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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)**

**(1) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS;  
(2) POSSIBLE ACQUISITION OF THE ENTIRE EQUITY INTEREST  
IN PRIMA FINANCE HOLDINGS LIMITED; AND  
(3) RESUMPTION OF TRADING**

This announcement is made by Ming Kei Holdings Limited (the “**Company**”) at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), pursuant to Part XIVA of the Securities and Futures Ordinance, Chapter 571 of the Laws of the Hong Kong Special Administrative Region of the People’s Republic of China (the “**SFO**”) and Rule 17.10 of the Rules Governing the Listing of Securities (the “**GEM Listing Rules**”) on the Growth Enterprise Market of the Stock Exchange (the “**GEM**”).

Reference is made to (i) the announcement of the Company dated 5 July 2013 (the “**Announcement**”) in relation to the entering into of a memorandum of understanding relating to a possible acquisition of the entire equity interest in Prima Finance Holdings Limited (the “**Possible Acquisition**”) which is principally engaged in the short-term financing services in the PRC; and (ii) the announcement of the Company dated 13 September 2013 in relation to the suspension of trading of the Shares on the GEM. Terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

\* For identification purposes only

## UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

The board of the directors (the “**Directors**”) of the Company (the “**Board**”) has noted the recent increases in the price and trading volume of the Shares. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board confirms that save and except for that the Company is actively discussing with the Vendors the terms of the Possible Acquisition and undergoing the due diligence exercises on the Target Group, it is not aware of any other reasons for the price and volume movements or of any other information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

## THE POSSIBLE ACQUISITION

As at the date of this announcement, the Company was in the process of finalising the terms of the Possible Acquisition and undergoing the due diligence exercises on the Target Group. The parties to the Formal Agreement have reached a preliminary consensus on the following terms:

- (i) the Company will acquire the entire equity interest in and the shareholder’s loans to Prima Finance Holdings Limited at a maximum consideration of HK\$900 million comprising an initial consideration of HK\$564 million (subject to adjustments) and an earn-out consideration of a maximum amount of HK\$336 million (subject to adjustments) (the “**Consideration**”); and
- (ii) the Consideration shall be settled by way of a combination of promissory notes to be issued by the Company, the new Shares to be allotted and issued by the Company, the convertible bonds to be issued by the Company and/or cash.

The Board wishes to emphasise that no binding agreement in relation to the Possible Acquisition has been entered into by the Purchaser and the Vendors as at the date of this announcement. As such, the Possible Acquisition may or may not proceed. If the Possible Acquisition materialises, it will constitute a notifiable transaction of the Company pursuant to the GEM Listing Rules. Shareholders and the potential investors of the Company are urged to exercise caution when dealing in the Shares. Further announcement in respect of the Possible Acquisition will be made by the Company in the event that the Formal Agreement has been signed.

## RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the GEM was suspended with effect from 1:00 p.m. on Friday, 13 September 2013 pending the release of this announcement. An application has been made to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on 17 September 2013.

This announcement is made by the order of the Board. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

By order of the Board  
**Ming Kei Holdings Limited**  
**Mr. Wong Wai Sing**  
*Chairman and Executive Director*

Hong Kong, 16 September 2013

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

*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 on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company’s website at <http://www.mingkeiholdings.com>.*