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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)

### **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

#### **Placing Agent**



#### **PLACING OF NEW SHARES**

On 17 December 2012 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Placing Agent conditionally agreed to place, on a best effort basis, to not less than six Placées for up to 78,370,000 new Shares at a price of HK\$0.350 per Placing Share.

The Placing Price of HK\$0.350 per Placing Share represents:

- (a) a discount of approximately 10.26% to the closing price of HK\$0.390 per Share as quoted on the Stock Exchange on 17 December 2012, being the date of the Placing Agreement; and
- (b) a discount of approximately 16.27% to the average of the closing prices of approximately HK\$0.418 per Share as quoted on the Stock Exchange for the last five full trading days of the Shares immediately prior to the date of the Placing Agreement.

The maximum 78,370,000 Placing Shares represent approximately 18.39% of the existing issued share capital of the Company of 426,153,297 Shares as at the date of this announcement and approximately 15.53% of the Company's entire issued share capital as enlarged after the Placing. The net proceeds from the Placing of approximately HK\$26.1 million (assuming the Placing Shares are fully placed and after deducting the placing commission and all relevant expenses) will be used: (i) for paying up the consideration of the Proposed Acquisition being HK\$8 million (subject to the completion of the Proposed Acquisition); (ii) for funding other potential acquisition activities as identified by the Group from time to time; and (iii) as the general working capital of the Group.

\* For identification purposes only

The issue of the Placing Shares will be made under the general mandate granted to the Directors by the Shareholders at the special general meeting of the Company held on 16 October 2012.

The Placing is conditional upon, among other things, the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares. If such condition is not fulfilled, the Placing will not proceed.

**Shareholders and potential investors should note that completion of the Placing is subject to the fulfillment of conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

References are made to the announcement (the “**Announcement**”) of the Company dated 14 December 2012 in relation to the Proposed Acquisition. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

## **THE PLACING AGREEMENT**

### **Date**

17 December 2012 (after trading hours)

### **Parties**

- (a) the Company; and
- (b) the Placing Agent

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

### **Placees**

The Placing Shares will be placed to not less than six Placees and who and whose ultimate beneficial owners will be Independent Third Parties. It is expected that none of the Placees will become a substantial Shareholder immediately after completion of the Placing.

### **Number of Placing Shares**

Up to 78,370,000 new Shares will be placed by the Placing Agent on a best effort basis. Assuming the Placing Shares are fully placed, the Placing Shares represent approximately 18.39% of the existing issued share capital of the Company of 426,153,297 Shares as at the date of this announcement and approximately 15.53% of the Company’s entire issued share capital as enlarged by the Placing. The maximum aggregate nominal value of the Placing Shares will be HK\$783,700.

## **Placing Price**

The Placing Price of HK\$0.350 per Placing Share represents:

- (a) a discount of approximately 10.26% to the closing price of HK\$0.390 per Share as quoted on the Stock Exchange on 17 December 2012, being the date of the Placing Agreement; and
- (b) a discount of approximately 16.27% to the average of the closing prices of approximately HK\$0.418 per Share as quoted on the Stock Exchange for the last five full trading days of the Shares immediately prior to the date of the Placing Agreement.

The Placing Price was arrived at, after arm's length negotiation between the Company and the Placing Agent on the date (after trading hours) of the Placing Agreement with reference to the recent trading price of the Shares on the Stock Exchange. The Directors (including the independent non-executive Directors) consider that the Placing Price are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

## **Placing Commission**

The Placing Agent will receive a placing commission of 4.5% on the gross proceeds of the actual number of Placing Shares being placed.

## **General Mandate**

The issue of the Placing Shares will be made under the general mandate granted to the Directors by the Shareholders at the special general meeting of the Company held on 16 October 2012 to allot, issue and deal with up to 20% of the issued share capital of the Company as at the date of the special general meeting, which is 78,370,659 Shares. The 78,370,000 Placing Shares to be allotted and issued will utilise approximately 99.99% of the said general mandate. As such, no Shareholders' approval is required for the allotment and issue of the Placing Shares.

As at the date of this announcement, no Shares have been issued pursuant to the said general mandate.

## **Ranking of Placing Shares**

The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with the Shares in issue at the time of allotment and issue of the Placing Shares.

## **Conditions Precedent**

The Placing is conditional upon the following conditions being fulfilled on or before the Long Stop Date:

- (a) the Stock Exchange having granted or agreeing to grant the listing of, and permission to deal in, the Placing Shares; and
- (b) the Placing Agreement not having been terminated in accordance with its terms.

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares. The Placing is not subject to Shareholders' approval.

## **Completion**

Completion shall take place at 12:00 noon (Hong Kong time) on the Completion Date (or such other date and time as may be agreed by the parties) at the principal place of business of the Placing Agent (or such other place to be agreed between the Placing Agent and the Company).

If the conditions precedent of the Placing are not fulfilled on or before the Long Stop Date, the Placing Agreement shall terminate and neither the Placing Agent nor the Company will have any claim against the other in respect of the Placing save for any antecedent breach of the Placing Agreement.

## **Termination of the Placing Agreement**

The Placing Agent shall have the right to terminate the Placing Agreement by notice in writing given to the Company at any time prior to 12:00 noon (Hong Kong time) on the Completion Date if any of the following develops, occurs or comes into force:

- (a) there shall have come to the notice of the Placing Agent any material breach of, or any event rendering untrue or incorrect in any material respect, any of the representations and warranties of the Company contained in the Placing Agreement or any failure to perform any of the Company's undertakings in the Placing Agreement;
- (b) any new law, rule or regulation or any change in existing laws (including common law), rules or regulations (or the juridical interpretation thereof) or other occurrence of any nature whatsoever which, in the reasonable opinion of the Placing Agent, are or may be materially adverse to the business or financial position of the Company or any other member of the Group taken as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Placing;
- (c) any event or circumstance (whether or not forming part of a series of events or circumstances occurring or continuing before, on and/or after the date of the Placing Agreement) or material change or deterioration in local, national, international, political, military, financial, economic, market or trading conditions or any other conditions (whether or not ejusdem generis with any of the foregoing) in any part of the world in which the Company or any other member of the Group carries on business which, in the reasonable opinion of the Placing Agent, is or may be materially adverse to the business or financial position of the Company or any other member of the Group taken as a whole or otherwise makes it inexpedient or inadvisable to proceed with the Placing; or
- (d) any moratorium, suspension or material restriction on trading in shares or securities generally on the Stock Exchange.

In the event that the Placing Agent terminates the Placing Agreement, all obligations of each of the parties under the Placing Agreement shall cease and determine and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Placing Agreement except for any antecedent breach of any obligation under the Placing Agreement.

## **REASONS FOR ENTERING INTO THE PLACING AGREEMENT AND USE OF PROCEEDS**

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

The Directors have considered various fund raising methods and believe that taking into account the prevailing market conditions, the Placing represents an opportunity for the Group to raise equity capital to satisfy the consideration of the Proposed Acquisition and for its future developments. In addition, the Placing will broaden the Company's shareholder base and strengthen its capital base and working capital position.

Assuming all the Placing Shares are successfully placed by the Placing Agent, the gross proceeds from the Placing will be approximately HK\$27.4 million. The net proceeds (assuming the Placing Shares are fully placed and after deducting the placing commission and all relevant expenses), will be approximately HK\$26.1 million, representing a net issue price of approximately HK\$0.333 per Placing Share. The Company intends to apply the net proceeds: (i) for paying up the consideration of the Proposed Acquisition being HK\$8 million (subject to the completion of the Proposed Acquisition); (ii) for funding other potential acquisition activities as identified by the Group from time to time; and (iii) as the general working capital of the Group.

Accordingly, the Directors (including the independent non-executive Directors) consider that the terms of the Placing Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## FUND RAISING ACTIVITIES DURING THE PAST TWELVE MONTHS

The following are fund raising activities of the Company during the past 12 months immediately preceding the date of this announcement.

<b>Date of announcement</b>	<b>Event</b>	<b>Estimated net proceeds</b> <i>(Approx. HK\$)</i>	<b>Intended use of proceeds</b>	<b>Actual use of proceeds</b>
20 August 2012	Placing up to 46,100,000 new Shares under the general mandate	HK\$15.9 million	To raise equity capital to satisfy part of the outstanding balance of the consideration of the Acquisition and for its future developments and to broaden the Company's shareholder base and strengthen its capital base and working capital position.	Approximately HK\$15.9 million was used in full for paying up part of the outstanding balance of Acquisition.
5 July 2012	Open offer of 115,251,099 offer shares, on a fully underwritten basis, at a price of HK\$0.43 per share, which was completed on 14 August 2012	HK\$47 million	It was intended to use as to approximately (i) HK\$38 million for paying up part of the outstanding balance of the Acquisition; (ii) HK\$9 million for general working capital of the Group	Approximately HK\$38 million was used for paying up part of the outstanding balance of the Acquisition, and the remaining approximately HK\$9 million to be applied as general working capital which mainly consists of payments for office rent, salary and professional fees.
10 April 2012	Placing up to 33,760,000 new Shares under the general mandate	HK\$9 million	To apply to potential acquisition activities as identified by the Group from time to time and as the general working capital of the Group	Approximately HK\$1.37 million for the Group's general working capital and approximately HK\$7.63 million applied to pay the deposit for the Acquisition
Total		<u>HK\$71.9 million</u>		

Save as disclosed above, the Company did not raise any other funds by issue of equity securities during the 12 months immediately preceding the date of this announcement.

## EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only, the shareholding structure of the Company as at the date of this announcement and immediately after completion of the Placing are and will be as follows:–

	As at the date of this announcement		Immediately after the completion of Placing	
	Number of Shares	Approx. %	Number of Shares	Approx. %
<b>Directors</b>				
Mr. Wong Wai Sing (“ <b>Mr. Wong</b> ”) (Note 1)	112,076	0.03	112,076	0.02
Mr. Tsang Ho Ka Eugene (“ <b>Mr. Tsang</b> ”) (Note 2)	7,940,104	1.86	7,940,104	1.57
<b>Public</b>				
Places	-	-	78,370,000	15.54
Other public shareholders	418,101,117	98.11	418,101,117	82.87
Total	426,153,297	100.00	504,523,297	100.00

Notes:

1. Mr. Wong is the chairman of the Company and a non-executive Director. Of the 112,076 Shares, 75,676 Shares are held by Ming Kei International Holding Company Limited, a company which is wholly and beneficially owned by Mr. Wong. Accordingly he is deemed to be interested in the 75,676 Shares.

2. Mr. Tsang is a non-executive Director.

## GENERAL

**Shareholders and potential investors should note that completion of the Placing is subject to the fulfillment of conditions precedent under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

## DEFINITIONS

Terms or expressions used in this announcement shall, unless the context otherwise requires, have the meanings ascribed to them below:

“Acquisition”	the acquisition of the entire issued share capital of Foremost Star Investments Limited completed on 24 October 2012
“Board”	the board of Directors from time to time
“Business Day(s)”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for business throughout their normal business hours

“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
“Completion Date”	a date on which the Placing is completed in accordance with the terms and conditions of the Placing Agreements, which shall be within four Business Days after the day on which all the conditions precedent under the Placing Agreement are fulfilled
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company from time to time
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	parties which are not connected persons of the Company (as defined in the GEM Listing Rules) and are independent of and not connected with the Company and its connected persons
“Long Stop Date”	15 February 2013 or such later date as the Company and the Placing Agent may agree in writing
“Placee(s)”	any professional, institutional or other investor independent of and not connected with the Company, the connected persons of the Company and their respective associates procured by or on behalf of the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	the placing of the Placing Shares by the Company, through the Placing Agent, pursuant to the Placing Agreement
“Placing Agent”	Orient Securities Limited, a corporation licensed to carry on type 1 (dealing in securities) and type 4 (advising on securities) regulated activities under the Securities and Futures Ordinance
“Placing Agreement”	the Placing Agreement dated 17 December 2012 entered into between the Placing Agent and the Company in relation to Placing
“Placing Price”	HK\$0.350 per Placing Share
“Placing Shares”	a maximum of 78,370,000 new Shares to be placed pursuant to the Placing Agreement



“PRC”	the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholders”	holders of the issued Shares from time to time
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

On behalf of the board of  
**Ming Kei Holdings Limited**  
**Ho Pui Tin, Terence**  
*Chief Executive Officer and Executive Director*

Hong Kong, 17 December 2012

*As at the date of this announcement, the executive Directors are Mr. Ho Pui Tin, Terence and 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 “Latest Company Announcements” page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from the date of its posting and the Company’s website at [www.mkhld.com](http://www.mkhld.com).*