

**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)

**PROXY FORM**

**Form of proxy for use by shareholders at the annual general meeting to be convened at 10 a.m. on 29 May 2014, Thursday at 20th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong (or any adjournment thereof).**

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_  
shares of HK\$0.10 each of Minth Group Limited (“Company”) hereby appoint the Chairman of the annual general meeting (“Meeting”) of the Company or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the Meeting to be held at 10 a.m. on 29 May 2014, Thursday at 20th Floor, Alexandra House, 18 Chater Road, Central, Hong Kong and at any adjournment thereof and to vote for me/us on the resolutions referred to in the Notice of Annual General Meeting (with or without modifications) as indicated below:

ORDINARY RESOLUTION <sup>(note d)</sup>		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 2013		
2.	To declare a final dividend for the year ended 31 December 2013		
3.	To re-elect Mr. Zhao Feng as an executive director of the Company		
4.	To re-elect Ms. Yu Zheng as a non-executive director of the Company		
5.	To re-elect Mr. He Dong Han as a non-executive director of the Company		
6.	To appoint Ms. Bao Jian Ya as an executive director of the Company		
7.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Ms. Yu Zheng		
8.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. He Dong Han		
9.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Dr. Wang Ching		
10.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Zhang Liren		
11.	To authorise the board of directors of the Company to approve and confirm the terms of appointment (including remuneration) for Mr. Wu Fred Fong		
12.	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		
13.	To grant a general mandate to the directors of the Company to allot, issue and otherwise deal with the Company’s shares		
14.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares		
15.	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution no. 14		

Dated \_\_\_\_\_

Shareholder’s signature \_\_\_\_\_ <sup>(notes e, f, g, h and i)</sup>

**Notes:**

- a Full name(s) and address are to be inserted in **CAPITAL LETTERS**.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided. A member who is the holder of two or more shares may appoint more than one proxy.
- d If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the above resolution, please tick (“✓”) the box marked “Against”. If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any 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 share registrar, Computershare 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 Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.
- i Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.