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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)**

### **PROFIT WARNING**

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

The Board wishes to inform the shareholders of the Company and potential investors that based on the Management Accounts, it is expected that the Management Accounts may expect to record a net loss as compared to a net profit for the corresponding period in 2008.

The information as contained in this announcement is only the preliminary assessment by the Company based on the Management Accounts which has not been confirmed nor audited by the Company's auditor.

**Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Ming Kei Holdings Limited (the “**Company**”) and its subsidiaries (collectively refer to as the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board wishes to inform the shareholders of the Company and potential investors that based on the Group's management accounts for the nine months ended 31 December 2009 (the “**Management Accounts**”), it is expected that the Management Accounts may expect to record a net loss (the “**Net Loss**”) as compared to a net profit for the corresponding period in 2008.

\* For identification purposes only

Such expected to record a Net Loss was mainly attributable to (i) the record of no revenue from the mining segment after 3 July 2009 as a result of the completion of the disposal (the “**Disposal**”) of 51% of equity interest in the Star Fortune International Investment Company Limited (the “**Star Fortune**”); (ii) the record of estimated loss on the Disposal of Star Fortune amounted to approximately HK\$6.9 million; (iii) the increase of the Group’s administrative expenses, (iv) the recognition of fair value of the share-based payments arising from newly granted share options to be charged to income statement of approximately HK\$2.3 million, and (v) the record of decrease in fair value of the Group’s properties (including investment properties and property held for own use in Hong Kong and the People’s Republic of China respectively) amounted to approximately HK\$3.9 million.

Despite the Management Accounts may expect to record a net loss as compared to a net profit for the corresponding period in 2008, the Board considers that the Group’s overall financial positions are healthy and the Board remains positive on the prospects of the Group. Notwithstanding the foregoing, as at 31 December 2009, the Board confirms that the Group makes no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedgings or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the counter contingent forward transactions. The Board would like to emphasize that the Group’s financial positions remain stable and has sufficient cash resources to meet its present and future cash flow requirements. The Board will constantly keep reviewing the Group’s strategies and operations with a view to improve its business performance and Company’s shareholders’ return.

The Company is still in the process of finalizing the Group’s third quarterly results for the nine months ended 31 December 2009. The information as contained in this announcement is only the preliminary assessment by the Company based on the Management Accounts which has not been confirmed nor audited by the Company’s auditor.

Shareholders and potential investors of the Company should read the third quarterly results’ announcement for the nine months ended 31 December 2009 carefully, which is expected to be published on 9 February 2010.

**Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 4 February 2010

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