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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)**

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

The board (the “Board”) of directors (the “Directors”) of Minth Group Limited (the “Company”) announces that on 25 March 2015 (“Date of Grant”), the Company offered to grant share options (the “Share Options”) to a number of eligible participants (the “Grantees”) to subscribe for up to 26,000,000 shares of HK\$0.10 each (the “Shares”) in the issued share capital of the Company pursuant to the share option scheme adopted by the Company on 22 May 2012 (the “Scheme”). Details of the grant of the Share Options are set out below:

|   |   |
|---|---|
| Date of Grant:                                    | 25 March 2015   |
| Exercise price of the Share Options:              | HK\$14.08 per share, which represents the highest of (i) the closing price of HK\$14.08 per Share as stated in the daily quotations sheet of the Stock Exchange on 25 March 2015, being the Date of Grant; (ii) the average closing price of HK\$14.04 per Share as stated in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of the Share on the Date of Grant. |
| Number of Share Options granted:                  | a total of 26,000,000 Share Options   |
| Closing price of the Shares on the Date of Grant: | HK\$14.08 per Share   |
| Validity period of the Share Options:             | from 1 January 2016 to 31 December 2020 (both days inclusive)   |

- Exercise restrictions:
- (i) up to 30% of the Share Options granted shall be exercisable on or after 1 January 2016;
  - (ii) up to a further 30% of the Share Options granted shall be exercisable on or after 1 January 2017; and
  - (iii) all of the remaining Share Options granted shall be exercisable on or after 1 January 2018.

The last day on which any of the above Share Options granted may be exercised is 31 December 2020. Among the 26,000,000 Share Options, 3,100,000 were granted or proposed to be granted to the following Directors with details as follows:

| <b>Name of Director</b> | <b>Position</b>                    | <b>Number of Share Options</b> |
|-------------------------|------------------------------------|--------------------------------|
| Shi Jian Hui            | Executive Director                 | 700,000                        |
| Zhao Feng               | Executive Director                 | 700,000                        |
| Bao Jian Ya             | Executive Director                 | 700,000                        |
| Wang Ching              | Independent Non-executive Director | 200,000                        |
| Wu Fred Fong            | Independent Non-executive Director | 200,000                        |
| Zhang Liren             | Independent Non-executive Director | 200,000                        |
| Yu Zheng                | Non-executive Director             | 200,000                        |
| He Dong Han             | Non-executive Director             | 200,000                        |

Each Share Option shall entitle the Grantee to subscribe for one Share upon exercise of such Share Option at a subscription price of HK\$14.08 per Share.

The grant of the Share Options to each of the above Grantees was approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules on 25 March 2015.

Save as disclosed in this announcement, none of the Grantees of the Share Options is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them.

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

Hong Kong, 25 March 2015

*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.*