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# **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)**

## **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER AND DELAY IN DESPATCH OF CIRCULAR**

### **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The Board is pleased to announce that Nuada Limited has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the Supplemental Agreement and the Amendment of the Promissory Note and the transactions contemplated thereunder.

### **DELAY IN DESPATCH OF CIRCULAR**

As the audited results of the Group (which will contain the audited financial information of the Target Group) will be published on 26 May 2009, in order to ensure that the audited financial information of the Company will not be disclosed prior to that date, the Company expects that the despatch of the Circular will be postponed from 28 May 2009 to on or before 12 June 2009.

The Company has applied to the Stock Exchange for a waiver from strict compliance with Rules 19.38 and 20.49 of the GEM Listing Rules such that the despatch of the Circular is to be postponed to on or before 12 June 2009.

Reference is made to the announcement (the “**Announcement**”) of Ming Kei Energy Holdings Limited (the “**Company**”) published on 7 May 2009 in relation to, among other matters, the Disposal, the connected transaction regarding the Supplemental Agreement and the Amendment of the Promissory Note on the part of the Company. Definitions and terms used in this announcement, unless the context requires otherwise, shall bear the same meanings as defined in the Announcement.

\* *For identification purposes only*

## **APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The Board is pleased to announce that Nuada Limited has been appointed as the independent financial adviser to advise the independent board committee of the Company (the “**Independent Board Committee**”) in respect of the Supplemental Agreement and the Amendment of the Promissory Note and the transactions contemplated thereunder.

The Independent Board Committee, which comprises all the independent non-executive Directors, has been established to advise the Independent Shareholders in respect of the Supplemental Agreement and the Amendment of the Promissory Note and the transactions contemplated thereunder.

## **DELAY IN DESPATCH OF CIRCULAR**

Pursuant to 19.38 and 20.49 of the GEM Listing Rules, the Company is required to despatch the circular (the “**Circular**”) containing, among other matters, details of the Disposal, the Supplemental Agreement and the Amendment of the Promissory Note and a notice of EGM to the Shareholders within 21 days after the publication of the Announcement. As the audited results of the Group (which will contain the audited financial information of the Target Group) will be published on 26 May 2009, in order to ensure that the audited financial information of the Company will not be disclosed prior to that date, the Company expects that the despatch of the Circular will be postponed from 28 May 2009 to on or before 12 June 2009.

The Company has applied to the Stock Exchange for a waiver from strict compliance with Rules 19.38 and 20.49 of the GEM Listing Rules such that the despatch of the Circular is to be postponed to on or before 12 June 2009.

By order of the Board  
**Ming Kei Energy Holdings Limited**  
**Mr. Tsang Ho Ka, Eugene**  
*Chief Executive Officer and Executive Director*

Hong Kong, 11 May 2009

*As at the date of this announcement, the Company’s executive Directors are Ms. Yick Mi Ching, Dawnibilly, Mr. Tsang Ho Ka, Eugene, Mr. Wong Wai Sing and Mr. Luk Yue Kan and the Company’s independent non-executive Directors are Mr. Sung Wai Tak, Herman, Mr. Fung Ho Yin and Mr. Chung Ho Tung.*

*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 Company. 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 the GEM website on the “Latest Company Announcements” page for at least 7 days of its posting and the Company’s website at [www.mingkeienergy.com](http://www.mingkeienergy.com).*