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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)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Ming Kei Holdings Limited (the “**Company**”) will be held at Room 3308, The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 24 January 2011 at 11:00 a.m. to consider and, if thought fit, pass, with or without modifications, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

“**THAT** conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution):

- (a) upon the recommendation of the Directors, an amount of not less than HK\$794,010.47 and not more than HK\$1,023,411.51 standing to the credit of the share premium account of the Company be capitalized and the Directors be and are hereby authorized to apply a such amount necessary in paying up in full at par not than 79,401,047 but not more than 120,341,151 new shares of HK\$0.01 each in the capital of the Company (the “**Bonus Shares**”) to be allotted, issued and distributed, credited as fully paid, to the members of the Company whose names appear on the register of members of the Company (the “**Register of Members**”) as at the close of business at 4:30 p.m. on 24 January 2011 (the “**Record Date**”) on the basis of one Bonus Share for every one existing share of HK\$0.01 each in the capital of the Company (the “**Shares**”) then held by them respectively (the “**Bonus Issue**”) and the Directors be and are hereby authorised to allot and issue the Bonus Shares pursuant to the Bonus Issue and make such exclusion or arrangements in relation to entitlement of those members whose

\* *for identification purpose only*

addresses as shown on the Register of Members at the close of business on the Record Date are in places outside Hong Kong and in respect of whom the Directors consider the exclusion from the Bonus Issue (as defined below) to be necessary or expedient in accordance with the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of the Stock Exchange and the bye-laws of the Company (the “**Bye-laws**”), and the Directors be authorised to settle, as they consider appropriate, any difficulty arising therefore;

- (b) the Bonus Shares to be issued pursuant to this resolution shall, subject to the memorandum of association of the Company and Bye-laws, rank *pari passu* in all respects with the existing issued Shares, except that they will not be eligible for the Bonus Issue of Shares mentioned in this resolution and the interim dividend for the six-month period ended 30 September 2010, if any; and
- (c) the Directors be and are hereby authorized to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares.”

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

Hong Kong, 7 January 2011

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and  
Principal Place of Business:*  
Room 3308  
The Center  
99 Queen’s Road Central  
Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the SGM convened by the above notice is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish and in such event, the proxy shall be deemed to be revoked.

3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

*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](http://www.mingkeiholdings.com).*