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Ming Kei Holdings Limited **明基控股有限公司***

(incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8239)

GRANT OF SHARE OPTIONS UNDER THE SHARE OPTION SCHEME

The Board announces that on 3 September 2010, the Board had conditionally resolved to grant an aggregate of 7,940,104 Options to the Grantees.

The grant of Options to the Grantees is subject to the Shareholders' approval in a general meeting of the Company in accordance with the requirements of the GEM Listing Rules.

A circular containing, among other things, further details in respect of the grant of Options to the Grantees together with a notice of special general meeting of the Company will be despatched to the Shareholders as soon as possible.

This announcement is made pursuant to Rules 23.06A of the GEM Listing Rules.

The Board of the Company announces that the Board has resolved to grant Options under the Share Option Scheme to certain Eligible Participants or the Grantees of the Company to subscribe, in aggregate, for the Shares, subject to the acceptance by the Grantees.

On 3 September 2010, the Board had conditionally resolved to grant an aggregate of 7,940,104 Options to the following Grantees and the following are the details of the Options:

Date of Grant: 3 September 2010 (the “**Date of Grant**”)

Exercise price of the Option granted: HK\$1.51 to subscribe for one Share

* For identification purposes only

Name of Grantee	Capacity	Number of the Options to be granted	Approximate % to issued share capital of the Company as at the date of this announcement	Number of Shares to be allotted and issued upon fully exercise of the Options
Ms. Yick Mi Ching, Dawnibilly	Executive Director	3,970,052	5	3,970,052
Mr. Tsang Ho Ka, Eugene	Executive Director and chief executive officer of the Group	3,970,052	5	3,970,052
Total		<u>7,940,104</u>	<u>10</u>	<u>7,940,104</u>

Closing price of the Shares as quoted on the Stock Exchange on the Date of Grant HK\$1.51 per Share

Validity and exercise period of the Options Valid for 10 years from 3 September 2010 to 2 September 2020

According to Rule 23.03(3) of the GEM Listing Rules, the total number of securities which may be issued upon exercise of all Options to be granted under the Share Option Scheme or other schemes must not in aggregate exceed 10% of the relevant class of securities in issue as at the date of approval of the limit. Assuming that the proposed grant of Options to the Grantees is approved by the Shareholders at the SGM, the Company will have 7,940,104 Options outstanding immediately after the SGM, representing approximately 10% of the total issued share capital of the Company.

However, pursuant to Rule 23.03(4) of the GEM Listing Rules, the total number of securities issued and to be issued upon exercise of the Options granted to each participant (including both exercised and outstanding Options) in any 12-month period must not exceed 1% of the relevant class of securities of the Company (or the subsidiary) in issue, such grant of Options to each of the Eligible Participants must be approved by the Shareholders in the SGM by way of poll with Ms. Yick Mi Ching, Dawnibilly and Mr. Tsang Ho Ka, Eugene and their respective associates abstaining from voting.

As such, the grant of Options to the Grantees is subject to the Shareholders' approval to be obtained by the Company and details of which are set out in the paragraph headed "Implications under the GEM Listing Rules" below.

TERMS OF THE OPTIONS

Subject to the Shareholders' approval to be obtained by the Company at the SGM in accordance with the GEM Listing Rules, the Options will be granted in accordance with the terms of the Share Option Scheme and summary of the principal terms of the Options are set out below:

(a) Duration and the condition

The Options have a life of 10 years from 3 September 2010 being the Date of Grant, and will be exercisable upon obtaining Shareholders' approval in respect of the grant at the SGM.

There is no specific performance target before the exercise of the Options and the exercise period of the Options is from 3 September 2010 to 2 September 2020.

Save as disclosed above, there is no special condition or specific performance target to be fulfilled before the Options can be exercised.

The Shares fall to be issued upon exercise of the Options shall rank pari passu with the Shares then existing in all respects, including the entitlement of receiving dividends and other distributions the record date for which is on or after the date of allotment and issue of those Shares.

(b) Subscription Price

In compliance with Rule 23.03(4) of the GEM Listing Rule and the Share Option Scheme, the Options are exercisable at the Subscription Price of HK\$1.51 per Share, which is the highest of (i) HK\$0.01, being the nominal value of a Share; (ii) HK\$1.51, being the closing price of the Shares as stated in the daily quotations sheet of the Stock Exchange on the Date of the Grant and; (iii) HK\$1.39, being the average closing price of Shares as stated in the daily quotations sheets on the Stock Exchange from 27 August 2010 to 2 September 2010, both dates inclusive (being the five trading days immediately preceding the Date of Grant).

(c) Reasons and consideration for the grant of the Options

Each of the Grantees is Director of the Company and the Options are proposed to be granted to each of them in recognition of their contributions to the growth of the Group in the past and as an incentive for their continuing commitments and contributions to the Group in the future. The consideration payable on acceptance of the Options by the Grantees is HK\$1.00 for the Options respectively.

INFORMATION ON OPTIONS GRANTED TO THE GRANTEES UNDER THE SHARE OPTION SCHEME

As at the date of this announcement, there are no existing Options being granted under the Share Option Scheme. Assuming that the proposed grant of Options to the Grantees is approved by the Shareholders at the SGM, the Company will have 7,940,104 Options outstanding immediately after the SGM, representing approximately 10% of the total issued share capital of the Company.

For illustration purpose only, the following table illustrates the changes in the shareholdings of the Grantees and their respective associates and the connected persons to the Company in the issued share capital of the Company upon the exercise in full of all the Options and the existing Options:

Name of Grantee(s)	No. of Options outstanding as at the date of this announcement	No. of Shares held as at the date of this announcement	No. of the Options to be granted	Total number of Shares held upon exercise in full all the Options together with the Shares held	Approximate % to issued share capital of the Company as at the date of this announcement
Ms. Yick Mi Ching, Dawnibilly	–	–	3,970,052	3,970,052	5.00
Mr. Tsang Ho Ka, Eugene	–	200,000	3,970,052	4,170,052	5.25
Total	–	200,000	7,940,104	8,140,104	10.25

IMPLICATION UNDER THE GEM LISTING RULES

Pursuant to Rule 23.03(3) of the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme or other schemes at any time will not exceed 30% of the Shares in issue from time to time. As mentioned in the paragraph headed “Information on Options granted to the Grantees under the Share Option Scheme” above, as at the date of this announcement, there are no existing Options being granted under the Share Option Scheme. Assuming the proposed grant of Options to the Grantees is approved by the Shareholders at the SGM, the Company will have 7,940,104 Options outstanding immediately after the SGM, representing approximately 10% of the total issued share capital of the Company. As such, the proposed grant of Options to the Grantees will not result in the 30% limit being exceeded.

According to Rule 23.04(1) of the GEM Listing Rules, as each of the Grantees is a Director, each respective grant of Options must be approved by the independent non-executive Directors. As such, in pursuance of the written resolutions of the Board on 3 September 2010, each proposed grant of Options has been approved by all the independent non-executive Directors.

Grant of Options to each of Grantees

Pursuant to Rule 23.03(4) of the GEM Listing Rules, as the total number of Shares issued and to be issued upon exercise of the Options to be granted to Ms. Yick Mi Ching, Dawnibilly and Mr. Tsang Ho Ka, Eugene respectively and, both are executive Directors, in 12-month period exceed 1% of the Shares in issue, such grant must be separately approved by Shareholders in the SGM with Ms. Yick Mi Ching, Dawnibilly and Mr. Tsang Ho Ka, Eugene and their respective associates abstaining from voting.

In this regard, Ms. Yick Mi Ching, Dawnibilly and Mr. Tsang Ho Ka, Eugene holding 200,000 Shares in total, representing approximately 0.25% of the total issued Shares as at the Latest Practicable Date, will abstain from voting in favour of the relevant resolution at the SGM.

GENERAL

The Directors (including the independent non-executive Directors) consider that the terms of the Options are fair and reasonable. A circular containing, among other things, further details and terms in respect of the grant of the Options to the Grantees together with a notice of special general meeting of the Company will be despatched to the Shareholders as soon as possible.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“associates”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	board of Directors from time to time
“Company”	Ming Kei Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued Shares of which are listed on GEM
“connected person”	has the meaning ascribed to this term under the GEM Listing Rules
“Directors”	directors of the Company from time to time
“Eligible Participant(s)”	(i) employees of the Company (any full-time or part-time) or any of its subsidiaries; (ii) directors (any executive directors or non-executive directors or independent non-executive directors) of the Company or any of its subsidiaries; (iii) any adviser, consultant, supplier, distributor, contractor, agent, business partner, promoter, service provider or customer of the Company or any of its subsidiaries are eligible for Options under the Share Option Scheme

“GEM”	The Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Grantees(s)”	Ms. Yick Mi Ching, Dawnibilly and Mr. Tsang Ho Ka, Eugene respectively, all being Eligible Participant(s) to which Options are proposed to be granted under the Share Option Scheme, and the proposed grant of Options to them is subject to the Shareholders’ approval at the SGM
“Group”	the Company and all of its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“SGM”	the special general meeting to be convened and held by the Company to approve, inter alia, the grant of Options to the Grantees
“Share Option Scheme”	the share option scheme adopted by the Company on 26 October 2002
“Shareholders”	holders of the Shares from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$1.51, being the price per Share at which a Grantee may subscribe for the Shares on the exercise of an Option granted under the Share Option Scheme
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“%”	per cent.

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

Hong Kong, 3 September 2010

As at the date of this announcement, the executive Directors are Ms. Yick Mi Ching, Dawnibilly and Mr. Tsang Ho Ka, Eugene, 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 or deceptive; and (ii) there are no other matters the omission of which would make any statement in this announcement misleading.

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.