

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)

GENERAL DISCLOSURE UNDER RULE 13.09(1) ANNOUNCEMENT

SUMMARY

The Company has been informed by Linkfair and Acemind that on 2nd April, 2007, they entered into a sale and purchase agreement with the Purchasers, who are independent third parties, pursuant to which Linkfair and Acemind have agreed to sell and the Purchasers have agreed to purchase 50,000,000 Shares, representing approximately 6.02% of the existing issued share capital of the Company, at a sale price of HK\$6.5 per Share. Further, the Company has been informed by Acemind that on 2nd April, 2007, it entered into a sale and purchase agreement with Tigerstep, an independent third party and who is unaffiliated with the Purchasers, pursuant to which Acemind has agreed to sell and Tigerstep has agreed to purchase 10,000,000 Shares, representing approximately 1.20% of the existing issued share capital of the Company, at a sale price of HK\$6.5 per Share.

SALE OF 50,000,000 SHARES BY LINKFAIR AND ACEMIND

Minth Group Limited (the “Company”) has been informed by Linkfair Investments Limited (“Linkfair”) and Acemind Industrial Limited (“Acemind”), who have notifiable interests (as defined in Part XV of the Securities and Futures Ordinance) in shares of the Company (the “Shares”) that on 2nd April, 2007, Linkfair and Acemind entered into a share purchase agreement with Tiger Global, L.P., Tiger Global II, L.P. and Tiger Global, Ltd. (the “Purchasers”), who are independent third parties, pursuant to which Linkfair and Acemind have agreed to sell and the Purchasers have agreed to purchase 50,000,000 existing Shares (the “Sale Shares”), representing approximately 6.02% of the existing issued share capital of the Company, at a sale price of HK\$6.5 per Share. Linkfair and Acemind will sell 6,000,000 Shares and 44,000,000 Shares, respectively. The Purchasers have agreed that for a period of 12 months upon completion of the purchase, they shall not sell, transfer or otherwise dispose of the Sale Shares, except for transfers to their affiliates or, with the prior written consent of Linkfair and Acemind (such consent not to be unreasonably withheld), to third parties. The sale of Sale Shares will be effected off-market and completion of which will take place on or about 3rd April, 2007.

SALE OF 10,000,000 SHARES BY ACEMIND

The Company has also been informed by Acemind that on 2nd April, 2007, Acemind entered into a share purchase agreement with Tigerstep Developments Limited (“Tigerstep”), who is an independent third party and who is unaffiliated with the Purchasers, pursuant to which Acemind has agreed to sell and Tigerstep has agreed to purchase 10,000,000 existing Shares (the “Acemind Shares”), representing approximately 1.20% of the existing issued share capital of the Company, at a sale price of HK\$6.5 per Share. Tigerstep has agreed that for a period of 12 months upon completion of the purchase, it will not sell, transfer or otherwise dispose of the Acemind Shares. The sale of the Acemind Shares will be effected off-market and completion of which will take place on or about 3rd April, 2007.

Immediately upon completion of the sale of Shares to the Purchasers and Tigerstep, Acemind will cease to hold any Shares.

The sale price of HK\$6.5 per Share represents a discount of approximately 13.45% to the closing price of HK\$7.51 per Share as quoted on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 2nd April, 2007, being the last trading day of the Shares prior to the release of this announcement; and a discount of approximately 11.32% to the average closing price of HK\$7.33 per Share for the last 10 trading dates of the Shares prior to the release of this announcement.

By order of the Board
Minth Group Limited
Liang Current Tien Tzu
Company Secretary

Hong Kong, 2nd April, 2007

As the date of this announcement, the board of directors comprises Mr. Chin Jong Hwa, Mr. Shi Jian Hui, Mr. Mu Wei Zhong, Dr. Chin Jung Huang and Mr. Zhao Feng, being executive Directors, Mr. Shaw Sun Kan, Gordon, being non-executive Director, Mr. Heng Kwoo Seng, Dr. Wang Ching and Mr. Zhang Liren being independent non-executive Directors.

*“Please also refer to the published version of this announcement in **South China Morning Post.**”*