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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 (“SGM”) of Ming Kei Holdings Limited (the “**Company**”) will be held at Unit 01, 3/F., Wheelock House, 20 Pedder Street, Central, Hong Kong at 4:00 p.m. on 18 June 2014 for the purposes of considering and, if thought fit, passing with or without amendments, the following resolutions as of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the conditional sale and purchase agreement (the “**Acquisition Agreement**”) dated 23 December 2013 as supplemented by the extension letter dated 19 May 2014 and entered into among (i) Star Capital Global Limited (“**Star Capital**”), a direct wholly-owned subsidiary of the Company as purchaser; (ii) Mr. Wong Wai Sing as the purchaser’s guarantor; (iii) Exuberant Global Limited, Bustling Capital Limited and Time Prestige Holdings Limited collectively as vendors; (iv) Mr. Dai Di, as the vendors’ guarantor; and (v) the Company in relation to the acquisition of the entire equity interest in and shareholder’s loans to Prima Finance Holdings Limited at a maximum consideration of HK\$900,000,000 by Star Capital (a copy of which is marked “A” and produced to the SGM and signed by the chairman of the SGM for identification purpose) and all transactions contemplated thereunder be and are hereby ratified, confirmed and approved;

* *for identification purpose only*

- (b) the allotment and issue by the Company of 268,000,000 ordinary shares (the “**Consideration Shares**”) of HK\$0.01 each in the share capital of the Company at an issue price of HK\$0.35 per Consideration Share to the Vendors or their respective nominee(s) pursuant to the terms and conditions of the Acquisition Agreement to settle part of the consideration payable by Star Capital under the Acquisition Agreement in accordance with the terms and conditions of the Acquisition Agreement be and are hereby approved, confirmed and ratified;
- (c) the issue of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$420,200,000 and the additional convertible bonds (the “**Earn-out Convertible Bonds**”) in the maximum principal amount of HK\$236,000,000 by the Company to the Vendors or their respective nominee(s) to settle part of the consideration payable by Star Capital under the Acquisition Agreement in accordance with the terms and conditions of the Acquisition Agreement and all transactions contemplated be and is hereby approved, confirmed and ratified;
- (d) the allotment and issue of new ordinary shares (the “**Conversion Shares**”) of HK\$0.01 each in the share capital of the Company at the initial conversion price of HK\$0.35 per Conversion Share which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Bonds and the Earn-out Convertible Bonds to the relevant holder(s) of the Convertible Bonds and the Earn-out Convertible Bonds be and are hereby approved, confirmed and ratified;
- (e) subject to the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares and the Conversion Shares to be allotted and issued, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Consideration Shares and the Conversion Shares to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds and the Earn-out Convertible Bonds pursuant to the Acquisition Agreement. The Specific Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to passing of this resolution;

- (f) the issue of the promissory notes (the “**Promissory Notes**”) in the aggregate principal amount of HK\$100,000,000 by the Company to Exuberant Global Limited or its nominee(s) to settle part of the consideration payable by Star Capital in accordance with the terms and conditions of the Acquisition Agreement and all transactions contemplated be and is hereby approved, confirmed and ratified; and
- (g) any Director be and is hereby authorised to do all such acts and things, as he/she may in his/her discretion consider necessary, expedient or desirable and any two Directors be and are hereby authorised to execute all such documents provided that the seal is required to be affixed thereto for the purpose of, or in connection with, the implementation of or giving effect to the Acquisition Agreement and the transactions contemplated thereunder including but not limited to the exercise or enforcement of any of the Company’s rights under the Acquisition Agreement, to make and agree to such variations of the terms of the Acquisition Agreement and/or redemption of the Convertible Bonds, the Earn-Out Convertible Bonds or the Promissory Notes (or any part thereof before their maturity date) as he/she may consider to be appropriate and in the interests of the Company, the allotment and issue of the Consideration Shares, the issue of the Convertible Bonds and the Earn-out Convertible Bonds, the allotment and issue of the Conversion Shares which may fall to be issued upon the exercise of the conversion rights attaching to the Convertible Bonds and the Earn-out Convertible Bonds, the issue of the Promissory Notes and the transactions ancillary thereto and of administrative nature which he/they consider necessary, desirable or expedient.”

2. (a) To re-elect Mr. Han Jianli as a Director; and
- (b) To re-elect Mr. Du Hui as a Director.

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

Hong Kong, 30 May 2014

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

*Principal place of business
in Hong Kong:*
Unit 01, 3/F.,
Wheelock House,
20 Pedder Street,
Central, Hong Kong

Notes:

1. All resolutions at the SGM shall be taken by poll pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange Hong Kong Limited and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares (the “Shares”) of the Company may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the board (the “Board”) of the Directors) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the SGM or any adjournment thereof in cases where the SGM was originally held within 12 months from such date.
6. Where there are joint holders of any Shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

As at the date of this announcement, the executive Directors are Mr. Wong Wai Sing, Mr. Ho Pui Tin, Terence and Mr. Han Jianli, the non-executive Director is Mr. Tsang Ho Ka, Eugene, and the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Du Hui 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 www.mingkeiholdings.com.