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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

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
RETIREMENT AND RE-ELECTION 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. on Wednesday, 30 May 2018 at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, China is set out on pages 16 to 20 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.

24 April 2018

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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. on Wednesday, 30 May 2018 at No. 1 Yazhong Road, Nanhu District, Jiaxing City, Zhejiang Province, China, the notice of which is set out on pages 16 to 20 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”	Mint 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
“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
“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

DEFINITIONS

“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”	17 April 2018, 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
“SFC”	the Securities and Futures Commission of Hong Kong
“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 and Share Buy-backs issued by the SFC and as amended from time to time
“%”	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
Zhao Feng
Chin Chien Ya
Huang Chiung Hui

Independent Non-executive Directors:

Wu Fred Fong
Wang Ching
Yu Zheng

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*

Unit 1901, 19F
FWD Financial Centre
308 Des Voeux Road Central
Hong Kong

24 April 2018

To Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATE TO
ISSUE AND REPURCHASE SHARES
AND
RETIREMENT AND RE-ELECTION 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, the Extension Mandate, and the re-election of Directors.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATE TO ISSUE SHARES

At the last annual general meeting of the Company held on 31 May 2017, 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 1,144,157,000 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 228,831,400 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 Rule 10.06(1)(b) of 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.

RETIREMENT AND RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, Mr. Chin Jong Hwa, Mr. Zhao Feng, Ms. Chin Chien Ya and Ms. Huang Chiung Hui were the executive Directors and Mr. Wu Fred Fong, Dr. Wang Ching and Ms. Yu Zheng were the independent non-executive Directors.

The directors who shall retire by rotation at the Annual General Meeting pursuant to Article 87 of the Articles are Mr. Chin Jong Hwa, Mr. Wu Fred Fong and Dr. Wang Ching. They are all eligible for re-election and shall offer themselves for re-election at the Annual General Meeting.

As at the Latest Practicable Date, Mr. Wu Fred Fong and Dr. Wang Ching had served as independent non-executive Directors for more than 9 years (Mr. Wu Fred Fong as independent non-executive director from 1 January 2009 and Dr. Wang Ching as independent non-executive director from 26 October 2005). Separate resolutions are proposed at the Annual General Meeting to approve the re-appointment of Mr. Wu Fred Fong and Dr. Wang Ching accordingly pursuant to paragraph A.4.3 of the Corporate Governance Code.

LETTER FROM THE BOARD

Mr. Wu Fred Fong and Dr. Wang Ching have always emphasised high standards of corporate governance to the Company and contributed objectively in advising as well as constructively monitoring and mentoring the management team in their capacity as independent non-executive Directors. Being familiar with the corporate values of the Company, the presence of Mr. Wu Fred Fong and Dr. Wang Ching have enhanced these values by their development of a strong relationship with the management.

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

Taking into consideration the above factors and the Company having received from Mr. Wu Fred Fong and Dr. Wang Ching respectively a confirmation of independence pursuant to Rule 3.13 of the Listing Rules, the Board considers both Mr. Wu Fred Fong and Dr. Wang Ching to be independent under the Listing Rules despite the fact that they have served the Company for more than 9 years. Accordingly, Mr. Wu Fred Fong and Dr. Wang Ching shall offer themselves for re-election by way of separate resolutions to be approved by the Shareholders at the Annual General Meeting.

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

TERMS OF DIRECTORS' SERVICE CONTRACTS AND APPOINTMENT LETTERS

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into service contracts (or appointment letters, as the case may be) with each of the existing independent non-executive Directors, namely, Mr. Wu Fred Fong, Dr. Wang Ching and Ms. Yu Zheng 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 independent 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 2019, which is expected to be no later than 31 May 2019. Details of the service contracts (or appointment letters, as the case may be) of each of the existing independent non-executive Directors 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;

LETTER FROM THE BOARD

- (d) the re-election of Directors who are offering themselves for re-election at the Annual General Meeting;
- (e) the terms of appointment (including remuneration) for each existing independent non-executive Director, namely, Mr. Wu Fred Fong, Dr. Wang Ching and Ms. Yu Zheng with effect from the conclusion of the Annual General Meeting; and
- (f) re-appointment of Deloitte Touche Tohmatsu as the Company's auditors and authorization to the Board to fix their remuneration

Set out on pages 16 to 20 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 Rule 13.39(4) of 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 in the manner prescribed under Rule 13.39(5) of the Listing Rules will be published on the websites of the Company and the Stock Exchange on the day of the Annual General Meeting.

CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the Company's register of members on Friday, 25 May 2018, will be eligible to attend and vote at the Annual General Meeting. The transfer books and register of members will be closed from Friday, 25 May 2018 to Wednesday, 30 May 2018 (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 Thursday, 24 May 2018.

Shareholders whose names appear on the Company's register of members on Thursday, 7 June 2018, will qualify for the proposed final dividend. The Company's transfer books and register of members will be closed from Tuesday, 5 June 2018 to Thursday, 7 June 2018 (both days inclusive) for the purpose of ascertaining Shareholders'

LETTER FROM THE BOARD

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 Monday, 4 June 2018. 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 Wednesday, 20 June 2018. The Shares will trade ex-dividend on Friday, 1 June 2018.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the 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 2017, 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.

GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

Hong Kong, 24 April 2018

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 SFC 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 1,144,157,000 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 114,415,700 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 2017, 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 2017	32.00	26.05
May 2017	31.95	28.70
June 2017	35.40	30.65
July 2017	37.65	32.80
August 2017	37.45	32.40
September 2017	43.15	36.40
October 2017	44.95	40.65
November 2017	48.80	41.70
December 2017	47.80	41.20
January 2018	49.50	43.05
February 2018	48.00	39.75
March 2018	47.20	35.25
April 2018 (up to the Latest Practicable Date)	39.60	34.20

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	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mint Holdings Limited	Beneficial owner	Long position	449,072,000	39.25%	43.61%
Chin Jong Hwa	Interest of controlled corporations	Long position	449,072,000	39.25%	43.61%
Wei Ching Lien	Interest of spouse	Long position	449,072,000	39.25%	43.61%
Commonwealth Bank of Australia	Interest of controlled corporations	Long position	79,641,000	6.96%	7.73%
Matthews International Capital Management, LLC	Investment manager	Long position	68,429,000	5.98%	6.65%
Orient Securities Company Limited (東方證券股份有限公司)	Beneficial owner	Long position	7,444,000	0.65%	0.72%
	Interest of controlled corporations	Long position	50,637,260	4.43%	4.92%

Based on the shareholding interests of Minth Holdings 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 Minth Holdings Limited, Chin Jong Hwa and Wei Ching Lien do not change, their percentage shareholding in the Company will each be increased to approximately 43.61% 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 SFC. 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

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

Mr. Chin Jong Hwa — Executive Director

Chin Jong Hwa (秦榮華) (“Mr. Chin”), aged 59, is the Chairman, Chief Executive Officer and an executive Director of the Company and director of various subsidiaries of the Company. 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 30 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 10 August 2017, Mr. Chin was redesignated from Honorary Chairman and non-executive Director to Chairman and executive Director.

As at the Latest Practicable Date, Mr. Chin was interested in approximately 39.25% shareholding interest in the Company through Minth Holdings Limited, a company wholly owned by Mr. Chin, which held 449,072,000 Shares. As at the Latest Practicable Date, save as aforesaid, Mr. Chin has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Chin’s existing service contract to act as an executive Director was for a term expiring on the earlier of 31 August 2020 and the date of the Company’s 2020 annual general meeting. As Mr. Chin has agreed to waive his remuneration since 1 March 2007, there is no annual remuneration covered by Mr. Chin’s existing service contract. During the year ended 31 December 2017, Mr. Chin waived emoluments of RMB600,000 which was fixed in the past. The remuneration policy and remuneration packages of the Directors and senior management staff are reviewed by the Remuneration Committee of the Company, making reference to the prevailing market practice, his/her duties and responsibilities within the Group and his/her contribution to the Group.

On 11 April 2014, the SFC 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 of the Company, 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 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 and its 2015 and 2016

annual reports. On 31 August 2016, the SFC amended its Petition in the court proceedings to add further particulars. The trial for the court proceedings has been fixed to commence on 14 October 2019 (with 25 days reserved).

Mr. Chin is the father of Ms. Chin Chien Ya, an executive Director of the Company. 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 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 as an executive Director.

Mr. Wu Fred Fong — Independent Non-executive Director

Wu Fred Fong (胡晃) ("Mr. Wu"), aged 70, is an independent non-executive Director and Chairman of the audit committee of the Company. Mr. Wu has considerable directorship and corporate governance experience and has been involved in auditing, corporate planning, corporate finance, investment, consulting with public companies in Canada and Hong Kong. Mr. Wu holds an MBA degree in the Schulich School of Business, York University, Canada. Mr. Wu is a Chartered Accountant qualified in Canada and a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Wu is currently an independent non-executive director of Sheng Yuan Holding Limited, a company listed on the Main Board of the Stock Exchange. Mr. Wu joined the Company as an independent non-executive Director on 1 January 2009.

As at the Latest Practicable Date, save for his interest in 240,000 Share Options in the Company, Mr. Wu has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Wu has always emphasised high standards of corporate governance to the Company and contributed objectively in advising as well as constructively monitoring and mentoring the management team in his capacity as an independent non-executive Director. Being familiar with the corporate values of the Company, the presence of Mr. Wu has enhanced these values by his development of a strong relationship with the management.

The Board and Mr. Wu agreed that his long service would not affect his exercise of independent judgment and the Board is satisfied that Mr. Wu has the required character, integrity, experience and knowledge to continue fulfilling the role of independent non-executive Director effectively.

Taking into consideration the above factors and the Company having received from Mr. Wu a confirmation of independence pursuant to Rule 3.13 of the Listing Rules, the Board considers Mr. Wu to be independent under the Listing Rules despite the fact that he

has served the Company for more than 9 years. Accordingly, Mr. Wu shall offer himself for re-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

Mr. Wu is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, Mr. Wu 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. Wu 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. Wu's proposed re-election as an independent non-executive Director.

Dr. Wang Ching — Independent Non-executive Director

Wang Ching (王京) (“Dr. Wang”), aged 63, is an independent non-executive Director and the chairman of the nomination committee of the Company. Dr. Wang has over 26 years' managerial experience in investment banking, securities, treasury and asset management in the United States, Hong Kong, Taiwan and the PRC. He is currently the executive director of Shanghai International Asset Management (HK) Co., Ltd., a licensed corporation registered with the SFC 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 an independent non-executive director of China Singyes Solar Technologies Holdings Limited, a listed Company 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 Company as an independent non-executive Director on 26 October 2005.

As at the Latest Practicable Date, save for his interest in 180,000 Share Options in the Company, Dr. Wang has no interests in the Shares of the Company within the meaning of Part XV of the SFO.

Dr. Wang has always emphasised high standards of corporate governance to the Company and contributed objectively in advising as well as constructively monitoring and mentoring the management team in his capacity as an independent non-executive Director. Being familiar with the corporate values of the Company, the presence of Dr. Wang has enhanced these values by his development of a strong relationship with the management.

The Board and Dr. Wang agreed that his long service would not affect his exercise of independent judgment and the Board is satisfied that Dr. Wang has the required character, integrity, experience and knowledge to continue fulfilling the role of independent non-executive Director effectively.

Taking into consideration the above factors and the Company having received from Dr. Wang a confirmation of independence pursuant to Rule 3.13 of the Listing Rules, the Board considers Dr. Wang to be independent under the Listing Rules despite the fact that he has served the Company for more than 9 years. Accordingly, Dr. Wang shall offer himself for re-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.

Dr. Wang is independent from and not related to any other Directors, senior management, substantial shareholders or controlling shareholders of the Company. Save as disclosed above, 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. Save as disclosed above, as at the Latest Practicable Date, there is no information relating to Dr. Wang 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 Dr. Wang's proposed re-election as an independent non-executive Director.

SERVICE CONTRACT OF DIRECTORS

Subject to Shareholders' approval at the Annual General Meeting, the Company will enter into service contracts (or appointment letters, as the case may be) with each of the existing independent non-executive Directors, namely, Mr. Wu Fred Fong, Dr. Wang Ching and Ms. Yu Zheng 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 independent 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 2019, which is expected to be no later than 31 May 2019. Pursuant to such service contracts, the remuneration for each of the Directors is set out below:

Name of Director	HK\$ (Per annum)
MR. WU FRED FONG	172,500
DR. WANG CHING	172,500
MS. YU ZHENG	207,000

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 Group. The Company and each of the respective Directors consider such terms of service to be reasonable.



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 No. 1 Yazhong Road, Nanhu District, Jiaying City, Zhejiang Province, China at 10:00 a.m. on Wednesday, 30 May 2018 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 2017;
2. to declare a final dividend for the year ended 31 December 2017;
3. to re-elect Mr. Chin Jong Hwa as an executive director of the Company;
4. to re-elect Mr. Wu Fred Fong (who has served the Company as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company;
5. to re-elect Dr. Wang Ching (who has served the Company as an independent non-executive director for more than 9 years) as an independent non-executive director of the Company;
6. 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 Company’s circular to which this notice forms part (the “Circular”);
7. 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 Circular;
8. 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;
9. to authorise the board of directors of the Company to fix the remuneration of its executive directors;

NOTICE OF ANNUAL GENERAL MEETING

10. 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

11. **“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 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

NOTICE OF ANNUAL GENERAL MEETING

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 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).”

12. “**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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”
13. “**THAT** conditional on the passing of resolutions numbered 11 and 12 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 11 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 12 above.”

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

Hong Kong, 24 April 2018

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

NOTICE OF ANNUAL GENERAL MEETING

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 Friday, 25 May 2018 to Wednesday, 30 May 2018 (both days inclusive) during which no transfer of Shares 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 Thursday, 24 May 2018 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. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.minthgroup.com and on the website of the Stock Exchange at www.hkexnews.hk to notify the Company's shareholders of the date, time and venue of the rescheduled meeting.
7. As of the date of this notice, the board of directors comprises Mr. Chin Jong Hwa, Mr. Zhao Feng, Ms. Chin Chien Ya and Ms. Huang Chiung Hui, being executive Directors; Mr. Wu Fred Fong, Dr. Wang Ching and Ms. Yu Zheng, being independent non-executive Directors.