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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 the extraordinary general 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 Thursday, 29 October 2009 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions, each as a special resolution:

SPECIAL RESOLUTIONS

1. “THAT

- (a) the memorandum of association of the Company be and is hereby amended to permit the Company to discontinue by de-registration as a company under the laws of the Cayman Islands by the inclusion of the following new paragraph 9:

“9. Subject to the Companies Law, as amended from time to time, of the Cayman Islands and the articles of association, the Company shall have the power to de-register in the Cayman Islands and to register by way of continuance as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands.”

- (b) the articles of association of the Company be and are hereby amended by the addition of the following new Article 170:

“TRANSFER BY WAY OF CONTINUATION

170. The Company may, by special resolution, resolve to de-register the Company from the Cayman Islands and to transfer and continue the Company as a body corporate to, and under the laws of, a country or jurisdiction outside the Cayman Islands which permits or does not prohibit the transfer of the Company pursuant to the Law.”

* For identification purposes only

2. **“THAT:**

- (a) subject to the passing of resolution numbered 1 as set out in the notice convening this meeting, pursuant to Article 170 of the articles of association of the Company, the change of domicile of the Company from the Cayman Islands to Bermuda by way of continuation of the Company into Bermuda as an exempted company under the laws of Bermuda and de-registration as a company in the Cayman Islands under the laws of the Cayman Islands (collectively, the **“Change of Domicile”**) be and is hereby approved and that the directors of the Company (the **“Directors”**) be and are hereby authorised to do all such things and acts and execute all such documents which they consider necessary, desirable, or expedient in connection with the implementation of the Change of Domicile;
- (b) the draft memorandum of continuance of the Company in the form made available for inspection by shareholders of the Company prior to this meeting, a copy of which has been produced to this meeting marked “A” and initialled by the chairperson of this meeting for the purpose of identification, be and is hereby adopted in substitution for the memorandum of association of the Company, effective from the date that the new memorandum of continuance of the Company is approved and registered by the Registrar of Companies in Bermuda;
- (c) conditional upon the continuation of the Company into Bermuda as an exempted company under the laws of Bermuda, the draft bye-laws of the Company in the form made available for inspection by shareholders of the Company prior to this meeting, a copy of which has been produced to this meeting marked “B” and initialled by the chairperson of this meeting for the purpose of identification, be and are hereby adopted as the bye-laws of the Company in substitution for the Company’s existing articles of association, effective from the date the memorandum of continuance of the Company is approved and registered by the Registrar of Companies in Bermuda; and
- (d) the Directors be and are hereby authorised to undertake all such other things and acts and execute all such other documents which they consider necessary, desirable, or expedient in connection with the implementation of the Change of Domicile as described in the circular of the Company dated 2 October 2009 (the **“Circular”**), a copy of which has been produced to this meeting marked “C” and initialled by the chairperson of this meeting, for the purpose of identification.”

3. **“THAT** subject to the passing of resolutions numbered 1 and 2 as set out in the notice convening this meeting and conditional upon (i) the Change of Domicile (as defined in resolution numbered 2 above) becoming effective; (ii) the Listing Committee of the Growth Enterprise Market (**“GEM”**) of The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) granting or agreeing to grant the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below) and to be allotted and issued as described in the Circular (as defined in resolution numbered 2 above); (iii) the compliance by the Company with the relevant legal procedures and requirements under the Companies Act 1981 of Bermuda (as amended) and the Rules Governing the Listing of Securities on GEM (the **“GEM Listing**

Rules”) to effect the Capital Reorganisation; and (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Change of Domicile and the Capital Reorganisation, with effect from the 21st day (if it is not a business day (as defined in the GEM Listing Rules), the immediately following business day) after the effective date of the Change of Domicile:

- (a) every fifty (50) shares of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated (the “**Capital Consolidation**”) into one (1) share of HK\$0.50 each (the “**Consolidated Share**”);
- (b) the paid-up capital of each issued Consolidated Share be reduced from HK\$0.50 to HK\$0.01 by cancelling HK\$0.49 on each of the issued Consolidated Shares such that the nominal value of each issued Consolidated Share be reduced from HK\$0.50 to HK\$0.01 so as to form a new share with nominal value of HK\$0.01 each (“**New Share**”) (the “**Reduction of Issued Share Capital**”);
- (c) each of the authorised but unissued Consolidated Shares of HK\$0.50 each be sub-divided into 50 New Shares of HK\$0.01 each (the “**Share Sub-division**”);
- (d) the entire amount standing to the credit of the share premium account of the Company as at the date of passing this resolution be reduced and cancelled (the “**Share Premium Reduction**” and together with the Capital Consolidation, Reduction of Issued Share Capital and the Share Sub-division are herein referred to as the “**Capital Reorganisation**”);
- (e) the credit arising from the Reduction of Issued Share Capital and the Share Premium Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) be and are hereby authorised to apply the amount in the contributed surplus account of the Company to offset the accumulated losses of the Company as at 31 March 2009 and remaining balance of such credit to be credited to the contributed surplus account of the Company;
- (f) the Directors be and are hereby authorised to apply the balance in the contributed surplus account in any manner permitted by the laws of Bermuda and the bye-laws of the Company (the “**Authorisation**”); and
- (g) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign and to affix the common seal in accordance with the bye-laws of the Company on all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to give effect and implement any of the foregoing.”

4. “**THAT** the name of the Company be changed to “Ming Kei Holdings Limited” and to adopt “明基控股有限公司” as its Chinese name for identification purpose only and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as they shall, in their absolute discretion, deem necessary or expedient to effect the change of name of the Company.”

Yours faithfully,
For and on behalf of the Board of
Ming Kei Energy Holdings Limited
Mr. Tsang Ho Ka, Eugene
Chief Executive Officer and Executive Director

Hong Kong, 2 October 2009

Registered office:
Cricket Square
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Cayman Islands

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business in Hong Kong:*
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Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the executive Directors are Ms. Yick Mi Ching Dawnibilly, Mr. Tsang Ho Ka, Eugene and Mr. Luk Yue Kan, the non-executive Director is Mr. Wong Wai Sing, 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.

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.