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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)**

**VOLUNTARY ANNOUNCEMENT  
IN RELATION TO  
THE ACQUISITION OF 51% EQUITY INTERESTS IN  
JIAXING DURA MINTH AUTOMOTIVE PARTS CO., LTD.**

The Company is pleased to announce that on 23 December 2015, Minth Investment, its wholly-owned subsidiary, entered into a Sale and Purchase Agreement with Dura, Sinoone (HK) and Jiaxing Dura pursuant to which Dura had agreed to sell and Minth Investment had agreed to purchase 51% equity interests of Jiaxing Dura at the consideration of RMB56,415,341.05 (equivalent to approximately HK\$67,552,321.91) after Jiaxing Dura distributed to its shareholders the Undistributed Profits for the four financial years from 2011 to 2014. Prior to the Acquisition, Jiaxing Dura was owned as to 51% by Dura and 49% by Sinoone (HK). Upon completion of the Acquisition, Jiaxing Dura will be an indirect wholly-owned subsidiary of the Company.

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Completion of the Acquisition is conditional upon satisfaction of the following conditions, including, inter alia:

- (i) the shareholders of Jiaxing Dura having consented to the Sale and Purchase Agreement;
- (ii) all government approvals and registrations in relation to the Sale and Purchase Agreement having been obtained;
- (iii) the consideration for the Acquisition having been paid by Minth Investment to a designated account of Dura within five business days after the Acquisition having obtained approval by the competent authority; and
- (iv) the shareholders of Jiaxing Dura having resolved to distribute to Dura and Sinoone (HK) the Undistributed Profits of Jiaxing Dura for the four financial years from 2011 to 2014 in proportion to their respective equity interests in Jiaxing Dura.

If the conditions are not satisfied by 23 March 2016, the defaulting party shall indemnify the other parties against all losses arising out of such failure and all the costs in relation to the entering into and performance of the Sale and Purchase Agreement.

The Company considers that the Acquisition would contribute positively to its business development, in particular in respect of its body structural parts and global market share of such product.

## **DEFINITIONS**

In this announcement, unless the context requires otherwise, the following terms shall have the following meanings:

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|----------------|--|
| “Acquisition”  | the acquisition of the Sale Interest by Minth Investment pursuant to the Sale and Purchase Agreement;  |
| “Company”      | Minth Group Limited, a company incorporated in the Cayman Islands with limited liability, and the shares of which are listed on the main board of The Stock Exchange of Hong Kong Limited; |
| “Dura”         | DURA Automotive Handels und Beteiligungs GmbH, a company incorporated in Germany with limited liability;   |
| “HK\$”         | Hong Kong dollars, the lawful currency of Hong Kong;   |
| “Jiaxing Dura” | Jiaxing Dura Minth Automotive Parts Co., Ltd. (嘉興敏德汽車零部件有限公司), a company incorporated in the PRC with limited liability;   |

“Mint Investment”	Mint Investment Co., Ltd. (敏實投資有限公司), a company incorporated in the PRC with limited liability and a wholly-owned subsidiary of the Company;
“PRC”	the People’s Republic of China;
“RMB”	Renminbi, the lawful currency of the PRC;
“Sale and Purchase Agreement”	an agreement dated 23 December 2015 entered into among Dura as vendor, Mint Investment as purchaser, Sinoone (HK) and Jiaying Dura in respect of the Sale Interest;
“Sale Interest”	51% equity interests of Jiaying Dura;
“Sinoone (HK)”	Sinoone (HK) Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company; and
“Undistributed Profits”	RMB84,381,684.21 (equivalent to approximately HK\$101,034,300.01), being the undistributed profits of Jiaying Dura for the four financial years from 2011 to 2014.

*In this announcement, amounts in RMB are converted into HK\$ on the basis of RMB1 = HK\$1.1974. The conversion rate is for illustration purpose only and should not be taken as a representation that RMB could actually be converted into HK\$ at such rate or at all.*

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

Hong Kong, 31 December 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.*