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## **Ming Kei Holdings Limited**

**明基控股有限公司\***

*(formerly known as Ming Kei Energy Holdings Limited*

*明基能源控股有限公司\*)*

*(incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8239)**

### **CHANGE OF DOMICILE BECAME EFFECTIVE, CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE**

Reference is made to the Announcement and the Circular in relation to, among other things, the reorganisation of share capital and change in board lot size.

#### **CHANGE OF DOMICILE BECAME EFFECTIVE**

The Board is pleased to announce that as informed by the Legal Advisers on 7 December 2009, the Change of Domicile became effective on 30 November 2009, the registered office of the Company has been changed to Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda on 30 November 2009.

Codan Services Limited has been appointed as the principal share registrar and transfer office of the Company in Bermuda and Tricor Tengis Limited remains as the branch share registrar and transfer office of the Company in Hong Kong.

#### **CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE**

The implementation of the Capital Reorganisation and change in board lot size are still subject to fulfillment of certain conditions. The expected timetable for the Capital Reorganisation and change in board lot size as set out in the Circular is extracted in this announcement for easy reference.

\* For identification purpose only

Reference is made to the announcement of the Ming Kei Holdings Limited (formerly known as Ming Kei Energy Holdings Limited) (the “Company”) dated 21 September 2009 (the “Announcement”) and the circular of the Company dated 2 October 2009 (the “Circular”) relating to, among other things, the reorganization of share capital and change in board lot size. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

## **CHANGE OF DOMICILE BECAME EFFECTIVE**

The Board is pleased to announce that as informed by the Legal Advisers on 7 December 2009 the Company has been deregistered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda. The Change of Domicile became effective on 30 November 2009.

Upon the Change of Domicile becoming effective on 30 November 2009, the registered office of the Company has been changed to Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

Codan Services Limited of Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda has been appointed as the principal share registrar of the Company in Bermuda and Tricor Tengis Limited of 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong remains as the branch share registrar and transfer office of the Company in Hong Kong.

## **CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE**

As stated in the Circular, the implementation of the Capital Reorganisation and change in board lot size are subject to fulfillment of certain conditions, some of which still have not been fulfilled as at the date of this announcement. The expected timetable for the Capital Reorganisation and change in board lot size as set out in the Circular is extracted below for easy reference:

### **Expected timetable**

*2009*

Effective date of the Capital Reorganisation . . . . . 9:30 a.m. on 21 December

Commencement of dealings in New Shares . . . . . 21 December

Original counter for trading in Shares  
in board lots of 5,000 Shares  
(in the form of Existing Share Certificates) closes . . . . . 9:30 a.m. on 21 December

Temporary counter for trading in New Shares  
in board lots of 100 New Shares  
(in the form of Existing Share Certificates) opens . . . . . 9:30 a.m. on 21 December

First day of free exchange of Existing Share Certificates  
for New Share Certificates. . . . . 21 December

First day of operation of odd lot trading facility . . . . .	6 January
Original counter for trading in New Shares in board lots of 1,000 Shares (in the form of New Share Certificates) reopens . . . . .	9:30 a.m. on 6 January
Parallel trading in New Shares commences . . . . .	9:30 a.m. on 6 January
Temporary counter for trading in Consolidated Shares in board lots of 100 New Shares (in the form of Existing Share Certificates) closes . . . . .	4:00 p.m. on 26 January
Parallel trading ends . . . . .	4:00 p.m. on 26 January
Last day of operation of odd lot trading facility. . . . .	26 January
Last day for free exchange of Existing Share Certificates for New Share Certificates. . . . .	4:00 p.m. 28 January

*All times and dates in this announcement refer to Hong Kong local times and dates. The above expected timetable is indicative purpose only and may be varied due to additional time required for compliance with regulatory requirement in Bermuda. An announcement will be made regarding any changes to the expected timetable as and when appropriate.*

### **Free Exchange of share certificates**

Subject to the Capital Reorganisation becoming effective and the confirmation of the time table, the Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Thursday, 28 January 2010 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the New Shares on the basis of fifty (50) Shares for one New Share and may be exchanged free of charge for the New Share Certificates for New Shares at any time between Monday, 21 December 2009 and Thursday, 28 January 2010, and on payment of a prescribed fee any time after 4:00 p.m. on 28 January 2010. It is expected that the New Share Certificates will be available for collection within a period of ten business days after the submission of the Existing Share Certificates.

The New Share Certificates will be issued in red colour in order to distinguish them from the Existing Share Certificates which are in yellow colour.

### **Arrangement on odd lot trading**

In order to facilitate the trading odd lots (if any) of the New Shares, Partners Capital Securities Limited has been appointed by the Company to provide matching services on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares. Holders of

odd lots of New Shares who wish to take advantage of this trading facility should contact Ms. Danni Tang of Partners Capital Securities Limited at Unit 3905, 39th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong (telephone number 2157 5429) during the office hours of the period from Wednesday, 6 January 2010 to Tuesday, 26 January 2010 (both days inclusive). Shareholders should note that successful matching of the sale and purchase of odd lots of the New Shares will not be guaranteed. Any Shareholder, who is in doubt about the odd lot facility, is recommended to consult his/her/its own professional advisers.

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

Hong Kong, 7 December 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.mingkeiholdings.com](http://www.mingkeiholdings.com).*