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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) PROPOSED AMENDMENTS TO BYE-LAWS OF THE COMPANY;
(2) CHANGE OF CHAIRMAN OF REMUNERATION COMMITTEE;
AND
(3) ESTABLISHMENT OF NOMINATION COMMITTEE**

PROPOSED AMENDMENTS TO BYE-LAWS

The Directors intend to put forward to the Shareholders a proposal to amend the Bye-laws in order to bring the constitution of the Company in line with current amendments made to the GEM Listing Rules that came into effect on 1 January 2012 and 1 April 2012 respectively.

The amendments to the Bye-laws are subject to approval of the Shareholders by way of passing special resolutions to be proposed at the SGM.

CHANGE OF CHAIRMAN OF REMUNERATION COMMITTEE

The Board announces that Mr. Tsang Ho Ka Eugene has resigned as chairman of the Remuneration Committee with effect from 1 February 2012.

The Board is pleased to announce that Mr. Kwok Kam Tim has been appointed as the chairman of the Remuneration Committee with effect from 1 February 2012.

ESTABLISHMENT OF NOMINATION COMMITTEE

The Board further wishes to announce that resolution has been passed by the Board to establish the Nomination Committee and Mr. Sung Wai Tak Herman, Mr. Kwok Kam Tim, Mr. Kinley Lincoln James Lloyd and Mr. Tsang Ho Ka Eugene were appointed as members of the Nomination Committee, effective from 1 February 2012. Mr. Kwok Kam Tim was appointed as the chairman of the Nomination Committee.

* *For identification purposes only*

PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) relating to, among other things, the bye-laws (the “**Bye-laws**”) of Ming Kei Holdings Limited (the “**Company**”) or equivalent constitutional documents of listed issuers. The amendments to the GEM Listing Rules would come into effect on 1 January 2012 and 1 April 2012.

Accordingly, the directors (the “**Directors**”) of the Company propose to seek the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolutions for the amendments to the Bye-laws at the special general meeting of the Company (the “**SGM**”), so as to bring the constitution of the Company in line with current amendments made to the GEM Listing Rules.

A circular containing further information in respect of the proposed amendments to the Bye-laws and a notice of SGM will be despatched to the Shareholders as soon as practicable.

CHANGE OF CHAIRMAN OF REMUNERATION COMMITTEE

The board of Directors (the “**Board**”) announces that Mr. Tsang Ho Ka Eugene has resigned as chairman of the remuneration committee of the Board (the “**Remuneration Committee**”) with effect from 1 February 2012.

The Board is pleased to announce that Mr. Kwok Kam Tim has been appointed as the chairman of the Remuneration Committee with effect from 1 February 2012.

ESTABLISHMENT OF NOMINATION COMMITTEE

The Board further wishes to announce that resolution has been passed by the Board to establish the nomination committee of the Board (the “**Nomination Committee**”) and Mr. Sung Wai Tak Herman, Mr. Kwok Kam Tim, Mr. Kinley Lincoln James Lloyd and Mr. Tsang Ho Ka Eugene were appointed as members of the Nomination Committee, effective from 1 February 2012. Mr. Kwok Kam Tim was appointed as the chairman of the Nomination Committee.

The terms of reference of the Nomination Committee will be made available on the Company’s website on <http://www.mingkeiholdings.com>.

By order of the Board
Ming Kei Holdings Limited
Dr., Sir Wong Wai Sing
Chairman and Executive Director

Hong Kong, 1 February 2012

As at the date of this announcement, the executive Directors are Mr. Tsang Ho Ka, Eugene, Ms. Yick Mi Ching Dawnibilly and Dr., Sir 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 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.mingkeiholdings.com>.