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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)**

**MEMORANDUM OF UNDERSTANDING  
IN RESPECT OF THE POSSIBLE ACQUISITION OF  
THE ENTIRE EQUITY INTEREST IN  
PRIMA FINANCE HOLDINGS LIMITED**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Board announces that after trading hours on 5 July 2013, the Purchaser, a direct wholly-owned subsidiary of the Company, entered into a non-legally binding Memorandum of Understanding with the Vendors in relation to the Possible Acquisition.

**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.**

\* For identification purposes only

**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.**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 21 June 2013 in relation to the Possible Acquisition.

## **POSSIBLE ACQUISITION**

The Board announces that after trading hours on 5 July 2013, the Purchaser, a direct wholly-owned subsidiary of the Company, entered into the non-legally binding Memorandum of Understanding with the Vendors in relation to the Possible Acquisition, major terms of which are set out below.

## **MEMORANDUM OF UNDERSTANDING**

Date: 5 July 2013 (after trading hours)

Purchaser: Star Capital Global Limited, a direct wholly-owned subsidiary of the Company; and

Vendors:

- (i) Time Prestige Holdings Limited, a company incorporated in the BVI with limited liability;
- (ii) Exuberant Global Limited, a company incorporated in the BVI with limited liability; and
- (iii) Bustling Capital Limited, a company incorporated in the BVI with limited liability.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Vendors are investment holding companies and each of the Vendors and their ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined in the GEM Listing Rules).

## **Subject Matter**

Under the Memorandum of Understanding, it is proposed that (i) the Purchaser will acquire the entire equity interest in the Target Company from the Vendors; and (ii) the Vendors shall capitalise all the shareholders' loan owed by any members of the Target Group to the Vendors immediately before completion of the Possible Acquisition.

## **Consideration**

The consideration for the entire equity interest in the Target Company shall be not less than HK\$800 million and shall be settled by way of a combination of cash and/or the new Shares to be allotted and issued by the Company and/or convertible bonds to be allotted and issued by the Company and/or promissory notes to be issued by the Company.

The consideration for the Possible Acquisition shall be subject to further negotiation between the parties to the Memorandum of Understanding.

## **Conditions precedent**

The Purchaser or the agents/consultants engaged thereby will conduct the due diligence review on the Target Group. If the Possible Acquisition materialises, completion of the Possible Acquisition will be subject to the following conditions being fulfilled:

- (i) the results of the due diligence review to be conducted by the Purchaser on the assets, indebtedness, operation and financial aspect of the Target Group to the reasonable satisfaction of the Purchaser;
- (ii) if applicable, the passing by the Shareholders at the special general meeting of the Company of the ordinary resolution(s) to approve the Formal Agreement and the transactions contemplated thereunder;
- (iii) if applicable, the listing sub-committee of the board of directors of the Stock Exchange responsible for the GEM having approved the listing of, and permission to deal in, the new Shares to be allotted and issued by the Company as the consideration for the Possible Acquisition;
- (iv) a legal opinion having been issued by the PRC legal adviser appointed by the Purchaser in the form and substance to the reasonable satisfaction of the Purchaser relating to the Memorandum of Understanding, the PRC subsidiaries of the Target Group, the structured agreements which enable the Target Company to exercise control over certain PRC subsidiaries of the Target Group and the Possible Acquisition; and

- (v) other conditions precedent to be mutually agreed by the Purchaser and the Vendors and included in the Formal Agreement.

## **FORMAL AGREEMENT**

The Purchaser and the Vendors will proceed with further negotiation for entering into the Formal Agreement as soon as possible and in any event within 90 days from the date of the Memorandum of Understanding (or such later date to be agreed by the parties thereto).

It is also agreed that the Vendors will not, for a period of 90 days from the date of the Memorandum of Understanding, negotiate with any party (other than the Purchaser) for the Possible Acquisition.

The Memorandum of Understanding does not constitute a legally-binding commitment of the parties to the Memorandum of Understanding in respect of the Possible Acquisition. The Possible Acquisition is subject to the execution and completion of the Formal Agreement.

If the Formal Agreement is materialised, the Possible Acquisition will constitute a notifiable transaction of the Company pursuant to the GEM Listing Rules and thus the Company will comply with the relevant requirements under the GEM Listing Rules as and when appropriate.

## **REASONS FOR THE POSSIBLE ACQUISITION**

The Group is principally engaged in (i) property investments; and (ii) coal trading business between the PRC and Indonesia.

The Target Company is principally engaged in short-term financing services in the PRC including (i) pawn loan services; (ii) entrusted loan services; (iii) financial consultation services; and (iv) money lending services in permitted area in Beijing, the PRC, through subsidiaries indirectly controlled by the Target Company under several structured agreements, and its indirect wholly-owned subsidiary. The Directors consider that the Possible Acquisition, if materialises, represents a good opportunity for the Group to diversify its business and develop a new revenue stream. The Directors are of the view that the terms of the Memorandum of Understanding are fair and reasonable and the Possible Acquisition is in the interests of the Company and Shareholders as a whole.

**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.**

## **DEFINITION**

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“BVI”	British Virgin Islands
“Company”	Ming Kei Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the issued Shares of which are listed on GEM (stock code: 8239)
“Director(s)”	director(s) of the Company
“Formal Agreement”	the formal sale and purchase agreement which may or may not be entered into by the Purchaser and the Vendors in relation to the Possible Acquisition
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Memorandum of Understanding”	the non-legally binding memorandum of understanding dated 5 July 2013 entered into among the Vendors and the Purchaser setting out preliminary understanding in relation to the Possible Acquisition

“Possible Acquisition”	the possible acquisition of the entire equity interest in the Target Company to be carried out by the Purchaser as contemplated under the Memorandum of Understanding and subject to the execution of the Formal Agreement
“PRC”	the People’s Republic of China, which for the purposes of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Purchaser”	Star Capital Global Limited, a company incorporated in the BVI with limited liability, a direct wholly-owned subsidiary of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Prima Finance Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the entire equity interest of which are owned by the Vendors
“Target Group”	the Target Company and its subsidiaries (including but not limited to the PRC companies indirectly controlled by the Target Company through the structured agreements)
“Vendors”	together, Time Prestige Holdings Limited, Exuberant Global Limited and Bustling Capital Limited, being the vendors collectively holding the entire equity interest in the Target Company
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

By Order of the Board  
**Ming Kei Holdings Limited**  
**Wong Wai Sing**  
*Chairman and non-executive Director*

Hong Kong, 5 July 2013

*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, Ms. Cui Ying 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.mkhld.com](http://www.mkhld.com).*