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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING AND POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

RESULTS OF THE AGM

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM held on 29 June 2009.

RESULTS OF THE EGM

The Board also announces that the Resolutions approving (a) the Disposal Agreement and the transactions contemplated thereunder and (b) the Supplemental Agreement and the transactions contemplated thereunder (including but not limited to the Revised Former Profit Guarantee and the Amendment of the Promissory Note) were duly passed by the Shareholders and the Independent Shareholders respectively by way of poll at the EGM held on 29 June 2009.

Reference is made to the circular of Ming Kei Energy Holdings Limited (the “**Company**”), the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 29 May 2009 and the circular of the Company dated 12 June 2009 (the “**Circular**”). Unless the context otherwise requires, terms defined in this announcement shall have the same meanings as those defined in the Notice and the Circular.

RESULTS OF THE AGM

At the AGM held on 29 June 2009, all proposed resolutions as set out in the Notice were taken by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

* For identification purposes only

As at the date of the AGM, the total number of issued shares in the Company (the “Share”) was 2,640,000,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the AGM. A total of 926,470,000 Shares were held by the Shareholders who attended and voted for or against the resolutions at the AGM. No Shareholder was entitled to attend and vote only against any resolutions at the AGM.

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the resolutions were as follows:

Ordinary resolutions		Number of Shares (%)	
		For	Against
1.	To receive and approve the audited consolidated financial statements and the reports of the Directors and the auditors of the Company for the year ended 31 March 2009	926,470,000 (100)	NIL –
2.	(a) To re-elect Mr. Wong Wai Sing as executive Director	926,470,000 (100)	NIL –
	(b) To re-elect Mr. Tsang Ho Ka, Eugene as executive Director	926,470,000 (100)	NIL –
	(c) To re-elect Mr. Luk Yue Kan as executive Director	926,470,000 (100)	NIL –
	(d) To re-elect Mr. Sung Wai Tak, Herman as independent non-executive Director	926,470,000 (100)	NIL –
	(e) To re-elect Mr. Fung Ho Yin as independent non-executive Director	926,470,000 (100)	NIL –
	(f) To authorise the Board to fix the Directors’ remuneration	926,470,000 (100)	NIL –
3.	To appoint BDO Limited as the auditors of the Company and its subsidiaries and to authorise the Board to fix their remuneration	926,470,000 (100)	NIL –
4.	To grant the general mandate to the Directors to issue, allot and deal with the Company’s Shares	926,470,000 (100)	NIL –
5.	To grant the general mandate to the Directors to repurchase the Company’s Shares	926,470,000 (100)	NIL –
6.	To add the nominal amount of the Shares repurchased by the Company to the mandate granted to the Directors under resolution no.4	926,470,000 (100)	NIL –

As more than 50% of the votes were casted in favour of each of the resolutions, all the resolutions were duly passed as ordinary resolutions of the Company.

RESULTS OF THE EGM

Reference is made to the Circular in relation to, among others, (a) very substantial disposal of 51% equity interests in Star Fortune International Investment Company Limited, (b) connected transaction regarding the Supplemental Agreement in respect of the Former Acquisition of the entire issued share capital in Ming Kei Kai Yuan Investment Company Limited and (c) the Revised Former Profit Guarantee and the Amendment of the Promissory Note.

The EGM was held on 29 June 2009 (immediately after the AGM) to consider the resolutions approving (a) the Disposal Agreement and the transactions contemplated thereunder (“**Resolution 1**”) and (b) the Supplemental Agreement and the transactions contemplated thereunder (including but not limited to the Revised Former Profit Guarantee and the Amendment of the Promissory Note) (“**Resolution 2**”, together “**Resolutions**”). As at the date of the EGM, the total number of Shares in issue was 2,640,000,000 Shares.

At the EGM held on 29 June 2009, all proposed resolutions as set out on the Circular were taken by way of poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer for the purposes of vote-taking at the EGM.

As at the date of the EGM, no Shareholders were required to abstain from voting for Resolution 1 at the EGM. Accordingly, a total of 2,640,000,000 Shares held by the Shareholders were entitled to attend and vote for or against Resolution 1 at the EGM. There was no Share entitling the holder to attend and vote only against Resolution 1 at the EGM.

As at the date of the EGM, Mr. Nelson Wong, Ming Kei International and their respective associates who were interested in an aggregate of 501,610,000 Shares, representing approximately 19% of the total issued share capital of the Company, were required to abstain from voting for Resolution 2 at the EGM. Accordingly, a total of 2,138,390,000 Shares held by the Independent Shareholders were entitled to attend and vote for or against Resolution 2 at the EGM. There was no Share entitling the holder to attend and vote only against Resolution 2 at the EGM.

The voting results for the Resolutions were as follows:

Ordinary resolutions		For		Against	
		Number of Shares	%	Number of Shares	%
1.	To consider and approve the Disposal Agreement and the transaction contemplated thereunder	931,805,000	99.08	8,655,000	0.92
2.	To consider and approve the Supplemental Agreement and the transactions contemplated thereunder (including but not limited to the Revised Former Profit Guarantee and the Amendment of the Promissory Note)	931,805,000	99.08	8,655,000	0.92

The Board is pleased to announce that the Resolutions were duly passed by the Shareholders for Resolution 1 and by the Independent Shareholders for Resolution 2 by way of poll at the EGM.

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

Hong Kong, 29 June 2009

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 independent non-executive Directors are Mr. Fung Ho Yin, Mr. Sung Wai Tak, Herman, 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.

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