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**MINTH GROUP LIMITED**

**敏實集團有限公司**

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

**(Stock Code: 425)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 26 May 2016**

The Board is pleased to announce that all the resolutions set out in the AGM Notice dated 25 April 2016 were duly passed by the Shareholders by way of poll at the AGM held on 26 May 2016.

The Board would also like to announce that with effect from the conclusion of the AGM: Mr. Chin Jong Hwa has been re-elected and re-designated as a non-executive Director and Honorary Chairman of the Board; Mr. Shi Jian Hui has been re-elected and re-designated as the chairman of the Board and chief executive officer of the Company while remaining as an executive Director; Dr. Wang Ching and Mr. Zhang Liren have been re-elected as independent non-executive Directors; Ms. Yu Zheng has been re-elected and re-designated as an independent non-executive Director; and Ms. Chin Chien Ya and Ms. Huang Chiung Hui have been appointed as executive Directors.

**POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The board (“Board”) of directors (“Directors”) of Minth Group Limited (the “Company”, together with its subsidiaries, the “Group”) is pleased to announce that all of the proposed resolutions set out in the notice (“AGM Notice”) of annual general meeting (“AGM”) of the Company dated 25 April 2016 were duly passed by the shareholders of the Company (“Shareholders”) by way of poll at the AGM held on 26 May 2016.

Details of the poll results in respect of all of the proposed resolutions at the AGM are as follows:

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
1.	To receive and consider the audited consolidated financial statements, the reports of the directors of the Company and the auditors of the Company for the year ended 31 December 2015	910,426,281 (100.00%)	0 (0.00%)	910,426,281
2.	To declare a final dividend for the year ended 31 December 2015	910,426,281 (100.00%)	0 (0.00%)	910,426,281
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	903,394,181 (99.23%)	6,982,100 (0.77%)	910,376,281
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	891,376,181 (97.91%)	19,000,100 (2.09%)	910,376,281
5.	To re-elect Dr. Wang Ching who has served more than 9 years as an independent non-executive director of the Company	690,864,287 (75.89%)	219,511,994 (24.11%)	910,376,281
6.	To re-elect Mr. Zhang Liren who has served more than 9 years as an independent non-executive director of the Company	693,658,287 (76.19%)	216,717,994 (23.81%)	910,376,281
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	903,624,381 (99.26%)	6,751,900 (0.74%)	910,376,281
8.	To appoint Ms. Chin Chien Ya as an executive director of the Company	903,394,181 (99.23%)	6,982,100 (0.77%)	910,376,281

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
9.	To appoint Ms. Huang Chiung Hui as an executive director of the Company	903,394,181 (99.23%)	6,982,100 (0.77%)	910,376,281
10.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Dr. Wang Ching	703,378,154 (77.38%)	205,616,127 (22.62%)	908,994,281
11.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Zhang Liren	703,378,154 (77.38%)	205,616,127 (22.62%)	908,994,281
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	902,242,381 (99.26%)	6,751,900 (0.74%)	908,994,281
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	902,242,381 (99.26%)	6,751,900 (0.74%)	908,994,281
14.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Ms. Yu Zheng	902,242,381 (99.26%)	6,751,900 (0.74%)	908,994,281
15.	To authorize the board of directors of the Company to fix the remuneration of its executive directors	902,227,721 (99.26%)	6,766,560 (0.74%)	908,994,281
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	869,572,768 (95.51%)	40,838,853 (4.49%)	910,411,621
17.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company's shares	529,691,647 (58.18%)	380,734,634 (41.82%)	910,426,281

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
18.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	910,426,281 (100.00%)	0 (0.00%)	910,426,281
19.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 18	529,717,647 (58.18%)	380,708,634 (41.82%)	910,426,281

The total number of shares ("Shares") of the Company entitling the Shareholders to attend and vote for or against all of the resolutions at the AGM was 1,119,340,000. There were no Shares entitling the Shareholders to attend and abstain from voting in favor of any of the resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") and there were no Shareholders who were required under the Listing Rules to abstain from voting.

No parties had stated their intention in the Company's circular dated 25 April 2016 to vote against the resolutions or to abstain and therefore none have done so at the AGM.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed by the Company and acted as the scrutineer for the vote-taking at the AGM.

## **DIVIDEND PAYMENT**

The proposal for the payment of final dividend of HKD0.548 per share to the Shareholders was approved at the AGM. The final dividend will be paid to the Shareholders on or about 14 June 2016.

## **CHANGES TO THE BOARD**

At the AGM, (1) the re-election and re-designation of Mr. Chin Jong Hwa as a non-executive Director and Honorary Chairman of the Board; (2) the re-election and re-designation of Mr. Shi Jian Hui as the chairman of the Board and chief executive officer of the Company while remaining as an executive Director; (3) the re-election of each of Dr. Wang Ching and Mr. Zhang Liren as independent non-executive Directors; (4) the re-election and re-designation of Ms. Yu Zheng as an independent non-executive Director; and (5) the appointment of each of Ms. Chin Chien Ya and Ms. Huang Chiung Hui as executive Directors were duly approved by the Shareholders.

Particulars of Mr. Chin Jong Hwa, Mr. Shi Jian Hui, Ms. Chin Chien Ya, Ms. Huang Chiung Hui, Dr. Wang Ching, Mr. Zhang Liren and Ms. Yu Zheng which are required to be disclosed by the Listing Rules are set out below.

**(1) Chin Jong Hwa – Non-executive Director and Honorary Chairman of the Board**

Chin Jong Hwa (秦榮華) (“Mr. Chin”), aged 57, is the Honorary Chairman of the Board and a non-executive Director of the Company and director of various subsidiaries of the Group. Prior to his re-designation at the conclusion of the AGM as the Honorary Chairman of the Board and a non-executive Director, Mr. Chin was the chairman of the Board and an executive Director. 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 auto parts 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.

With effect from the conclusion of the AGM, Mr. Chin’s position as chairman of the Board has been taken up by Mr. Shi Jian Hui, an executive Director and the chief executive officer of the Company.

Mr. Chin’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. Upon Mr. Chin’s re-designation as a non-executive Director and Honorary Chairman of the Board, his service contract to act as an executive Director was terminated and a new service contract with a term commencing on the date of the AGM and expiring on the earlier of 26 May 2019 or the date of the Company’s 2019 annual general meeting was 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 date of this announcement, Mr. Chin is interested in 443,072,000 Shares, representing approximately

39.58% 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 date of this announcement. Mr. Chin is the father of Ms. Chin Chien Ya, an executive Director.

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 which is required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules. As at the date of this announcement, there is also no further information which needs to be brought to the attention of the Shareholders in connection with Mr. Chin's re-election and re-designation as a non-executive Director and Honorary Chairman of the Board.

**(2) Shi Jian Hui – Executive Director, Chairman and Chief Executive Officer of the Company**

Shi Jian Hui (石建輝) (“Mr. Shi”), aged 43, is the Chairman, 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 chairman of the Board and 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 has taken up the position of chairman of the Board with effect from the conclusion of the AGM.

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 date of this announcement, 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 date of this announcement, 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 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. Shi's re-election and re-designation.

**(3) 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.

The Company has entered 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 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 is 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 Honorary Chairman of the Board, a non-executive Director and the controlling shareholder of the Company 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 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 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 appointment as an executive Director.

#### **(4) 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.

The Company has entered 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 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 is 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 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 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 appointment as an executive Director.

**(5) 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 AGM. The Company has entered into a service contract with Dr. Wang to renew his appointment for a term commencing from the date of the AGM 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 by reference to the prevailing market rate and the time, effort and expertise devoted by Dr. Wang to the Company. As at the date of this announcement, 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 date of this announcement, 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.

**(6) 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 AGM. The Company has entered into a service contract with Mr. Zhang to renew his appointment for a term commencing from the date of the AGM 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 by reference to the prevailing market rate and the time, effort and expertise devoted by Mr. Zhang to the Company. As at the date of this announcement, 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 date of this announcement, 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.

Save as disclosed above, as at the date of this announcement, 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 date of this announcement, 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 independent non-executive Directors of the Company.

**(7) Yu Zheng – Independent Non-executive Director**

Yu Zheng (鄭豫) (“Ms. Zheng”), aged 47, is an independent non-executive Director of the Company. Prior to her re-designation at the conclusion of the AGM as an independent non-executive Director, Ms. Zheng was a non-executive Director and a member of the remuneration committee of the Company. Ms. Zheng remains as a member of the remuneration committee following the re-designation. 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. 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 was entered into between Ms. Zheng and the Company for her capacity as an independent non-executive Director. 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 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 the 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 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 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 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.

For and on behalf of the Board  
**MINTH GROUP LIMITED**  
**Shi Jian Hui**  
*Chairman*

Hong Kong, 26 May 2016

*As at the date of this announcement, the board of directors comprises Mr. Shi Jian Hui, Mr. Zhao Feng, Ms. Bao Jian Ya, Ms. Chin Chien Ya and Ms. Huang Chiung Hui being executive Directors; Mr. Chin Jong Hwa being a non-executive Director; Mr. Wu Fred Fong, Dr. Wang Ching, Mr. Zhang Liren, and Ms. Yu Zheng being independent non-executive Directors.*