

FORMS RELATING TO LISTING

Form F

The Growth Enterprise Market (GEM)

Company Information Sheet

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Company name : **Ming Kei Holdings Limited (the “Company”)**

Stock code (ordinary shares) : **8239**

This information sheet contains certain particulars concerning the above Company which is listed on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 23 December 2011.

A. General

Place of incorporation : Incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM : 15 November 2002

Name of Sponsor(s) : NIL

Names of directors : *Executive directors*
(*please distinguish the status of the directors — Executive, Non-Executive or Independent Non-Executive*)
Dr., Sir Wong Wai Sing — *Chairman*
Mr. Tsang Ho Ka, Eugene
— *Chief Executive Officer*
Ms. Yick Mi Ching, Dawnibilly

Independent non-executive directors
Mr. Sung Wai Tak, Herman
Mr. Kwok Kam Tim
Mr. Kinley Lincoln James Lloyd

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company	Name	Number of shares held	Approximate percentage of shareholding in the Company
	Ming Kei International Holding Company Limited (the “Ming Kei”) (Note 1)	20,075,676	11.89
	Dr., Sir Wong Wai Sing (“Dr., Sir Wong”) (Note 2)	36,400 20,075,676	0.02 11.89
			11.91
	Mr. Ho Chung Wo (“Mr. Ho”) (Note 3)	24,404,000	14.46
	Ms. Ho In Chan (“Ms. Ho”) (Note 4)	24,404,000	14.46
	Triumph Star Enterprises Limited (the “Triumph”) (Note 5)	10,000,000	5.92
	Mr. Chan Francis Ping Kuen (“Mr. Chan”) (Note 5)	10,000,000	5.92
	Glorious Smart International Investment Limited (the “Glorious”) (Note 6)	10,000,000	5.92
	Ms. Wang Hong (“Ms. Wang”) (Note 6)	10,000,000	5.92

Name	Number of shares held	Approximate percentage of shareholding in the Company
China Financial Leasing Group Limited (the “China Financial”) (Note 7)	10,000,000	5.92

Notes:

1. Ming Kei is wholly and beneficially owned by Dr., Sir Wong, an executive director of the Company and chairman of the Group and a sole director of Ming Kei respectively.
2. Ming Kei is wholly and beneficially owned by Dr., Sir Wong, therefore, Dr., Sir Wong, is deemed to be interested in the 20,075,676 Shares.
3. Mr. Ho is the brother of Ms. Ho, the 24,404,000 Shares is wholly and beneficially owned under the joint account of Mr. Ho and Ms. Ho respectively, therefore Mr. Ho is deemed to be interested the 24,404,000 Shares.
4. Ms. Ho is the sister of Mr. Ho, the 24,404,000 Shares is wholly and beneficially owned under the joint account of Ms. Ho and Mr. Ho respectively, therefore Ms. Ho is deemed to be interested the 24,404,000 Shares.
5. Triumph is a subscriber of 10,000,000 non-listed warrants under the private placing of non-listed warrants which confer rights to Triumph to subscribe for 10,000,000 Shares. Triumph is wholly and beneficially owned by Mr. Chan, therefore, Mr. Chan is deemed to be interested in the 10,000,000 Shares in which Triumph is interested.
6. Glorious is a subscriber of 10,000,000 non-listed warrants under the private placing of non-listed warrants which confer rights to Glorious to subscribe for 10,000,000 Shares. Glorious is wholly and beneficially owned by Ms. Wang, therefore, Ms. Wang is deemed to be interested in the 10,000,000 Shares in which Glorious is interested.
7. China Financial is a company incorporated in Cayman Islands with limited liability and the shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 2312).

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : Not applicable

Financial year end date : 31 March

Registered address : Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place : Unit 01
3/F Wheelock House
20 Pedder Street
Central
Hong Kong

Web-site address (if applicable) : <http://www.mingkeiholdings.com>

Share registrar : Principal share registrar and transfer office
Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Branch share registrar and transfer office
Tricor Tengis Limited
26th Floor
Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Auditors : BDO Limited
Certified Public Accountants
25th Floor
Wing On Centre
111 Connaught Road Central
Hong Kong

B. Business activities

The Company and its subsidiaries (the “Group”) are principally engaged in investment holding and property investment in the People’s Republic of China (the “PRC”), business of general trading in the PRC and business of coal trading between PRC and Indonesia respectively.

C. Ordinary shares

Number of ordinary shares in issue	: 168,802,094 shares
Par value of ordinary shares in issue	: HK\$0.01 each
Board lot size (in number of shares)	: 2,000 shares
Name of other stock exchange(s) on which ordinary shares are also listed	: Not applicable

D. Warrants

Stock code	: Not applicable (unlisted warrants)
Board lot size	: Not applicable
Expiry date	: 13 March 2012
Exercise price	: HK\$0.46 per share
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	: Not applicable
No. of warrants outstanding	: 20,000,000
No. of shares falling to be issued upon the exercise of outstanding warrants	: 20,000,000

E. Other securities

Number of share options granted and outstanding	: 15,880,208
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(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

DR., SIR WONG WAI SING

MR. TSANG HO KA, EUGENE

MS. YICK MI CHING, DAWNIBILLY

MR. SUNG WAI TAK, HERMAN

MR. KWOK KAM TIM

MR. KINLEY LINCOLN JAMES LLOYD