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Ming Kei Energy Holdings Limited **明基能源控股有限公司***

(to be renamed as Ming Kei Holdings Limited 明基控股有限公司)*
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8239)

CHANGE IN SHAREHOLDING

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

The Board was informed that on 23 November 2009 (after trading hours), Lonestar has disposed 250,000,000 Shares, representing approximately 9.47% of the existing issued share capital of the Company, to two Independent Third Parties respectively at HK\$0.035 per Share.

This announcement is made pursuant to Rule 17.10 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The board (the “**Board**”) of directors (the “**Directors**”) of Ming Kei Energy Holdings Limited (to be renamed as Ming Kei Holdings Limited) (the “**Company**”) was informed that on 23 November 2009 (after trading hours), Lonestar Group Limited (the “**Lonestar**”) has disposed 250,000,000 shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company, representing approximately 9.47% of the existing issued share capital of the Company, to two purchasers respectively at HK\$0.035 per Share off the market (the “**Disposal**”).

Each of the purchasers and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules (the “**Independent Third Parties**”).

The Disposal does not have any impact on the business operations and managements of the group.

* For identification purpose only

SHAREHOLDING STRUCTURE OF THE COMPANY

Below is the shareholding of the Company immediately before and after the Disposal based on the best knowledge of the Directors:

Shareholders	Immediately before the Disposal		Immediately after the Disposal	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Ming Kei International Holding Co. Limited (<i>Note 1</i>)	339,000,000	12.84	339,000,000	12.84
Mr. Wong Wai Sing (<i>Note 2</i>)	162,610,000	6.16	162,610,000	6.16
Lonestar (<i>Note 3</i>)	260,000,000	9.85	10,000,000	0.38
Mr. Luk Yue Kan (<i>Note 4</i>)	60,000	0.00	60,000	0.00
Public shareholders (including Independent Third Parties)	1,878,330,000	71.15	2,128,330,000	80.62
Total	2,640,000,000	100.00	2,640,000,000	100.00

Notes:

1. Ming Kei International Holding Co. Limited is wholly and beneficially owned by Mr. Wong Wai Sing, a non- executive Director.
2. Mr. Wong Wai Sing, a non-executive Director.
3. Lonestar is wholly and beneficially owned by Mr. Tsang Ho Ka, Eugene, an executive Director.
4. Mr. Luk Yue Kan, an executive Director.

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

Hong Kong, 23 November 2009

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. Sung Wai Tak, Herman, Mr. Kwok Kam Tim and Mr. Kinley Lincoln James Lloyd.

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.