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## **MP LOGISTICS INTERNATIONAL HOLDINGS LIMITED**

**MP 物流國際控股有限公司\***

*(to be renamed as Ming Kei Energy Holdings Limited*

*明基能源控股有限公司\*)*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8239)**

### **COMPLETION OF VERY SUBSTANTIAL ACQUISITION: THE ACQUISITION OF THE ENTIRE EQUITY INTERESTS IN MING KEI KAI YUAN INVESTMENT COMPANY LIMITED AND CHANGE OF COMPANY NAME**

**Financial Adviser**



**INCUB Corporate Finance Limited**

#### **Completion**

The Board is pleased to announce that the Acquisition of the Sale Shares has been completed on 19 November 2007.

#### **Change of Company Name**

A special resolution for considering and approving the change of name of the Company was passed by the Shareholders in an extraordinary general meeting held on Monday, 12 November 2007. A certified true copy of the special resolution of the Shareholders approving the proposed change of Company name from “MP Logistics International Holdings Limited” to “Ming Kei Energy Holdings Limited”, and upon the change of name becoming effective, a new Chinese name “明基能源控股有限公司” to be adopted to replace “MP物流國際控股有限公司” for identification purpose only was delivered to the Registrar of Companies in the Cayman Islands for filing on 12 November 2007. The Certificate of Incorporation on Change of Name was issued by the Registrar of Companies in the Cayman Islands on 14 November 2007 and received by the Company on 20 November 2007. The registration of the change of the name of the Company at the Companies Registry in Hong Kong is under processing. When the new name of the Company is duly registered with the Companies Registry in Hong Kong, the change of the name of the Company will take effect.

\* For identification purposes only

The Company will make further announcements as and when appropriate for the change of the name of the Company, stock short name, trading arrangement and exchange of share certificates as soon as practicable.

## **Completion**

Reference is made to the announcement dated 9 July 2007 and the circular (the “**Circular**”) of MP Logistics International Holdings Limited (the “**Company**”) dated 15 October 2007 in relation to, among other matters, the very substantial acquisition on the part of the Company involving the Acquisition of the entire equity interests in Ming Kei Kai Yuan Investment Company Limited. Capitalised terms used in this announcement, unless the context requires otherwise, shall bear the same meanings as defined in the Circular.

The Board is pleased to announce that with all the conditions of the Sale and Purchase Agreement having been fulfilled, the Acquisition of the Sale Shares has been completed on 19 November 2007.

As a result of completion of the Acquisition, in addition to the cash consideration which was paid, the Company has allotted and issued 400,000,000 Consideration Shares; issued the Convertible Bonds in the aggregate principal amount of HK\$288,000,000 and the Promissory Note in the principal amount of HK\$282,000,000 to the Vendors.

As at the date of this announcement, the Vendors are in aggregate interested in approximately 17.24% of the issued share capital of the Company as enlarged by the allotment and issue of 400,000,000 Consideration Shares. Upon exercise of their conversion rights attached to the Convertible Bonds, the Vendors’ aggregate shareholding shall not exceed 20% or more of the issued share capital of the Company on the date of the Conversion nor will it trigger off a mandatory offer under Rule 26 of the Codes on the part of the Vendors. As at the date of this announcement, Ming Kei Kai Yuan Investment Company Limited has become an indirect wholly-owned subsidiary of the Company and it and its subsidiaries’ accounts are to be consolidated into the financial accounts of the Group.

## **Change of company name and effect**

A special resolution for considering and approving the change of name of the Company was passed by the Shareholders in an extraordinary general meeting held on Monday, 12 November 2007. A certified true copy of the special resolution of the Shareholders approving the proposed change of Company name from “MP Logistics International Holdings Limited” to “Ming Kei Energy Holdings Limited”, and upon the change of name becoming effective, a new Chinese name “明基能源控股有限公司” to be adopted to replace “MP物流國際控股有限公司” for identification purpose only was delivered to the Registrar of Companies in the Cayman Islands for filing on 12 November 2007.

The Certificate of Incorporation on Change of Name was issued by the Registrar of Companies in the Cayman Islands on 14 November 2007 and received by the Company on 20 November 2007. The registration of the change of the name of the Company at the Companies Registry in Hong Kong is under processing. When the new name of the Company is duly registered with the Companies Registry in Hong Kong, the change of the name of the Company will take effect.

The change of the name of the Company will not affect any rights of the holders of securities of the Company or the Company’s daily business operation and its financial position.

All existing certificates of securities in issue bearing the present name of the Company shall, after the change of the name of the Company becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new share certificates bearing the new name of the Company. Once the change of the name of the Company becomes effective, new share certificates will be issued only in the new name of the Company.

The Company will make further announcements as and when appropriate for the change of the name of the Company, stock short name, trading arrangement and exchange of share certificates as soon as practicable.

By order of the Board  
**MP LOGISTICS INTERNATIONAL HOLDINGS LIMITED**  
**Mr. Guo Xu**  
Chairman

Hong Kong, 21 November 2007

*As at the date of this announcement, the executive Directors are Mr. Guo Xu, Mr. Cheung King Shan, Mr. Yeung Leung Kong and Mr. Cheung Chi Hwa, Justin. The independent non-executive Directors are Mr. Wong Ming, Kerry, Mr. Tam Chak Chi and Mr. Pang Hong Tao, Peter.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting.*