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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** an a special general meeting (the “**SGM**”) of Ming Kei Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, 3 June 2013 at Room 2103, 21/F, No. 9 Queen’s Road Central, Central, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolution:

#### **ORDINARY RESOLUTION**

“**THAT** subject to the fulfillment of the conditions as set out in the underwriting agreement (the “**Underwriting Agreement**”, a copy of which has been produced to the Meeting marked “**A**” and signed by the chairman of the SGM for the purpose of identification) dated 16 January 2013 as supplemented by the supplemental agreement (the “**Supplemental Agreement**”, a copy of which has been produced to the Meeting marked “**B**” and signed by the chairman of the SGM for the purpose of identification) dated 23 April 2013 and both entered into among the Company and Orient Securities Limited (the “**Underwriter**”), and the Underwriting Agreement as supplemented by the Supplemental Agreement not being terminated in accordance with the terms thereof prior to 4:00 p.m. on the third business days after the last day of acceptance of Rights Shares (as defined below),

- (i) the issue by way of rights issue (the “**Rights Issue**”) of 151,356,987 shares (the “**Rights Shares**”) of HK\$0.01 each in the share capital of the Company to the shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on the date by reference to which entitlements to the Rights Issue are to be determined (the “**Record Date**”) (excluding those shareholders (the “**Non-Qualifying Shareholders**”) of the Company with registered addresses as shown in the register of members of the Company at the close of business on the Record Date in places outside Hong Kong in respect of whom the board (the “**Board**”) of directors (the “**Directors**”) of the Company consider it necessary or expedient not to offer the Rights Shares after making the relevant enquiries regarding

\* for identification purpose only

the legal restrictions under the laws of the relevant places and the requirements of the relevant regulatory body or stock exchange in those places) on the basis of three Rights Shares for every ten existing shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company then held is hereby approved, confirmed and ratified;

- (ii) any one Director be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, any Director be and is hereby authorised to make such exclusions or other arrangements in relation to Non-Qualifying Shareholders as he/she deems necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company;
- (iii) the Underwriting Agreement as supplemented by the Supplemental Agreement and the transactions contemplated thereunder (including but not limited to the arrangements for taking up of the unsubscribed Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified; and
- (iv) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as he considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement as supplemented by the Supplemental Agreement and the transactions contemplated thereunder.”

By the order of the Board  
**Ming Kei Holdings Limited**  
**Ho Pui Tin, Terence**  
*Chief Executive Officer and Executive Director*

Hong Kong, 15 May 2013

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Room 2103, 21/F  
No. 9 Queen’s Road Central  
Central, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A proxy form for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed proxy form in accordance with the instructions printed thereon.

3. In order to be valid, the proxy form, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at Company's branch share registrar in Hong Kong, Tricor Tengis Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Completion and return of a proxy form shall not preclude a member from attending and voting in person at the SGM or any adjournment thereof and in such event, the proxy form appointing a proxy shall be deemed to be revoked.
5. In the case of joint registered holders of Shares, any one of such persons may vote at the SGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
6. Pursuant to the GEM Listing Rules, the voting on the ordinary resolution at the SGM will be conducted by way of poll.

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

*This announcement, for which the directors of the Company 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.mkhld.com](http://www.mkhld.com).*

*In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.*