



Ming Kei Holdings Limited

明基控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8239)

24 July 2012

Dear Sirs,

INTRODUCTION

In accordance with the terms and subject to the conditions set out in the Prospectus accompanying this Application Form, the Company is offering to you the number of Offer Shares in the Company indicated on the front page of this Application Form on the basis of one Offer Share for every two existing Shares registered in your name in the register of members of the Company on Monday, 23 July 2012. Your holding of the Shares as at that date is set out in Box A and the number of Offer Shares offered to you is set out in Box B. Terms defined in the Prospectus have the same meanings when adopted herein unless the context otherwise requires.

OFFER SHARES

The Offer Shares, when allotted, issued and fully-paid, will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Offer Shares. Holders of Offer Shares will be entitled to receive all future dividends and other distributions which may be declared, made or paid on or after the date of allotment and issue of the Offer Shares.

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchanges on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

NON-QUALIFYING SHAREHOLDERS

No person or entity receiving a copy of the Prospectus or this Application Form in any territory or jurisdiction outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements. No application for Offer Shares will be accepted from the Non-Qualifying Shareholders. It is the responsibility of any person/entity outside Hong Kong wishing to make an application for Offer Shares to satisfy himself/herself/itself as to the observance of the laws and regulations of all relevant jurisdictions, including obtaining any government or other consents, and payment of any taxes and duties required to be paid in such jurisdiction in connection therewith. The Company reserves the right to refuse to accept any application for the Offer Shares if it believes that such acceptance would violate the applicable securities or other laws or regulations of any territory or jurisdiction.

PROCEDURES FOR ACCEPTANCE AND PAYMENTS

You may apply for any number of Offer Shares which is equal to or less than your assured entitlement as set out in this Application Form. You must lodge the whole of this Application Form intact with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance, in respect of the Offer Shares you applied for, so as to be received by not later than 4:00 p.m. on Tuesday, 7 August 2012. All remittances must be in Hong Kong dollars and cheques or cashier's orders must be crossed "Account Payee Only" and drawn on a Hong Kong dollar account with a licensed bank in Hong Kong or issued by a licensed bank in Hong Kong and made payable to "MING KEI HOLDINGS LIMITED – OPEN OFFER ACCOUNT". Completion and return of Application Form with a cheque and/or a cashier's order will constitute acceptance of the terms of this Application Form and the Prospectus and subject to the memorandum of association and articles of association of the Company. No receipt will be given for such remittances. All enquiries in connection with this Application Form should be addressed to the Company's branch share registrar in Hong Kong at the above address.

It should be noted that, unless this Application Form duly completed, together with the appropriate remittance has been received as described above by 4:00 p.m. on Tuesday, 7 August 2012, your relevant assured allotment and all rights and entitlement thereunder will be deemed to have been declined and will be cancelled. Notwithstanding the foregoing statement, the Company may (at its sole discretion but without obligation) treat an Application Form as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete Application Forms to be completed by the relevant applicants at a later stage.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriter may at its sole and absolute discretion terminate the Underwriting Agreement by notice in writing given to the Company at any time prior to Latest Time for Termination if there occurs any of the following events: (1) in the reasonable opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by: (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Open Offer; or (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, economic or other nature (whether or not *ejusdem generis* with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or materially and adversely prejudice the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or (2) any adverse change in market conditions (including without limitation, any change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or material restriction or trading in securities) occurs which in the reasonable opinion of the Underwriter is likely to materially or adversely affect the success of the Open Offer or otherwise makes it inexpedient or inadvisable to proceed with the Open Offer; or (3) there is any change in the circumstances of the Company or any member of the Group which in the reasonable opinion of the Underwriter will adversely affect the prospects of the Company, including without limiting the generality of the foregoing the presentation of a petition or the passing of a resolution for the liquidation or winding up or similar event occurring in respect of any member of the Group or the destruction of any material asset of the Group; or (4) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than ten consecutive Business Days, excluding any suspension in connection with the clearance of the announcement, the circular or the Prospectus Documents or other announcements or circulars in connection with the Open Offer. If, prior to the Latest Time for Termination: (a) any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter; or (b) any specified event described in the Underwriting Agreement comes to the knowledge of the Underwriter.

The Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

If the Underwriter terminates the Underwriting Agreement or if the conditions of the Underwriting Agreement have not been fulfilled in accordance with the terms thereof, the Open Offer will not proceed. Shareholders and potential investors are advised to exercise due caution when dealing with the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Shares have been dealt with on an ex-entitlement basis commencing from Wednesday, 18 July 2012 and that dealings in such Shares will take place while the conditions of the Underwriting Agreement remain unfulfilled. Any Shareholders or other persons dealing in such Shares up to the date on which all conditions of the Open Offer are fulfilled or waived (as the case may be) (which is expected to be Friday, 10 August 2012) will accordingly bear the risk that the Open Offer cannot become unconditional and may not proceed. Shareholders or other persons contemplating selling or purchasing the Shares who are in any doubt about their position are recommended to consult their professional advisers.

CHEQUES AND CASHIER'S ORDERS

All cheques and cashier's orders accompanying completed Application Form will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefits of the Company. Any Application Form in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation is liable to be rejected. Completion and return of an Application Form together with a cheque or cashier's order in payment for the Offer Shares accepted will constitute a warranty by the subscriber that the cheque or cashier's order will be honoured on first presentation. Without prejudice to its other rights in respect thereof, the Company reserves the right to reject any Application Form in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and, in such event, the relevant assured allotment and all rights and entitlement given pursuant to it will be deemed to have been declined and will be cancelled.

SHARE CERTIFICATES

It is expected that the certificates for all Offer Shares will be posted by the Company's branch share registrar in Hong Kong to the persons entitled thereto at their own risk on or before Tuesday, 14 August 2012. You will receive one share certificate for the entitlement to Offer Shares.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE

If there is a "black" rainstorm warning or a tropical cyclone warning signal number 8 or above in force in Hong Kong on Tuesday, 7 August 2012, being the date of the Latest Time for Acceptance:

- (i) at any time before 12:00 noon and no longer in force after 12:00 noon, the Latest Time for Acceptance of and payment for the Offer Shares will be postponed to 5:00 p.m. on the same Business Day; or
- (ii) at any time between 12:00 noon and 4:00 p.m., the Latest Time for Acceptance of and payment for the Offer Shares will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

GENERAL

Lodgment of the Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive the relevant share certificates of the Offer Shares. Further copies of the Prospectus are available at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

All documents, including cheques for refund, will be sent by ordinary post at the risk of the relevant applicants or other persons entitled thereto.

This Application Form and all acceptances of the offer contained in it shall be governed by and construed in accordance with the laws of Hong Kong.

By order of the Board
Ming Kei Holdings Limited
Mr. Ho Pui Tin, Terence
Chief Executive Officer and Executive Director

* For identification purpose only



Ming Kei Holdings Limited

明基控股有限公司*

(於開曼群島註冊成立並於百慕達存續之有限公司)
(股份代號：8239)

敬啟者：

緒言

根據隨附本申請表格之章程所載之條款及在其條件之規限下，本公司正提呈本申請表格首頁所載數目之本公司發售股份予閣下，基準為於二零一二年七月二十三日(星期一)以閣下名義在本公司股東名冊上登記之每股現有股份可獲發一股發售股份。閣下於該日持有之股份列於甲欄，而所獲提呈之發售股份數目則列於乙欄。除文義另有所指外，於章程中所界定之詞彙均與本申請表格所採用者具有相同涵義。

發售股份

發售股份於配發、發行及繳足股款後，將在各方面與配發及發行發售股份當日已發行之股份享有同等權益。發售股份之持有人將有權收取配發及發行發售股份當日或該日之後可能宣派、作出或派付之所有未來股息及其他分派。

待發售股份獲批准在聯交所上市及買賣，以及遵守香港結算之股份收納規定後，發售股份將獲香港結算接納為合資格證券，自發售股份在聯交所開始買賣之日或香港結算指定之任何其他日期起，可於中央結算系統內寄存、結算及交收。聯交所參與者於任何交易日之交易須於其後第二個交易日於中央結算系統進行交收。於中央結算系統之所有活動均須遵照不時生效之《中央結算系統一般規則》及《中央結算系統運作程序規則》進行。

不合資格股東

除非可在毋須辦理任何登記手續或符合其他法例或監管規定下於有關司法權區可合法提出認購或邀請，否則任何人士或實體如在香港以外任何地區或司法權區接獲章程或本申請表格，概不得視之為申請發售股份之建議或邀請。不合資格股東提出之發售股份申請將不會獲接納。任何香港以外人士/實體如欲申請認購發售股份，有責任須遵守一切有關司法權區之法律及規例，包括取得任何政府或其他方面之同意，以及繳付該司法權區規定須就此繳付之任何稅款及徵費。倘本公司相信有關接納會觸犯任何地區或司法權區之適用證券或其他法律或規例，則本公司保留權利拒絕接納任何認購發售股份之申請。

接納及付款手續

閣下可申請相等於或少於本申請表格所載之閣下保證配額之任何發售股份數目。閣下必須將整份本申請表格連同須於接納時應付之閣下所申請之發售股份之全數股款，最遲於二零一二年八月七日(星期二)下午四時正前交回本公司之香港股份過戶登記分處卓佳登捷時有限公司，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。所有股款須以港元繳付，而支票或銀行本票須由香港持牌銀行之港元戶口或由香港持牌銀行「只准入抬頭人賬戶」劃線方式開出，並須註明抬頭人為「MING KEI HOLDINGS LIMITED – OPEN OFFER ACCOUNT」。於填妥及交回申請表格連同支票及/或銀行本票後，即構成已按本申請表格及章程所載之條款，及在本公司組織章程大綱及組織章程細則之規限下接納。該等繳款將不會獲發收據。所有有關本申請表格之查詢均須寄交位於上述地址之本公司香港股份過戶登記分處。

謹請注意，除非本申請表格獲正式填妥，連同應繳股款已按上文所述於二零一二年八月七日(星期二)下午四時正前送達，否則閣下之相關保證配額及一切據此而獲得之權利將視作已被放棄而予以取消。儘管上文所述，本公司或會(在全權酌情下但無責任)將並未遵照有關指示填妥之申請表格視作有效，且對交回之人士或代表其交回之人士具有約束力。本公司可要求有關申請人士將未填妥之申請表格於稍後填妥。

終止包銷協議

倘於最後終止時限前任何時間發生下列任何事件，則包銷商可全權酌情向本公司發出書面通知終止包銷協議：(1)包銷商合理認為，下列事件可能對公開發售之成功構成重大不利影響：(a)實施任何新法例或規例或更改現行法例或規例(或有關司法詮釋)，或出現任何性質事故而包銷商合理認為足以對本集團整體業務或財務或經營狀況或前景構成重大不利影響，或對公開發售造成重大不利影響；或(b)本地、國家或國際間發生任何政治、軍事、金融、經濟或其他性質體(不論是否有別於上述任何情況)之事件或變動(不論是否屬於該日期之前及/或之後發生或持續之連串事件或變動一部分)，或本地、國家或國際間爆發敵對或武裝衝突或敵對情況或衝突升級，或事件足以影響本地證券市場而令包銷商合理認為會對本集團之整體業務或財務或經營狀況或前景造成重大不利影響，或對公開發售之成功造成重大不利影響，或導致不應或不宜進行公開發售；或(2)市況出現任何不利變動(包括但不限於財政或貨幣政策或外匯或貨幣市場之任何變動、證券買賣暫停或受到嚴重限制)而包銷商合理認為可能對公開發售之成功造成重大或不影響，或導致不應或不宜進行公開發售；或(3)本公司或本集團任何成員公司之情況出現任何變動，而包銷商合理認為將對本公司之前景造成不利影響，包括(在不限制上述事件之一般性原則下)就本集團任何成員公司提出清盤呈請或通過決議案清盤或結業或發生類似事件，或本集團任何重大資產遭破壞；或(4)一般證券或本公司證券在聯交所連續暫停買賣連續超過十個營業日，惟涉及審批該公佈、該通函、章程文件或有關公開發售之其他公佈或通函而暫停買賣者除外。倘於最後終止時限前發生下列事件：(a)包銷商得悉包銷協議所載任何聲明、保證或承諾遭嚴重違反；或(b)包銷商得悉發生包銷協議所述任何特定事件，則包銷商有權於最後終止時限向本公司發出書面通知取消包銷協議。

包銷商有權於最後終止時限前向本公司發出書面通知以終止包銷協議。

倘包銷商終止包銷協議，或倘包銷協議之條件並未根據其條款達成，則公開發售將不會進行。股東及有意投資者於買賣股份時務請審慎行事，而倘彼等對本身狀況有任何疑問，務請諮詢彼等之專業顧問。

股東務請注意，股份已自二零一二年七月十八日(星期三)起按除權基準買賣，而有關股份將於包銷協議之條件尚未達成之情況下買賣。於直至公開發售所有條件獲達成或獲豁免(視情況而定)當日(預期為二零一二年八月十日(星期五))前買賣該等股份之任何股東或其他人士將因而須承受公開發售未能成為無條件及未能進行之風險。有意出售或購買股份之股東或其他人士如對本身狀況有任何疑問，務請諮詢彼等之專業顧問。

支票及銀行本票

所有填妥申請表格隨附之支票及銀行本票將於收取後將立即過戶，而有關款項所得之全部利息(如有)將撥歸本公司所有。倘任何申請表格所隨附之支票或銀行本票未能於首次過戶時兌現，有可能被拒絕受理。填妥之申請表格連同所接納之發售股份之付款支票或銀行本票交回後將構成認購之一項保證，表示該支票或銀行本票於首次過戶時將可兌現。在不損害其他有關權利之前提下，本公司保留權利在隨附之支票或銀行本票在首次過戶時未能兌現時拒絕受理有關之申請表格。在此情況下，有關保證配額及就此而獲賦予之所有權利將被視作不獲接納而予以註銷。

股票

預期所有發售股份之股票將於二零一二年八月十四日(星期二)或之前由本公司之香港股份過戶登記分處郵寄予應得之人士，郵誤風險概由彼等承擔。閣下將會就發售股份之配額獲發一張股票。

惡劣天氣對最後接納時限之影響

倘於二零一二年八月七日(星期二)(即最後接納時限之當天)「黑色」暴雨警告或8號或以上熱帶氣旋警告訊號在香港生效，則：

- 於中午十二時正前之任何時間在香港生效，並於當日中午十二時正後解除，發售股份及繳付股款之最後接納時限將延長至同一營業日之下午五時正；或
- 中午十二時正至下午四時正期間之任何時間在香港生效，發售股份及繳付股款之最後接納時限將延長至下一個營業日(於上午九時正至下午四時正期間之任何時間並無該等警告生效之日)之下午四時正。

一般事項

遞交已由獲發申請表格之人士簽署之申請表格，即已確證交回有關文件之人士有權處理申請表格及收取有關發售股份之股票。閣下如需要額外之章程，可於本公司之香港股份過戶登記分處卓佳登捷時有限公司索取，地址為香港灣仔皇后大道東28號金鐘匯中心26樓。

所有文件(包括退款支票)將以普通郵遞方式寄予有關申請人或其他應得之人士，郵誤風險概由彼等承擔。

本申請表格及所有接納其中所載之建議均須受香港法例監管，並按其詮釋。

董事會命
明基控股有限公司
行政總裁兼執行董事
何沛田先生

二零一二年七月二十四日

BY THE ISSUE OF THIS APPLICATION FORM, YOU ARE ENTITLED TO APPLY FOR OFFER SHARES UNDER THE OPEN OFFER SUBJECT TO AND ON THE TERMS AND CONDITIONS SET OUT IN THE PROSPECTUS AND THIS APPLICATION FORM. SUCH ENTITLEMENTS ARE BEING OFFERED TO QUALIFYING SHAREHOLDERS OF MING KEI HOLDINGS LIMITED (THE "COMPANY") WHOSE NAMES APPEAR ON THE REGISTER OF MEMBERS OF THE COMPANY ON MONDAY, 23 JULY 2012 ON THE BASIS OF ONE OFFER SHARE FOR EVERY TWO EXISTING SHARES HELD, YOUR ENTITLEMENT IS SET OUT IN BOX B OPPOSITE.

發出本申請表格，即表示閣下可遵照章程及本申請表格所載之條款及條件，根據公開發售而申請認購發售股份。現謹向於二零一二年七月二十三日(星期一)名列明基控股有限公司(「本公司」)股東名冊之合資格股東提呈有關配額，比例為每持有兩股現有股份可獲發一股發售股份。閣下之配額載於對頁乙欄。

To: MING KEI HOLDINGS LIMITED
致：明基控股有限公司

Dear Sirs,
敬啟者：

I/We, being the registered holder(s) stated overleaf of Shares in Ming Kei Holdings Limited (the "Company"), enclose a remittance for the amount payable in full on application at a price of HK\$0.43 per Offer Share for the number of assured entitlement of Offer Shares specified in Box B or (if Box D is completed) for such number of Offer Shares specified in Box D overleaf which is less than my/our assured entitlement.

I/We hereby apply for such number of Offer Shares in respect of which this application is made on the terms and conditions of the Company's prospectus dated 24 July 2012 and I/we agree to accept the number of Offer Shares allotted to me/us pursuant to this application subject to the Memorandum of Association and Articles of Association of the Company.

I/We authorize the Company to place my/our name(s) on the register of members of the Company as the holder(s) of Offer Shares or any lesser number of Offer Shares as aforesaid and to send share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and application procedures set out overleaf and agree to be bound thereby.

本人/吾等為背頁所列明基控股有限公司(「本公司」)股份之登記持有人，茲附上申請按每股發售股份0.43港元之價格認購於背頁乙欄所指發售股份之保證配額之數目應繳付之全數款項或(倘填寫背頁丁欄)為載於丁欄所指發售股份數目(少於本人/吾等之保證配額)應繳付之全數款項。

本人/吾等遵照本公司於二零一二年七月二十四日之章程之條款及條件申請所列數目之發售股份，而本人/吾等茲同意遵照本公司之組織章程大綱與組織章程細則之規定接納本人/吾等根據是次申請所獲配發之發售股份數目。

本人/吾等授權本公司將本人/吾等之姓名列入本公司之股東名冊，作為上述全部或較少數目發售股份之持有人，並將有關股票按背頁所填寫之地址以平郵寄予本人/吾等，郵誤風險概由本人/吾等承擔。本人/吾等已詳閱背頁之條件及申請手續，並同意遵守。

Please insert daytime contact telephone number 請填上日間聯絡電話號碼	
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Signature(s) of applicant(s)

(all joint applicants must sign)

申請人簽署(所有聯名申請人均須簽署) (1) _____ (2) _____ (3) _____ (4) _____

Date: _____

日期：_____年_____月_____日

Details to be filled in by applicant(s):

申請人須填寫之詳細資料：

Number of Offer Shares applied for (being the total specified in Box D or failing which the total specified in Box B)* 申請發售股份數目(丁欄或(如未有填妥)乙欄所列之發售股份總數) #	Total amount of remittance (being the total specified in Box D or failing which the total specified in Box C)** 付款總額(丁欄或(如未有填妥)丙欄所列之付款總額) **	Name of bank on which cheque/cashier's order is drawn** 支票/銀行本票之付款銀行名稱**	Cheque/cashier's order number 支票/銀行本票號碼
	HK\$ 港元		

NO RECEIPT WILL BE ISSUED BY THE COMPANY
本公司不會發予收據

Notes:

註：

The number of Offer Shares applied for may be equal to or less than the number of Offer Shares shown in Box B overleaf. Valid application for a number of Offer Shares which is equal to or less than an applicant's assured entitlement will be accepted in full, assuming that the conditions of the Open Offer are satisfied. If no number is inserted in the boxes above this paragraph, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance received is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares.

所申請之發售股份數目可相等於或少於背頁乙欄所示之發售股份數目。假設公開發售之條件已獲履行，則申請人有效申請相等於或少於申請人之保證配額之發售股份數目將獲全數接納。若閣下並無於本段上方各欄填寫有關數目，則閣下將被視作申請相等於已繳股款之發售股份數目。若已繳款項較所填寫之發售股份數目之應繳款項為少，則閣下將被視作申請相等於已繳股款之發售股份數目。任何申請均會被視作認購完整數目之發售股份。

** Cheques/cashier's orders should be crossed "ACCOUNT PAYEE ONLY" and made payable to "MING KEI HOLDINGS LIMITED – OPEN OFFER ACCOUNT" (See the section headed "Procedures for acceptance and payments" on the reverse side of this form).

** 支票/銀行本票須以「只准入抬頭人賬戶」劃線方式開出，抬頭人為「MING KEI HOLDINGS LIMITED – OPEN OFFER ACCOUNT」(請參閱本表格背頁「接納及付款手續」一節)。