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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)**

### **PROFIT WARNING**

This announcement is made by Ming Kei Holdings Limited (the “**Company**”) pursuant to the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIV A of the Securities and Futures Ordinance (Cap. 571) and Rule 17.10 of the GEM Listing Rules.

References are made to the circular (the “**Circular**”) of the Company dated 30 May 2014 and announcements (the “**Announcements**”) of the Company dated 23 December 2013, 30 April 2014 and 19 May 2014 and 29 May 2014 respectively in relation to, among others, the Acquisition. Capitalised terms used herein shall have the same meanings as defined in the Circular and Announcements unless the context requires otherwise. The Board wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Group is expected to record a substantial loss for the year ended 31 March 2014 as compared to the loss for the year ended 31 March 2013.

Based on the information currently available to the Group, the expected substantial loss for the year ended 31 March 2014 was mainly attributable to (i) one-off acquisition-related costs, including legal and professional fee and transaction costs of approximately HK\$19.7 million for the Acquisition; (ii) decrease in profit from coal trading business due to the reduction in the average positive price gap between the purchase price and the selling price; (iii) increase in staff costs (including directors’ remuneration); and (iv) non-cash impairment loss in intangible assets as a result of decrease in estimated future profitability and expected sales price of the coal trading business. The Board expects the positive price gap may be further decreased due to the steady drop in the price of steam coal has weakened the bargaining power of the Group.

\* *For identification purposes only*

Shareholders and investors are reminded that acquisition-related costs for the Acquisition are one-off in nature which are not be expected to repeat in the future and the abovementioned impairment loss is non-cash in nature and does not have any impact on the operating cash flows of the Group. The information contained in this announcement is only based on information currently available and the preliminary review by the Board. As such, Shareholders and potential investors are therefore, advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 3 June 2014

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