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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)

PROPOSED APPOINTMENT, RE-DESIGNATION AND RETIREMENT OF DIRECTORS

APPOINTMENT OF DIRECTORS

Subject to approval by the Shareholders by way of ordinary resolution at the AGM, the Board proposes to appoint Ms. Chin Chien Ya and Ms. Huang Chiung Hui as executive Directors with effect from the conclusion of the AGM.

RE-DESIGNATION OF DIRECTORS

The Board also announces that Mr. Chin Jong Hwa, currently an executive Director and the chairman of the Board, will be re-designated as a non-executive Director and as Honorary Chairman of the Board with effect from the conclusion of the AGM. His position as chairman of the Board will be taken up by Mr. Shi Jian Hui.

Ms. Yu Zheng, currently a non-executive Director, will be re-designated as an independent non-executive Director with effect from the conclusion of the AGM and will continue to serve as a member of the remuneration committee of the Company.

RETIREMENT OF DIRECTOR

The Board announces that Mr. He Dong Han, a non-executive Director, will retire by rotation at the AGM in accordance with the articles of association of the Company. He has agreed with the Company that he will not offer himself for re-election at the AGM and his directorship with the Group will cease at the conclusion of the AGM.

APPOINTMENT OF DIRECTORS

Taking into account business growth of Minth Group Limited (the “**Company**”) and its subsidiaries (together with the Company, the “**Group**”) and the expected development of the Group going forward, it is proposed that the number of executive directors of the Company (the “**Directors**”) be increased and, subject to approval by the shareholders of the Company (the “**Shareholders**”) by way of ordinary resolution at the forthcoming annual general meeting of the Company to be held on 26 May 2016 (the “**AGM**”), Ms. Chin Chien Ya and Ms. Huang Chiung Hui be appointed as executive Directors at the AGM. Ms. Chin Chien Ya is the daughter of Mr. Chin, the current chairman and controlling shareholder of the Company. The board of Directors (the “**Board**”) believes that it is in the interest of the Company and the Shareholders as a whole that the Board benefits from the experience, expertise and resources which the new executive Directors will bring to the Board.

The biographical details of Ms. Chin Chien Ya and Ms. Huang Chiung Hui are set out below:

Chin Chien Ya – Executive Director

Ms. Chin Chien Ya (“**Ms. Chin**”), aged 27, is the assistant to general manager of North America Operations of the Group. Her responsibilities include the planning of overseas strategies and the promotion of 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 a public relations company, providing consulting services for international companies on corporate social responsibility.

Subject to the Shareholders’ approval at the AGM, the Company will enter into a service contract with Ms. Chin for a term commencing from the date of the AGM and expiring on the earlier of 26 May 2019 and the date of the Company’s 2019 annual general meeting. Such proposed 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 date of this announcement.

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 in the Company within the meaning of Part XV of the SFO as at the date of this announcement. 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 date of this announcement, there is no information relating to Ms. Chin's proposed appointment as an executive Director 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. 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 AGM, the Company will enter into a service contract with Ms. Huang for a term commencing from the date of the AGM and expiring on the earlier of 26 May 2019 and the date of the Company's 2019 annual general meeting. Such proposed 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 in the Company and is deemed to be interested in share options in respect of 530,000 shares in the Company in which Mr. Bau Hsin Hong (the spouse of Ms. Huang) is interested. Save as aforesaid, Ms. Huang has no interest in the shares in the Company within the meaning of Part XV of the SFO as at the date of this announcement. 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 date of this announcement, there is no information relating to Ms. Huang's proposed appointment as an executive Director 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. Huang's proposed appointment as an executive Director.

RE-DESIGNATION OF DIRECTORS

The Board announces that with effect from the conclusion of the AGM:

- (1) Mr. Chin Jong Hwa, currently an executive Director and the chairman of the Board, 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 is an executive Director and has been the chief executive officer of the Company since its listing in 2005).
- (2) Ms. Yu Zheng, currently a non-executive Director, will be re-designated as an independent non-executive Director and will continue to serve as a member of the remuneration committee of the Company.

The biographical details of Mr. Chin Jong Hwa, Mr. Shi Jian Hui and Ms. Yu Zheng are set out below:

Mr. Chin Jong Hwa

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 served a petition (the “**SFC Petition**”) to the Company and also named as respondents the Company, its wholly owned subsidiary, Decade (HK) Limited and several executive Directors, in respect of the Group’s acquisition of Talentlink Development Limited and Magic Figure Investments Limited from the nephew and niece of Mr. Chin in 2008. 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.

Mr. Chin’s existing service contract to act as an executive Director was 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 as Honorary Chairman of the Board, his existing service contract with the Company will be terminated and, subject to Shareholder’s approval at the AGM, a new service contract with a term commencing on the date of the AGM and expiring on the earlier of 26 May 2019 and 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 proposed contract may be terminated by either party giving at least three months’ prior notice in writing. Pursuant to the

terms of the proposed service contract, Mr. Chin will waive the annual service fee and bonus. As at the date of this announcement, Mr. Chin is interested in 443,072,000 shares in the Company, representing approximately 39.72% 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 in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”) as at the date of this announcement. Mr. Chin is the father of Ms. Chin Chien Ya, the proposed new executive Director referred to above.

Save as disclosed above, 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 date of this announcement, there is no information relating to Mr. Chin’s re-designation 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 Rules Governing the Listing of Securities on the Stock Exchange (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. Chin’s re-designation as a non-executive Director and as Honorary Chairman of the Board.

Mr. Shi Jian Hui

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 RMB 1,529,000 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.

Ms. Yu Zheng

Yu Zheng (鄭豫) (“**Ms. Zheng**”), aged 47, is a non-executive Director. 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.

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 AGM. Upon Ms. Zheng's re-designation as an independent non-executive Director and, subject to Shareholder's approval at the AGM, a new service contract with a term commencing on the date of the AGM and expiring on the date of the Company's 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 proposed 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 by reference to prevailing market rate and the time, effort and expertise expected to be devoted by Ms. Zheng to the Company. Ms. Zheng is interested in share options in respect of 200,000 shares in the Company and

is deemed to be interested in the 200,000 shares in the Company in which Mr. Wei Wei (the spouse of Ms. Zheng) is interested. Save as aforesaid, Ms. Zheng has no interest in the shares in the Company within the meaning of Part XV of the SFO as at the date of this announcement.

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 the 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 date of this announcement. Save as disclosed above, as at the date of this announcement, there is no information relating to Ms. Zheng's re-designation 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. Zheng's re-designation as an independent non-executive Director.

RETIREMENT OF DIRECTOR

The Board announces that Mr. He Dong Han (“**Mr. He**”), a non-executive Director, will retire by rotation at the AGM in accordance with the articles of association of the Company. He has agreed with the Company that he will not offer himself for re-election at the AGM and his directorship with the Group will cease at the conclusion of the AGM.

Mr. He 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.

The Board would like to express its gratitude to Mr. He for his services and contributions to the Company during his tenure of office as a non-executive Director.

OVERALL

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

Name	Position	Audit Committee	Remuneration Committee	Nomination Committee
Shi Jian Hui	Chairman of the Board 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	

GENERAL

The Company will convene the AGM to, among other things, seek the Shareholders' approval for the above proposed appointments and re-designations. A circular containing, among other matters, details of the above proposed appointments and re-designations and a notice of the AGM is despatched to the Shareholders on the date of this announcement.

By Order of the Board
Minth Group Limited
Chin Jong Hwa
Chairman

Hong Kong, 25 April 2016

As at the date of this announcement, the Board 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.