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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)

VOLUNTARY ANNOUNCEMENT

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

The Board is pleased to announce that on 14 December 2012 (after trading hours), a non-legally binding MOU was entered into between the Potential Vendor and the Potential Purchaser, a wholly-owned subsidiary of the Company, for the Proposed Acquisition.

Shareholders of the Company and potential investors should note that the Proposed Acquisition may or may not materialize. Subject to the final terms and conditions of the Proposed Acquisition, the Proposed Acquisition, if materialize, will unlikely constitute a notifiable transaction for the Company under the GEM Listing Rules. **Nevertheless, shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

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

MEMORANDUM OF UNDERSTANDING

The Board is pleased to announce that on 14 December 2012 (after trading hours), a non-legally binding MOU was entered into between the Potential Vendor and the Potential Purchaser for the Proposed Acquisition.

The Target Company is the sole shareholder of the PRC Company, which will have a capital contribution of HK\$8 million. The principal business of the Company is coal trading business between the PRC and Indonesia. The Company could expand the regions of its coal trading business through this Proposed Acquisition. To the best understanding of the

* *for identification purpose only*

Company, save for the acquisition of the PRC Company and the capital to be contributed, the Target Group has not had and does not have any other major assets, liabilities and/or operations since the dates that they were respectively incorporated.

To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Potential Vendor is an Independent Third Party.

The major terms of the MOU are as follows:

1. The Potential Vendor agrees that it shall not, and will cause the employees, agents and representatives and the officers of the Target Group not to, at any time during the three (3) month period commencing on the date hereof initiate or continue negotiations or discussions with or enter into any agreement or letter of intent or memorandum of understanding with any person or entity with respect to the sale of the equity interest in or business of any of the members of the Target Group other than the Potential Purchaser and/or the Group;
2. The purchaser price for the entire issued share capital of the Target Company shall be subject to negotiation and agreement between the parties after the Potential Purchaser has finished the due diligence review of the Target Group and will mainly be based on the net asset value of the Target Group.
3. Subject to and depending on the results of the due diligence review of the Target Group, the parties intend to enter into a formal agreement for the sale and purchase of the entire issued share capital of the Target Company. Such a formal agreement will be legally binding and is expected to contain the conditions precedent, representations and warranties typical of similar transactions.

REASONS FOR THE PROPOSED ACQUISITION AND FUTURE PLAN

The Group is principally engaged in investment holding in the PRC and business of coal trading business between the PRC and Indonesia respectively.

As part of its business plan, the Board will continue to explore and evaluate new businesses and investment opportunities which could be of good potential and/or long-term benefit to the Group. The Group intends to use the Target Group for the acquisition of projects, which involved in the trading of coal business in the PRC. As such, the Board is of the opinion that the Proposed Acquisition is consistent with the strategic position of the Company and is therefore fair and reasonable and in the interests of the Company and its shareholders as a whole. Should there be any further significant development with respect to the possible acquisition of any of these projects and investment opportunities, the Company will issue announcements as and when required under the GEM Listing Rules.

In addition, the Group may consider further equity fund raising activities as necessary in the future for financing the Group's possible acquisition of suitable projects and/or potential investment opportunities, should they materialize and to further enhance the Group's working capital, if and when considered necessary. Further announcements will be made by the Company in compliance with the requirements of the GEM Listing Rules.

GENERAL

Shareholders of the Company and potential investors should note that the Proposed Acquisition may or may not materialize. Subject to the final terms and conditions of the Proposed Acquisition, the Proposed Acquisition, if materialize, will unlikely constitute a notifiable transaction for the Company under Chapter 19 of the GEM Listing Rules. **Nevertheless, shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

CHANGE OF COMPANY WEBSITE

The Board hereby announces that the website of the Company is changed from “www.mingkeiholdings.com” to “www.mkhld.com” with effect from 14 December 2012.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

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| “Board” | the board of Directors |
| “BVI” | the British Virgin Islands |
| “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 the GEM |
| “Director(s)” | the directors of the Company |
| “GEM” | the Growth Enterprise Market of the Stock Exchange |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on the GEM |
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Third Party(ies)” | any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief, having made all reasonable enquiries, are third party(ies) independent of the Company and not connected with any Director, chief executive or substantial shareholders or management shareholders of the Company or its subsidiaries or any of their respective associates |
| “MOU” | a memorandum of understanding entered into between the Potential Vendor and the Potential Purchaser in relation to the Proposed Acquisition |

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| “Potential Purchaser” | Grand Just Limited, a company incorporated in BVI with limited liability, a directly wholly owned subsidiary of the Company |
| “Potential Vendor” | Mr. Lau Loi Hei |
| “PRC” | the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan |
| “PRC Company” | Zhengzhou Tian Han Trading Company Limited* (鄭州天翰貿易有限公司), a company which is duly incorporated and existing under the laws of the PRC and with limited liability |
| “Proposed Acquisition” | the proposed acquisition by the Potential Purchaser from the Potential Vendor of the entire issued share capital of the Target Company |
| “Shares” | ordinary share(s) of HK\$0.01 each in the issued share capital of the Company |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Target Company” | Wider Trading Limited, a company incorporated in Hong Kong with limited liability which is wholly owned by the Potential Vendor |
| “Target Group” | the Target Company and the PRC Company. |

By Order of the Board
Ming Kei Holdings Limited
Ho Pui Tin, Terence
Chief Executive Officer and Executive Director

Hong Kong, 14 December 2012

As at the date of this announcement, the executive Directors are Mr. Ho Pui Tin, Terence, Mr. Chow Pak Wah, Oliver, the non-executive Directors are Mr. Wong Wai Sing and Mr. Tsang Ho Ka, Eugene, and the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Ho Chi Wai and Ms. Cui Ying.

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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at <http://www.mkhld.com>.