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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)

**ANNOUNCEMENT
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**”, together with its subsidiaries, the “**Group**”) hereby announces that on 10 April 2018 (the “**Date of Grant**”), the Company offered to grant share options (the “**Share Options**”) to certain eligible participants (the “**Grantees**”), being employees of the Group, under the share option scheme adopted by the Company on 22 May 2012 (the “**Share Option Scheme**”) to subscribe for a total of 25,000,000 ordinary shares of HK\$0.10 each in the issued share capital of the Company (the “**Shares**”) as at the date of this announcement.

Details of the grant of Share Options are as follows:

Date of Grant : 10 April 2018

Exercise price of the Share Options granted : HK\$37.60 per share, which represents the highest of (i) the closing price of HK\$37.60 per Share as stated in the daily quotations sheet of the Stock Exchange on 10 April 2018, being the Date of Grant; (ii) the average closing price of HK\$36.34 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.

- Total number of Share Options granted : a total of 25,000,000 Share Options
- Closing price of the Shares on the Date of Grant : HK\$37.60 per Share
- Validity period of the Share Options : from 1 April 2019 to 31 December 2023 (both days inclusive)
- Exercise period and vesting conditions of the Share Options : (i) up to 30% of the Share Options granted shall be exercisable on or after 1 April 2019;
- (ii) up to a further 30% of the Share Options granted shall be exercisable on or after 1 April 2020; and
- (iii) all of the remaining Share Options granted shall be exercisable on or after 1 April 2021.

Out of the 25,000,000 Share Options granted, 1,400,000 Share Options were granted to the following Directors, whereas a total of 23,600,000 Share Options were granted to certain employees of the Group, details of which are as follows:

Name of Director	Position	Number of Share Options granted
Zhao Feng	Executive Director	500,000
Chin Chien Ya	Executive Director	100,000
Huang Chiung Hui	Executive Director	500,000
Wu Fred Fong	Independent Non-executive Director	100,000
Wang Ching	Independent Non-executive Director	100,000
Yu Zheng	Independent Non-executive Director	<u>100,000</u>
Sub-total of Share Options granted to the Directors		1,400,000
Share Options granted to the other employees of the Group		<u>23,600,000</u>
Total:		<u><u>25,000,000</u></u>

Each Share Option shall entitle the Grantee to subscribe for one Share upon exercise of such Share Option at a subscription price of HK\$37.60 per Share.

The grant of Share Options to each of the above Directors has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules.

Save as disclosed above, none of the Grantees of the Shares Options is a Director, chief executive or substantial shareholder of the Company, or any of their respective 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, 10 April 2018

As at the date of this announcement, the Board comprises Mr. Chin Jong Hwa, Mr. Zhao Feng, Ms. Chin Chien Ya and Ms. Huang Chiung Hui, being executive Directors; and Mr. Wu Fred Fong, Dr. Wang Ching and Ms. Yu Zheng being independent non-executive Directors.