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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 28 May 2015**

The Board is pleased to announce that all the resolutions set out in the AGM Notice dated 23 April 2015 were duly passed by the Shareholders by way of poll at the AGM held on 28 May 2015.

The Board would also like to announce that with effect from the conclusion of the AGM, Mr. Wu Fred Fong, Dr. Wang Ching and Mr. Zhang Liren shall be re-elected as independent non-executive Directors.

RESULTS OF THE ANNUAL GENERAL MEETING

The board (“Board”) of directors (“Directors”) of Minth Group Limited (the “Company”) 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 23 April 2015 were duly passed by the shareholders of the Company (“Shareholders”) by way of poll at the AGM held on 28 May 2015.

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 2014	941,785,303 (100%)	0 (0%)	941,785,303
2.	To declare a final dividend for the year ended 31 December 2014	941,785,303 (100%)	0 (0%)	941,785,303
3.	To re-elect Mr. Wu Fred Fong as an independent non-executive director of the Company	923,937,707 (98.10%)	17,847,596 (1.90%)	941,785,303
4.	To re-elect Dr. Wang Ching as an independent non-executive director of the Company	934,462,958 (99.22%)	7,322,345 (0.78%)	941,785,303
5.	To re-elect Mr. Zhang Liren as an independent non-executive director of the Company	934,614,958 (99.24%)	7,170,345 (0.76%)	941,785,303
6.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Ms. Yu Zheng	935,033,403 (99.28%)	6,751,900 (0.72%)	941,785,303
7.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. He Dong Han	935,033,403 (99.28%)	6,751,900 (0.72%)	941,785,303
8.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Dr. Wang Ching	935,033,403 (99.28%)	6,751,900 (0.72%)	941,785,303
9.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Zhang Liren	935,033,403 (99.28%)	6,751,900 (0.72%)	941,785,303

ORDINARY RESOLUTIONS		No. of votes (%)		Total number of votes
		FOR	AGAINST	
10.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Wu Fred Fong	935,033,403 (99.28%)	6,751,900 (0.72%)	941,785,303
11.	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	940,758,858 (99.89%)	1,026,445 (0.11%)	941,785,303
12.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company's shares	515,553,066 (54.74%)	426,232,237 (45.26%)	941,785,303
13.	To grant a general mandate to the directors of the Company to repurchase the Company's shares	941,785,303 (100%)	0 (0%)	941,785,303
14.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no.13	542,498,666 (57.60%)	399,286,637 (42.40%)	941,785,303

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 1,105,957,500. 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 23 April 2015 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 HKD0.516 per share to the Shareholders was approved at the AGM. The final dividend will be paid to the Shareholders on or about 16 June 2015.

CHANGES TO THE BOARD

Re-election of Directors

At the AGM, the re-election of each of Mr. Wu Fred Fong, Dr. Wang Ching and Mr. Zhang Liren as independent non-executive Directors were duly approved by the Shareholders. Particulars of Mr. Wu Fred Fong, Dr. Wang Ching and Mr. Zhang Liren, which are required to be disclosed by the Listing Rules are set out below.

(1) Wu Fred Fong – Independent Non-executive Director

Wu Fred Fong (胡晃) (“Mr. Wu”), aged 67, has been an independent non-executive Director and the 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, and consulting with public companies in Canada and Hong Kong. Mr. Wu holds a master’s degree in Business Administration 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 was an executive Director of VODone Limited (now known as V1 Group Limited) and the chief financial officer of Heng Xin China Holdings Limited, both of which are listed on the Stock Exchange. Mr. Wu is currently an independent non-executive director of China Public Procurement Limited and an independent non-executive director of Sheng Yuan Holdings Limited, both of which are listed on the Stock Exchange. Mr. Wu joined the Company as an independent non-executive Director on 1 January 2009.

Mr. Wu entered into a service contract with the Company on 29 May 2014 renewing his terms of appointment acting as an independent non-executive Director for a term commencing from 29 May 2014 and expiring on the date of the AGM. The Company entered into a service contract with Mr. Wu to renew his appointment for a term commencing from the date of the AGM and expiring on the date of the annual general meeting to be held by the Company in 2016, which is expected to be held no later than 31 May 2016. 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 Mr. Wu is HK\$172,500, but he is not entitled to any discretionary bonus. Mr. Wu’s emoluments are determined by the Board prevailing market rate and the time, effort and expertise devoted by Mr. Wu to the Company.

Save as disclosed herein, 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. As at the date of this announcement, other than the relationship arising from his directorship with the Company, Mr. Wu is independent from and does not have any relationship with any other Directors, senior management, substantial shareholders, controlling shareholders (which have the meanings ascribed to them respectively under the Listing Rules) of the Company. As at the date of this announcement, save for his interest in the share options in respect of 200,000 Shares, Mr. Wu has no interests in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as at the date of this announcement, there is no other information relating to Mr. Wu 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 Mr. Wu's proposed re-election as an independent non-executive Director of the Company.

(2) Wang Ching – Independent Non-executive Director

Wang Ching (王京) (“Dr. Wang”), aged 60, is an independent non-executive Director and the chairman of the nomination committee of the Company. Dr. Wang has over 23 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. He is also an executive director of Shanghai International Shanghai Growth Investment Limited, an investment fund company listed on the Stock Exchange. Dr. Wang is also an independent non-executive director of China Singyes Solar Technologies Holdings Limited and Yingde Gases Group Company Limited, both of which are listed on the Stock Exchange. Besides, Dr. Wang also serves as an adjunct Associate Professor of Global Management Education Institute, Shanghai University. 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 29 May 2014 renewing his terms of appointment acting as an independent non-executive Director for a term commencing from 29 May 2014 and expiring on the date of the AGM. The Company 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 annual general meeting to be held by the Company in 2016, which is expected to be held no later than 31 May 2016. 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 Dr. Wang is HK\$172,500, but he is not entitled to any discretionary bonus. Dr. Wang's emoluments are determined by the Board prevailing market rate and the time, effort and expertise devoted by Dr. Wang to the Company.

Save as disclosed herein, 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 (which have the meaning ascribed to them respectively under the Listing Rules) of 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 of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as at the date of this announcement, there is no other information 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's proposed re-election as an independent non-executive Director of the Company.

(3) Zhang Liren – Independent Non-executive Director

Zhang Liren (張立人) (“Mr. Zhang”), aged 68, is an independent non-executive Director and the chairman of the remuneration committee of the Company. Mr. Zhang has experience of over 46 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 29 May 2014 renewing his terms of appointment acting as an independent non-executive Director for a term commencing from 29 May 2014 and expiring on the date of the AGM. The Company 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 annual general meeting to be held by the Company in 2016, which is expected to be held no later than 31 May 2016. 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 Mr. Zhang is HK\$172,500, but he is not entitled to any discretionary bonus. Mr. Zhang's emoluments are determined by the Board prevailing market rate and the time, effort and expertise devoted by Mr. Zhang to the Company.

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 does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (which have the meaning ascribed to them respectively under the Listing Rules) of 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 of the Company within the meaning of Part XV of the SFO. Save as disclosed above, as at the date of this announcement, there is no information relating to 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 Mr. Zhang's proposed re-election as an independent non-executive Director of the Company.

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

Hong Kong, 28 May 2015

As at the date of this announcement, the board of directors 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.