



MINTH GROUP LIMITED

敏實集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 425)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Minth Group Limited (“Company”) will be held at 20th Floor, Alexandra House, 16–20 Chater Road, Central, Hong Kong at 10:00 a.m. on 26 June 2008 to consider and, if thought fit, passing, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT** the continuing connected transactions pursuant to (i) the agreements entered into between members of the Company and its subsidiaries (the **“Group”**) and members of FALTEC Co., Ltd. (the **“FALTEC Group”**) (or Altia Hashimoto Co., Ltd., as the case may be) and (ii) the framework agreement dated 27 September 2007 entered into between FALTEC Group and JiaXing Minth-Hashimoto Auto motive Parts Co., Ltd., in relation to the provision of production licences and production know-how of certain automobile parts by the FALTECH Group to the Group, further details of which are set out in the Company’s circular (**“Circular”**) dated 10 June 2008, together with the annual caps stated in the Circular be and are hereby approved and any one director be and are hereby authorised to exercise all the powers of the Company and take all other steps are they may in their opinion deem desirable or necessary in connection with the aforesaid agreements and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.”
2. **“THAT** the continuing connected transactions pursuant to a sale and purchase agreement dated 19 July 2006 entered into between Tianjin Shintai Automotive Parts Co., Ltd. (**“Tianjin Shintai”**) and Aisin Tianjin Body Parts Co., Ltd. for the purpose of purchasing semi-finished automobile materials and selling finished automobile parts by Tianjin Shintai and/or its affiliates, further details of which are set out in the Circular, together with the annual caps stated in the Circular be and are hereby approved and any one director be and are hereby authorised to exercise all the

powers of the Company and take all other steps as they may in their opinion deem desirable or necessary in connection with the aforesaid agreements and generally to exercise all the powers of the Company as they deem desirable or necessary in connection with the foregoing.”

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

Hong Kong, 10 June 2008

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

Principal place of business in Hong Kong:
7/F., Allied Kajima Building
138 Gloucester Road,
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the above meeting or any adjourned meeting.
3. 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.
4. 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.

As the date of this notice, the board of directors of the Company comprises Mr. Chin Jong Hwa, Mr. Shi Jian Hui, Mr. Mu Wei Zhong and Mr. Zhao Feng, being executive Directors, Mr. Mikio Natsume, Mr. Tokio Kurita and Ms. Yu Zheng, being non-executive Directors, Mr. Heng Kwoo Seng, Dr. Wang Ching and Mr. Zhang Liren being independent non-executive Directors.