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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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Ming Kei Energy Holdings Limited (the “**Company**”) will be held at Room 3308–3309, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 29 June 2009 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

1. “**THAT** the conditional agreement (the “**Disposal Agreement**”) dated 30 April 2009 entered into between Star Fortune International Development Company Limited (“**Star Fortune**”), an indirectly wholly-owned subsidiary of the Company, as vendor, the Company as vendor’s guarantor, Artfield Group Limited as purchaser’s guarantor, and Lasting Power Investments Limited, a wholly-owned subsidiary of Artfield Group Limited (the “**Purchaser**”), as purchaser in relation to the sale and purchase of the 51 shares (the “**Sale Shares**”) of US\$1.00 each in the issued share capital of Star Fortune International Investment Company Limited (the “**Target**”) (a copy of which is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) be and is hereby ratified, confirmed and approved and the directors (the “**Directors**”) of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Disposal Agreement and the transactions contemplated thereunder.”

\* For identification purposes only

2. “**THAT** the supplemental agreement (the “**Supplemental Agreement**”) dated 30 April 2009 entered into between Ming Kei International Holding Co. Limited, Mr. Wong Wai Ngok and Mr. Wong Wai Sing as vendors (collectively the “**Former Vendors**”), the Target as purchaser and Mr. Wong Wai Sing as the guarantor in relation to amendments made to the sale and purchase agreement dated 3 July 2007 entered into among the Former Vendors and the Target including but not limited to (a) amendment of the former profit guarantee from HK\$120,000,000 to HK\$40,000,000 for the two financial years ending 31 December 2008 and 31 December 2009 (the “**Revised Former Profit Guarantee**”); and (b) amendment of the amount of the promissory note from HK\$120,000,000 with zero coupon to HK\$40,000,000 with zero coupon (the “**Amendment of the Promissory Note**”) (a copy of which is marked “B” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) be and is hereby ratified, confirmed and approved and the Directors be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Supplemental Agreement, the Revised Former Profit Guarantee, the Amendment of the Promissory Note and the transactions contemplated thereunder.”

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

Hong Kong, 12 June 2009

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KYI-1111  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Room 3308–09  
The Center  
99 Queen’s Road Central  
Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company’s branch registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 from the date of its posting and the Company's website at [www.mingkeienergy.com](http://www.mingkeienergy.com).*