number of executive Directors be increased and Ms. Chin Chien Ya and Ms. Huang Chiung Hui will be appointed as executive Directors at the Annual General Meeting. Ms. Chin Chien Ya is the daughter of Mr. Chin Jong Hwa, the current chairman and controlling shareholder of the Company. The Board believes that it is in the interest of the Company and its shareholders as a whole that the Board benefits from the experience and resources which the new executive Directors will bring to the Board. Particulars of Ms. Chin Chien Ya and Ms. Huang Chiung Hui are set forth in Appendix II to this circular.

Re-designation of Ms. Yu Zheng from non-executive Director to independent non-executive Director

With effect from the conclusion of the Annual General Meeting, Ms. Yu Zheng will cease to be a non-executive Director and will be re-designated as an independent non-executive Director. She will continue to serve as a member of the Company's remuneration committee. Particulars of Ms. Yu Zheng and the reasons the Company considers her to be independent are set forth in Appendix II to this circular.

Overall

If the above appointments and re-designations are approved, then with effect from the Annual General Meeting, the Board will be constituted as follows and the committees will be comprised as follows:

Name	Position	Audit Committee	Remuneration Committee	Nomination Committee
Shi Jian Hui	Chairman and Executive Director			
Zhao Feng	Executive Director			
Bao Jian Ya	Executive Director			
Chin Chien Ya	Executive Director			
Huang Chiung Hui	Executive Director			
Chin Jong Hwa	Honorary Chairman of the Board and Non-executive Director			
Wu Fred Fong	Independent Non-executive Director	Chairman	Member	Member
Wang Ching	Independent Non-executive Director	Member	Member	Chairman
Zhang Liren	Independent Non-executive Director	Member	Chairman	Member
Yu Zheng	Independent Non-executive Director		Member	

LETTER FROM THE BOARD

TERMS OF DIRECTORS' SERVICE CONTRACTS

Details of the service contracts of each of Mr. Chin Jong Hwa, Mr. Shi Jian Hui, Dr. Wang Ching and Mr. Zhang Liren, who propose to be re-elected as Directors after the Annual General Meeting are set out in Appendix II of this circular.

ANNUAL GENERAL MEETING

At the Annual General Meeting, ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the Issue Mandate;
- (b) the grant of the Repurchase Mandate;
- (c) the grant of the Extension Mandate;
- (d) the re-election of retiring Directors who are offering themselves for re-election at the Annual General Meeting; and
- (e) the appointment of new Directors.

Set out on pages 24 to 28 to this circular is the notice convening the Annual General Meeting. A form of proxy for use by the Shareholders in respect of the Annual General Meeting is also enclosed. Whether or not the Shareholders are able to attend the Annual General Meeting, they are requested to complete the enclosed form of proxy and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting should they wish to do so.

Pursuant to the Listing Rules, voting by poll is mandatory at all general meetings save for purely procedural or administrative matters. The chairman of the Annual General Meeting will request for voting by poll on all the proposed resolutions set out in the notice of the Annual General Meeting. As at the Latest Practicable Date, to the extent that the Company is aware having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange on the day of the Annual General Meeting.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the Company's register of members on Thursday, 26 May 2016, will be eligible to attend and vote at the Annual General Meeting. The transfer books and register of members will be closed from Tuesday, 24 May 2016 to Thursday, 26 May 2016 (both days inclusive) during which period no transfer of Shares will be effected. In order to determine the identity of Shareholders who are entitled to attend and vote at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 23 May 2016.

Shareholders whose names appear on the Company's register of members on Friday, 3 June 2016, will qualify for the proposed final dividend. The Company's transfer books and register of members will be closed from Wednesday, 1 June 2016 to Friday, 3 June 2016 (both days inclusive) for the purpose of ascertaining Shareholders' entitlement to the proposed final dividend. In order to qualify for the proposed final dividend, all transfer forms accompanied by the relevant Share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before 4:30 p.m. on Tuesday, 31 May 2016. The proposed final dividend (the payment of which is subject to the Shareholders' approval at the Annual General Meeting) is to be payable on or about Tuesday, 14 June 2016 to Shareholders whose names appear on the register of members of the Company on Friday, 3 June 2016. The Shares will trade ex-dividend on Monday, 30 May 2016.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the new appointment of Directors and re-election of the retiring Directors who are offering themselves for re-election, are in the interest of the Company and the Shareholders as a whole.

The Directors believe that an exercise of the Issue Mandate will enable the Company to take advantage of market conditions to raise additional capital for the Company.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be exercised when the Directors believe that repurchases of Shares will benefit the Company and the Shareholders.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and/or gearing position of the Company compared with that as at 31 December 2015, being the date of its latest audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing of the Company.

Accordingly, the Directors recommend Shareholders to vote in favour of the ordinary resolutions for approving each of the above at the Annual General Meeting.

LETTER FROM THE BOARD

GENERAL

Your attention is also drawn to the additional information set out in Appendix I (Explanatory statement) and Appendix II (Particulars of Directors and Directors' service contracts) to this circular.

Yours faithfully
For and on behalf of the Board
Minth Group Limited
Chin Jong Hwa
Chairman

Hong Kong, 25 April 2016

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 1,115,153,500 Shares in issue.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and prior to the Annual General Meeting, the Company will be allowed under Repurchase Mandate to repurchase a maximum of 111,515,350 Shares, which represents 10% of the entire issued share capital of the Company as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

In repurchasing the Company's securities, the Company may only apply funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it may have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2015, being the date of its latest audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2015	21.00	15.08
May 2015	20.00	18.18
June 2015	19.70	16.86
July 2015	18.00	11.96
August 2015	16.00	11.90
September 2015	15.58	13.38
October 2015	16.62	13.82
November 2015	17.24	15.12
December 2015	18.50	15.00
January 2016	15.54	13.40
February 2016	15.32	13.38
March 2016	19.26	13.82
April 2016 (up to the Latest Practicable Date)	20.90	18.00

6. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following persons were the beneficial owners of 5% or more of the issued capital of the Company:

Name	Capacity	Long/short position	Number of Shares	Percentage of the Company's issued Share capital	Approximately percentage of shareholding if the Repurchase Mandate is exercised in full
Linkfair Investments Limited	Beneficial owner	Long position	443,072,000	39.73%	44.15%
Chin Jong Hwa	Interest of controlled corporation	Long position	443,072,000	39.73%	44.15%
Wei Ching Lien	Interest of spouse	Long position	443,072,000	39.73%	44.15%
The Capital Group Companies, Inc.	Interest of controlled corporations	Long position	77,494,000	6.95%	7.72%
Commonwealth Bank of Australia	Interest of controlled corporations	Long position	77,424,000	6.94%	7.71%
Matthews International Capital Management, LLC	Investment manager	Long position	76,211,000	6.83%	7.59%
JPMorgan Chase & Co.	Beneficial owner	Long position	226,670	0.02%	0.02%
		Short position	180,000	0.02%	0.02%
	Investment manager	Long position	12,636,000	1.13%	1.26%
	Custodian corporation/ approved lending agent	Long position	62,700,713	5.62%	6.25%

Based on the shareholding interests of Linkfair Investments Limited, Chin Jong Hwa and Wei Ching Lien disclosed above, in the event that the Repurchase Mandate is exercised in full by the Company and assuming that the shareholdings of Linkfair Investments Limited, Chin Jong Hwa and Wei Ching Lien do not change, their percentage shareholding in the Company will each be increased to approximately 44.15% of the total issued share capital of the Company. Accordingly under Rule 26 of the Takeovers Code, an obligation to make a general offer to Shareholders will arise as a result of an exercise of the Repurchase Mandate in full, in the absence of a waiver from the Securities and Futures Commission. The Directors have no present intention to repurchase Shares to such an extent as would result in takeover obligations or the number of Shares in the hands of public falling below the prescribed minimum percentage of 25%.

7. SHARE PURCHASE MADE BY THE COMPANY

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates have any present intention to sell any Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any Shares held by him to the Company in the event that the Repurchase Mandate is granted.

PARTICULARS OF DIRECTORS SUBJECT TO RE-ELECTION AND RE-DESIGNATION

The particulars of Directors who are subject to re-election and re-designation which are required to be disclosed by the Listing Rules are set out below:

Chin Jong Hwa – Executive Director

Chin Jong Hwa (秦榮華) (“Mr. Chin”), aged 57, 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. Mr. Chin has experience of over 28 years in management in the autoparts industry and has been leading the management team since the founding of the Group. Mr. Chin was 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.

On 11 April 2014, the Securities and Futures Commission (“SFC”) served a petition (the “SFC Petition”) to the Company and also named as respondents the Company, its wholly owned subsidiary, Decade (HK) Limited (“Decade”) and several executive directors of the Company, in respect of the Group’s acquisition of Talentlink Development Limited and Magic Figure Investments Limited (“Talentlink HK” and “Magic Figure”) from the nephew and niece of Mr. Chin in 2008 (the “Acquisition”). The executive Directors named in the SFC Petition are Mr. Chin, Mr. Shi Jian Hui and Mr. Zhao Feng. For more details, please refer to the Company’s announcements dated 14 April 2014, 29 May 2014 and 9 July 2014.

With effect from the conclusion of the Annual General Meeting, Mr. Chin will cease to be an executive Director and the chairman of the Board and will be re-designated as a non-executive Director and Honorary Chairman of the Board. His position as chairman of the Board will be taken up by Mr. Shi Jian Hui, an executive Director and the chief executive officer of the Company.

Mr. Chin’s existing service contract to act as an executive Director has been renewed on 28 May 2015 for a term expiring on the earlier of 28 May 2017 and the date of the Company’s 2017 annual general meeting. Upon Mr. Chin’s re-designation as a non-executive Director and Honorary Chairman of the Board, his existing service contract with the Company will be terminated and, subject to Shareholder’s approval at the Annual General Meeting, a new service contract with a term commencing on the date of the Annual General Meeting and expiring on the earlier of 26 May 2019 or the date of the Company’s 2019 annual general meeting will be entered into between Mr. Chin and the Company for his capacity as a non-executive Director. 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 will waive the annual service fee and bonus. As at the Latest Practicable Date, Mr. Chin is interested in 443,072,000 Shares, representing approximately 39.73% shareholding interest in the Company through Linkfair Investments Limited, a company wholly owned by Mr. Chin. Save as aforesaid, Mr. Chin has no interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Mr. Chin is the father of Ms. Chin Chien Ya.

Save as disclosed above and that he is the father of Ms. Chin Chien Ya (the proposed new executive Director), Mr. Chin is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders 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. Save as disclosed above, as at the Latest Practicable Date, there is no information relating to Mr. Chin which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules. As at the Latest Practicable Date, there is also no further information which needs to be brought to the attention of the Shareholders in connection with Mr. Chin's proposed re-election and re-designation as a non-executive Director and Honorary Chairman of the Board.

Mr. Shi Jian Hui – Executive Director

Shi Jian Hui (石建輝) ("Mr. Shi"), aged 43, 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 an Executive Master of Business Administration ("EMBA") degree from the Cheung Kong Graduate School of Business in 2007. Mr. Shi has experience of over 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.

As disclosed above, Mr. Shi is one of the executive Directors named in the SFC Petition.

Mr. Shi will take up the position of chairman of the Board upon Mr. Chin's re-designation as a non-executive Director and Honorary Chairman of the Board with effect from the conclusion of the Annual General Meeting.

Mr. Shi's service contract to act as an executive Director has been renewed on 28 May 2015 for a term expiring on the earlier of 28 May 2017 and the date of the Company's 2017 annual general meeting. 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. Shi's annual remuneration will be RMB1,529,000 and, subject to the determination by

the Board, is entitled to a performance based bonus. Mr. Shi's remuneration has been determined by the Group by reference to the prevailing market rates, the Company's remuneration policy, his duties, responsibilities and contributions to the Group. Save for his interest in 400,000 Shares and 3,000,000 share options in the Company, as at the Latest Practicable Date, Mr. Shi has no interest in the Shares within the meaning of Part XV of the SFO.

Mr. Shi is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. 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. Save as disclosed above, as at the Latest Practicable Date, there is no information relating to Mr. Shi which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules. As at the Latest Practicable Date, there is also no further information which needs to be brought to the attention of the Shareholders in connection with Mr. Shi's proposed re-election as an executive Director.

Dr. Wang Ching – Independent Non-executive Director

Wang Ching (王京) ("Dr. Wang"), aged 61, is an independent non-executive Director and the chairman of the nomination committee of the Company. Dr. Wang has over 24 years' managerial experience in investment banking, securities, treasury and fund management in the United States, Hong Kong, Taiwan and the PRC. He is currently the managing director of Shanghai International Asset Management (HK) Co. Ltd., a licensed corporation registered with Hong Kong Securities and Futures Commission and the executive director of Shanghai International Shanghai Growth Investment Limited, an investment fund company listed on the Stock Exchange. Dr. Wang also serves as independent non-executive directors of China Singyes Solar Technologies Holdings Limited and Yingde Gases Group Company Limited, both of which are listed on the Stock Exchange, in which he advises the management on financial development and internal control. Dr. Wang received his doctorate degree from the Graduate School of Business, Columbia University in 1992. Dr. Wang joined the Group as an independent non-executive Director on 26 October 2005.

Dr. Wang entered into a service contract with the Company on 28 May 2015 renewing his terms of appointment acting as an independent non-executive Director for a term commencing from 28 May 2015 and expiring on the date of the Annual General Meeting. It is proposed that, subject to the Shareholders' approval at the Annual General Meeting, the Company enter into a service contract with Dr. Wang to renew his appointment for a term commencing from the date of the Annual General Meeting and expiring on the date of the Company's 2017 annual general meeting, which is expected to be held no later than 31 May 2017. Such service contract 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 proposed service contract, the annual service fee of Dr. Wang is HK\$172,500, but he is not entitled to any discretionary bonus. Dr. Wang's emoluments are determined by the

Board prevailing market rate and the time, effort and expertise devoted by Dr. Wang to the Company. As at the Latest Practicable Date, save for his interest in the share options in respect of 200,000 Shares, Dr. Wang has no interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, Dr. Wang 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, Dr. Wang is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Zhang Liren – Independent Non-executive Director

Zhang Liren (張立人) (“Mr. Zhang”), aged 69, is an independent non-executive Director and the chairman of the remuneration committee of the Company. Mr. Zhang has experience of over 47 years in the automobile, electronic and mechanical industry. He has served as the executive director of the S-car, L-car & V-car platforms of Shanghai General Motors Corporation Limited (“SGM”), the chief engineer of Pan Asia Auto Technology Centre of SGM, a special consultant to president of SGM, the director of Business Planning Development Department and the senior manager of the Quality Control Department in SGM. He was also the deputy chief engineer of Shanghai Auto Industry Technology Centre and a research officer in the Computer and Equipment Department in Shanghai Auto Research Institute. Mr. Zhang joined the Group as an independent non-executive Director on 26 October 2005.

Mr. Zhang entered into a service contract with the Company on 28 May 2015 renewing his terms of appointment acting as an independent non-executive Director for a term commencing from 28 May 2015 and expiring on the date of the Annual General Meeting. It is proposed that, subject to the Shareholders’ approval at the Annual General Meeting, the Company enter into a service contract with Mr. Zhang to renew his appointment for a term commencing from the date of the Annual General Meeting and expiring on the date of the Company’s 2017 annual general meeting, which is expected to be held no later than 31 May 2017. Such service contract 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 proposed service contract, the annual service fee of Mr. Zhang is HK\$172,500, but he is not entitled to any discretionary bonus. Mr. Zhang’s emoluments are determined by the Board prevailing market rate and the time, effort and expertise devoted by Mr. Zhang to the Company. As at the Latest Practicable Date, save for his interest in the share options in respect of 200,000 Shares, Mr. Zhang has no interests in the Shares within the meaning of Part XV of the SFO.

As at the Latest Practicable Date, Mr. Zhang 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. Zhang is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Dr. Wang Ching and Mr. Zhang Liren have always emphasized high standards of corporate governance to the Company and contributed objectively in advising as well as constructively monitoring and mentoring the management team. Being familiar with the corporate values of the Company, the presence of each of Mr. Zhang Liren and Dr. Wang Ching has enhanced these values by their respective development of a strong advisory relationship with the management.

The Board, Dr. Wang Ching and Mr. Zhang Liren agreed that their long service would not affect their exercise of independent judgment and the Board is satisfied that both Dr. Wang Ching and Mr. Zhang Liren have the required character, integrity, experience and knowledge to continue fulfilling the role of independent non-executive Directors effectively.

Taking into consideration the above factors and the Company having received from Dr. Wang Ching and Mr. Zhang Liren confirmations of independence pursuant to Rule 3.13 of the Listing Rules, the Board considers Dr. Wang Ching and Mr. Zhang Liren to be independent under the Listing Rules despite the fact that they have served the Company for more than 9 years. Accordingly, Dr. Wang Ching and Mr. Zhang Liren shall retire and, being eligible, will offer themselves for re-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

Save as disclosed above, as at the Latest Practicable Date, there is no information relating to Dr. Wang and Mr. Zhang 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 Latest Practicable Date, there is also no further information which needs to be brought to the attention of the Shareholders in connection with Dr. Wang and Mr. Zhang's proposed re-election as an independent non-executive Directors of the Company.

Yu Zheng – Non-executive Director

Yu Zheng (鄭豫) ("Ms. Zheng"), aged 47, is a non-executive Director of the Company. Ms. Zheng is a partner at Advantage Partners Asia fund. She has extensive experience in private equity, management consultancy and corporate management over the last 20 years. She was the managing director at PineBridge Investments (former AIG Investments) from 2008 to 2012. Ms. Zheng was also a senior partner at Roland Berger Strategy Consultants and a Principal with the Boston Consulting Group. Ms. Zheng also served as vice president and president of the sales company of Brilliance Auto Group from 2003 to 2004. She also worked in the computer industry for years in China and the U.S. Ms. Zheng has a bachelor's degree of science in Computer Science from Beijing Normal University and an MBA from the University of Texas at Austin. Ms. Zheng joined the Group and was appointed as a non-executive Director of the Company on 1 January 2008.

With effect from the conclusion of the Annual General Meeting, Ms. Zheng will cease to be a non-executive Director and will be re-designated as an independent non-executive Director. She will continue to serve as a member of the remuneration committee of the Company.

Ms. Zheng entered into a service contract with the Company on 28 May 2015 renewing her terms of appointment acting as a non-executive Director for a term commencing from 28 May 2015 and expiring on the date of the Annual General Meeting. Upon Ms. Zheng's re-designation as an independent non-executive Director and, subject to Shareholder's approval at the Annual General Meeting, a new service contract with a term commencing on the date of the Annual General Meeting and expiring on the 2017 Annual General Meeting will be entered into between Ms. Zheng and the Company for her capacity as an independent non-executive Director. Such proposed service contract 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 service fee of Ms. Zheng is HK\$207,000 and she is not entitled to any discretionary bonus. Ms. Zheng's emoluments are determined by the Board prevailing market rate and the time, effort and expertise devoted by Ms. Zheng to the Company. Ms. Zheng is interested in share options in respect of 200,000 Shares and is deemed to be interested in the 200,000 Shares in which Mr. Wei Wei (the spouse of Ms. Zheng) is interested. Save as aforesaid, Ms. Zheng has no interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

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 above, 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. Having regard that Ms. Zheng did not perform any executive role or management function in the Company or its holding company or any of their respective subsidiaries or any core connected persons of the Company before the re-designation, the Company considers that her previous position as a non-executive Director has no bearing on her independence as an independent non-executive Director, notwithstanding that such previous directorship may technically fall within the factors affecting independence which the Stock Exchange will take into account in assessing independence under Rule 3.13(7) of Listing Rules. Other than the relationship arising from her directorship with the Company, Ms. Zheng is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date. Save as disclosed above, as at the Latest Practicable Date, there is no 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. As at the Latest Practicable Date, 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-designation as an independent non-executive Director.

PARTICULARS OF DIRECTORS PROPOSED TO BE APPOINTED

The particulars of Ms. Chin Chien Ya and Ms. Huang Chiung Hui who are proposed to be appointed as an executive Directors at the Annual General Meeting and which are required to be disclosed by the Listing Rules are set out below:

Chin Chien Ya – Executive Director

Ms. Chin Chien Ya (“Ms. Chin”), aged 27, is assistant to general manager of North America Operations of the Group, committed to the planning of overseas strategies and promoting the globalization of the Group. Ms. Chin graduated from Boston College, majoring in Business Management, Accounting and Theoretical Mathematics and later obtained her master’s degree from the Harvard Graduate School of Education, researching in adult and organization training, education and development. Prior to joining the Group in August 2015, she was responsible for operations and marketing in a startup company in Taiwan, and afterwards worked in public relations, providing consulting services for international companies on corporate social responsibility. Ms. Chin is the daughter of Mr. Chin Jong Hwa.

Subject to the Shareholders’ approval at the Annual General Meeting, the Company will enter into a service contract with Ms. Chin for a term commencing from the date of the Annual General Meeting and expiring on the earlier of 26 May 2019 and the date of the 2019 annual general meeting of the Company. Such contract may be terminated by either party giving at least three months’ prior notice in writing. Ms. Chin’s annual remuneration will be US\$62,000 and, subject to the determination by the Board, is entitled to a performance based bonus. Ms. Chin’s remuneration has been determined by the Group by reference to the prevailing market rates, the Company’s remuneration policy, her duties and responsibilities within the Group and her contributions to the Group. Ms. Chin is the daughter of Mr. Chin, the Company’s chairman, executive Director and controlling shareholder as at the Latest Practicable Date.

Save as disclosed above, Ms. Chin is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Chin has no interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Ms. 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. Save as disclosed above, as at the Latest Practicable Date, there is no information relating to Ms. Chin 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 Latest Practicable Date, there is also no further information which needs to be brought to the attention of the Shareholders in connection with Ms. Chin’s proposed appointment as an executive Director.

Huang Chiung Hui – Executive Director

Huang Chiung Hui (黃瓊慧) (“Ms. Huang”), aged 44, is the Chief Human Resources Officer (“CHO”) of the Group. Ms. Huang is a seasoned senior HR executive and brings with her more than 20 years of global HR experience from the banking and manufacturing industries such as Citigroup (in New York, Singapore and Taiwan), Taiwan Cement, and ANZ Banking Group. Prior to joining the Group, she has been in various senior HR leadership roles and particularly focused on driving talent strategy and solutions, organizational development, global leadership development initiatives, M&As and HR transformations. Ms. Huang graduated from National Tsing Hua University where she majored in Economics and obtained her MBA (in Human Resources Management) from City University Business School in London, UK. Ms. Huang was appointed as CHO of the Group on 1 September 2014.

Subject to the Shareholders’ approval at the Annual General Meeting, the Company will enter into a service contract with Ms. Huang for a term commencing from the date of the Annual General Meeting and expiring on the earlier of 26 May 2019 and the date of the 2019 annual general meeting of the Company. Such contract may be terminated by either party giving at least three months’ prior notice in writing. Ms. Huang’s annual remuneration will be RMB3,627,946 and, subject to the determination by the Board, is entitled to a performance based bonus. Ms. Huang’s remuneration has been determined by the Group by reference to the prevailing market rates, the Company’s remuneration policy, her duties and responsibilities within the Group and her contributions to the Group.

Ms. Huang is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Ms. Huang is interested in share options in respect of 1,000,000 Shares and is deemed to be interested in share options in respect of 530,000 Shares in which Mr. Bau Hsin Hong (the spouse of Ms. Huang) is interested. Save as aforesaid, Ms. Huang has no interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date. Ms. Huang 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. Save as disclosed above, as at the Latest Practicable Date, there is no information relating to Ms. Huang 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 Latest Practicable Date, there is also no further information which needs to be brought to the attention of the Shareholders in connection with Ms. Huang’s proposed appointment as an executive Director.

SERVICE CONTRACT OF DIRECTORS

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into service contracts with each of the (i) existing independent non-executive Directors, namely, Dr. Wang Ching, Mr. Zhang Liren and Mr. Wu Fred Fong; (ii) Mr. Chin Jong Hwa, who will be re-designated as a non-executive Director with effect from the conclusion of the Annual General Meeting; the proposed new executive Directors, namely Ms. Chin Chien Ya and Ms. Huang Chiung Hui from the conclusion of the Annual General Meeting and (iii) Ms. Yu Zheng, who will be re-designated as an independent non-executive Director with effect from the conclusion of the Annual General Meeting, to renew or fix (as the case may be) the terms of their appointments. The service term of all non-executive Directors proposed above will be from the date of the Annual General Meeting to the date of the annual general meeting to be held in 2017, which is expected to be no later than 31 May 2017. The service term of the two new executive Directors proposed to be appointed will be from the date of the Annual General Meeting to the earlier of 26 May 2019 and the date of the annual general meeting to be held in 2019.

Pursuant to such service contracts, the remuneration for each of the Directors is set out below:

NAME OF DIRECTOR	PER ANNUM
DR. WANG CHING	HK\$172,500
MR. ZHANG LIREN	HK\$172,500
MR. WU FRED FONG	HK\$172,500
MR. CHIN JONG HWA	HK\$0
MS. YU ZHENG	HK\$207,000
MS. CHIN CHIEN YA	US\$62,000
MS. HUANG CHIUNG HUI	RMB3,627,946

Each of these contracts may be terminated by either party giving at least three months' prior notice in writing. The terms of each of the service contracts were determined by reference to the prevailing market rate and the time, effort and expertise devoted by the respective Directors to the Company. The Company and each of the respective Directors consider such terms of service to be reasonable.

NOTICE OF THE ANNUAL GENERAL MEETING



MINTH GROUP LIMITED

敏實集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Minth Group Limited (“Company”) will be held at Unit 1901, 19F FWD Financial Centre, 308 Des Voeux Road Central, Hong Kong at 10:00 a.m. on Thursday, 26 May 2016 to consider and, if thought fit, transact the following ordinary business:

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 2015;
2. to declare a final dividend for the year ended 31 December 2015;
3. to re-elect Mr. Chin Jong Hwa as a director of the Company who, if re-elected, will be re-designated as the non-executive director and Honorary Chairman of the Board;
4. to re-elect Mr. Shi Jian Hui as a director of the Company who, if re-elected, will be re-designated as the chairman and chief executive officer of the Company;
5. to re-elect Dr. Wang Ching who has served more than 9 years as an independent non-executive director of the Company;
6. to re-elect Mr. Zhang Liren who has served more than 9 years as an independent non-executive director of the Company;
7. to re-elect Ms. Yu Zheng as a director of the Company who, if re-elected, will be re-designated as an independent non-executive director of the Company;
8. to appoint Ms. Chin Chien Ya as an executive director of the Company;
9. to appoint Ms. Huang Chiung Hui as an executive director of the Company;
10. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Dr. Wang Ching, further details of which are set out in the Company’s circular to which this notice forms part (the “Circular”);

NOTICE OF THE ANNUAL GENERAL MEETING

11. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Zhang Liren, further details of which are set out in the Circular;
12. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Wu Fred Fong, further details of which are set out in the Circular;
13. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Chin Jong Hwa, further details of which are set out in the Circular;
14. to authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Ms. Yu Zheng, further details of which are set out in the Circular;
15. to authorize the board of directors of the Company to fix the remuneration of its executive directors;
16. 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,

and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

17. **“THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (“Listing Rules”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each, a “Share”) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the expiry of the Relevant Period;
 - (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company

NOTICE OF THE ANNUAL GENERAL MEETING

pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares or similar arrangement in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (i) 20% of the aggregate number of shares of the Company in issue on the date of the passing of this resolution; and
 - (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of shares of the Company in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or

NOTICE OF THE ANNUAL GENERAL MEETING

expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

18. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period of all powers of the Company to purchase shares (each, a “Share”) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (“Stock Exchange”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate number of shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

NOTICE OF THE ANNUAL GENERAL MEETING

19. “**THAT** conditional on the passing of resolutions numbered 17 and 18 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 17 above be and is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of a number representing the aggregate number of shares of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 18 above.”

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

Hong Kong, 25 April 2016

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the above meeting.
3. The transfer books and register of members of the Company will be closed from Tuesday, 24 May 2016 to Thursday, 26 May 2016 (both days inclusive) during which no transfer of share will be effected. In order to qualify for attending the annual general meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's branch register in Hong Kong at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 23 May 2016 for registration.
4. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto and if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. As of the date of this notice, 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.