

# FORMS RELATING TO LISTING

## Form F

### The Growth Enterprise Market (GEM)

#### Company Information Sheet

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**Company name** : **Ming Kei Holdings Limited (the “Company”)**  
**Stock code (ordinary shares)** : **8239**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 25 February 2010.

#### A. General

Place of incorporation : Incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM : 15th November 2002

Name of Sponsor(s) : NIL

Names of directors : *Executive directors*  
*(please distinguish the status of the directors – Executive, Non-Executive or Independent Non-Executive)*  
Mr. Tsang Ho Ka, Eugene  
– *Chief Executive Officer*  
Ms. Yick Mi Ching, Dawnibilly  
Mr. Luk Yue Kan

*Non-executive director*  
Mr. Wong Wai Sing – *Chairman*

*Independent non-executive directors*  
Mr. Sung Wai Tak, Herman  
Mr. Kwok Kam Tim  
Mr. Kinley Lincoln James Lloyd

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares held	Approximate percentage of shareholding in the Company
	Ming Kei International Holding Company Limited (the “Ming Kei”) (Note 1)	6,780,000 11,976,047 (Note 2)	11.92 21.06
	Mr. Wong Wai Sing (the “Mr. Wong”) (Note 3)	3,252,200 6,780,000 11,976,047 (Note 2)	5.72 11.92 21.06
	Cypress Bright Limited (the “Cypress”) (Note 4)	4,752,000	8.36
	Mr. Lam Wing Hong, Jimmy (the “Mr. Lam”) (Note 4)	4,752,000	8.36
	Pulsar Securities Limited (the “Pulsar”) (Note 5)	4,224,000	7.43
	Mr. Tam Chak Chi (the “Mr. Tam”) (Note 5)	4,224,000	7.43

*Notes:*

1. Ming Kei is wholly and beneficially owned by Mr. Wong, a non-executive director of the Company and a sole director of Ming Kei.
2. Ming Kei subscribed for a convertible bonds with the rights to convert into 11,976,047 conversion Shares (subject to independent shareholders’ approval).
3. Ming Kei is wholly and beneficially owned by Mr. Wong, therefore, Mr. Wong, is deemed to be interested in the 6,780,000 Shares and 11,976,047 conversion Shares assuming exercise in full the convertible bonds (subject to independent shareholders’ approval) in which Ming Kei in interested.

4. Cypress which is a subscriber of 4,752,000 non-listed warrants under the private placing of non-listed warrants which conferring rights to Cypress to subscribe for 4,752,000 shares. Cypress is wholly and beneficially owned by Mr. Lam, therefore, Mr. Lam is deemed to be interested in the 4,752,000 Shares in which Cypress is interested.
5. Pulsar which is a subscriber of 4,224,000 non-listed warrants under the private placing of non-listed warrants which conferring rights to Pulsar to subscribe for 4,224,000 shares. Pulsar is wholly and beneficially owned by Mr. Tam, therefore, Mr. Tam is deemed to be interested in the 4,224,000 Shares in which Pulsar is interested.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Not applicable

Financial year end date : 31st March

Registered address : Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

Head office and principal place : Room 3308  
The Center  
99 Queen's Road Central  
Central  
Hong Kong

Web-site address (if applicable) : <http://www.mingkeiholdings.com>

Share registrar : Principal share registrar and transfer office  
Codan Services Limited  
Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

Branch share registrar and transfer office  
Tricor Tengis Limited  
26th Floor  
Tesbury Centre  
28 Queen's Road East  
Wanchai  
Hong Kong

Auditors : BDO Limited  
Certified Public Accountants  
20th Floor Central Plaza  
18 Harbour Road  
Wanchai  
Hong Kong

**B. Business activities**

The Company and its subsidiaries (the “Group”) are principally engaged in investment holding and property investment in Hong Kong and the People’s Republic of China (the “PRC”) and business of general trading in PRC respectively.

**C. Ordinary shares**

Number of ordinary shares in issue : 56,865,000 shares  
Par value of ordinary shares in issue : HK\$0.01 each  
Board lot size (in number of shares) : 1,000 shares  
Name of other stock exchange(s) on which ordinary shares are also listed : Not applicable

**D. Warrants**

Stock code : Not applicable  
Board lot size : Not applicable  
Expiry date : Not applicable  
Exercise price : Not applicable  
Conversion ratio : Not applicable  
(Not applicable if the warrant is denominated in dollar value of conversion right)  
No. of warrants outstanding : Not applicable  
No. of shares falling to be issued upon the exercise of outstanding warrants : Not applicable

## **E. Other securities**

Number of share options granted and outstanding : Not applicable

Number of conversion shares outstanding from the convertible bonds : Not applicable

Number of conversation shares outstanding falling to be issue upon exercise of the outstanding private placing of non-listed warrants : 10,560,000

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

## **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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MR. WONG WAI SING

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MR. TSANG HO KA, EUGENE

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MS. YICK MI CHING, DAWNIBILLY

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MR. LUK YUE KAN

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MR. SUNG WAI TAK, HERMAN

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MR. KWOK KAM TIM

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MR. KINLEY LINCOLN JAMES LLOYD