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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 significant decrease in Net Loss, Non-Current Assets, Current Liabilities and Non-Current Liabilities respectively as compared to the Corresponding Year.

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 auditors.

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 referred 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 unaudited consolidated management accounts for the twelve months ended 31 March 2010 (the "**Management Accounts**"), it is expected that the Management Accounts may expect to record a significant decrease in the Group's net loss for the year (the "**Net Loss**"), non-current assets (the "**Non-Current Assets**"), current liabilities (the "**Current Liabilities**") and non-current liabilities (the "**Non-Current Liabilities**") respectively as compared to the corresponding year in 2009 (the "**Corresponding Year**").

* For identification purposes only

Such expected to record (i) a significant decrease in Net Loss was mainly attributable to the record of nil impairment loss on intangible assets which amounted to approximately HK\$1,160.22 million recorded on the Corresponding Year, the expected to record of nil impairment loss on intangible assets for the Management Accounts was as a result of the completion of the disposal (the “**Disposal**”) of 51% equity interests in the Star Fortune International Investment Company Limited (the “**Star Fortune**”) on 3 July 2009, Star Fortune and its subsidiaries (collectively referred to as the “**Star Fortune Group**”) are principally engaged in mining, sale and distribution of coals in the People’s Republic of China and the Star Fortune Group is carrying on as associates of the Group as at the date of this announcement, (ii) the significant decrease in the Non-Current Assets was mainly attributable to the completion of Disposal, hence the non-current assets of the Star Fortune Group will not be further consolidated into the Management Accounts as well as the expected to record of nil intangible assets which amounted to approximately HK\$187.39 million recorded on the Corresponding Year, (iii) the significant decrease in Current Liabilities was mainly attributable to the completion of the Disposal, hence the current liabilities of the Star Fortune Group will not be further consolidated into the Management Accounts and (iv) the significant decrease in Non-Current Liabilities was mainly attributable to the completion of the Disposal, hence the non-current liabilities of the Star Fortune Group will not be further consolidated into the Management Accounts as well as the expected to record of nil promissory notes of the Company which amounted to approximately HK\$103.19 million recorded on the Corresponding Year.

Reference are made to the announcement and circular of the Company dated 9 July 2007 and 15 October 2007 respectively in relation to the very substantial acquisition of the entire equity interest in Ming Kei Kai Yuan Investment Company Limited and reference are also made to the announcement and circular of the Company dated 7 May 2009 and 12 June 2009 respectively in relation to the very substantial disposal involving disposal of 51% equity interests in Star Fortune, connected transaction regarding the supplemental agreement in respect of the acquisition of the entire equity interest in Ming Kei Kai Yuan Investment Company Limited and amendment of the promissory note.

Despite the Management Accounts may expect to record a significant decrease in Net Loss, Non-Current Assets, Current Liabilities and Non-Current Liabilities respectively as compared to the Corresponding Year, 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 March 2010, 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 annual results for the twelve months ended 31 March 2010. 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 auditors.

Shareholders and potential investors of the Company should read the annual results' announcement for the twelve months ended 31 March 2010 carefully, which is expected to be published on 18 June 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, 11 June 2010

As at the date of this announcement, the Company's executive Directors are Ms. Yick Mi Ching Dawnibilly and Mr. Tsang Ho Ka, Eugene, 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.