

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: Ming Kei Holdings Limited (the “Company”)

Stock code (ordinary shares): 8239

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 22 May 2014.

A. General

Place of incorporation: Incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM: 15 November 2002

Name of Sponsor(s): N/A

Names of directors:
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive)

Executive directors
Mr. Wong Wai Sing — Chairman
Mr. Ho Pui Tin, Terence — Chief Executive Officer
Mr. Han Jianli

Non-executive director
Mr. Tsang Ho Ka, Eugene — Vice-Chairman

Independent non-executive directors
Mr. Kwok Kam Tim
Mr. Du Hui
Mr. Chen Yihua

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Name(s) of substantial shareholder(s) (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares (the “Shares”) and other securities of the Company:

Name of substantial shareholders	Number of Shares Interested	Percentage ^(Note 7)
		of the issued share capital of the Company
Vitasmart Limited (“Vitasmart”) (Note 1)	96,100,000	13.72
Ms. Chan Yiu Kan, Katie (“Ms. Chan”) (Notes 2 and 3)	120,000,000	17.13
Mr. Lau Kim Hung, Jack (“Mr. Lau”) (Notes 1 to 3)	120,000,000	17.13
Exuberant Global Limited (“Exuberant Global”) (Note 4)	1,578,857,142	225.43
Mr. Dai Di (Note 4)	1,578,857,142	225.43
Time Prestige Holdings Limited (“Time Prestige”) (Notes 5 to 6)	161,142,857	23.00
Mr. Dai Hao (Notes 5 to 6)	563,999,999	80.53
Bustling Capital Limited (“Bustling Capital”) (Notes 5 to 6)	402,857,142	57.52
Ms. Jin Yu (“Ms. Jin”) (Notes 5 to 6)	563,999,999	80.53

Notes:

- 1. Vitasmart, a company incorporated in the British Virgin Islands, is wholly and beneficially owned by Mr. Lau. Mr. Lau is deemed to be interested in 96,100,000 Shares held by Vitasmart.*
- 2. Ms. Chan, being the spouse of Mr. Lau, is deemed to be interested in 96,100,000 Shares held by Vitasmart and 23,900,000 Shares held by Mr. Lau.*
- 3. Mr. Lau and Ms. Chan are the father-in-law and mother-in-law of Mr. Tsang Ho Ka, Eugene respectively, being the vice-chairman of the Company and non-executive Director.*
- 4. The 1,578,857,142 Shares represent the 174,200,000 Consideration Shares, 730,371,428 Conversion Shares to be issued upon full conversion of the Convertible Bonds under the Initial Consideration to be issued upon Completion, and a maximum of 674,285,714 Conversion Shares to be issued upon full conversion of the Convertible Bonds to be issued subject to the fulfilment of the profit achievement to Exuberant Global. Exuberant Global is wholly and beneficially owned by Mr. Dai Di. Accordingly, Mr. Dai Di is deemed to be interested in the 1,578,857,142 Shares.*
- 5. The 161,142,857 Shares represent the 26,800,000 Consideration Shares and 134,342,857 Conversion Shares to be issued upon full conversion of the Convertible Bonds to be issued to Time Prestige upon Completion. Time Prestige is wholly and beneficially owned by Mr. Dai Hao. Accordingly, Mr. Dai Hao is deemed to be interested in the 161,142,857 Shares. In addition, by virtue of being the spouse of Ms. Jin, Mr. Dai Hao is also deemed to be interested in 402,857,142 Shares held by Bustling Capital.*
- 6. The 402,857,142 Shares represent the 67,000,000 Consideration Shares and 335,857,142 Conversion Shares to be issued upon full conversion of the Convertible Bonds to be issued to Bustling Capital upon Completion. Bustling Capital is wholly and beneficially owned by Ms. Jin. Accordingly, Ms. Jin is deemed to be interested in the 402,857,142 Shares. In addition, Ms. Jin, being the spouse of Mr. Dai Hao, is also deemed to be interested in the 161,142,857 Shares that will be held by Time Prestige.*
- 7. The percentage represents the number of Shares interested divided by the number of the issued Shares as at 22 May 2014.*

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 March

Registered address: Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business: Unit 01, 3/F., Wheelock House, 20 Pedder Street,
Central, Hong Kong

Web-site address (if applicable): www.mingkeiholdings.com

Share registrar: *Principal share registrar and transfer office*
Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Branch share registrar and transfer office
Tricor Tengis Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors: BDO Limited
Certified Public Accountants
25/F., Wing On Centre
111 Connaught Road Central
Hong Kong

B. Business activities

The Company and its subsidiaries are principally engaged in (i) property investment; and (ii) business of coal trading between the People's Republic of China and Indonesia.

C. Ordinary shares

Number of ordinary shares in issue: 700,380,284 shares

Par value of ordinary shares in issue: HK\$0.01 each

Board lot size (in number of shares): 2,000 shares

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

D. Warrants

Stock code:	N/A
Board lot size:	N/A
Expiry date:	N/A
Exercise price:	N/A
Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	N/A
No. of warrants outstanding:	N/A
No. of shares falling to be issued upon the exercise of outstanding warrants:	N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

MR. WONG WAI SING

MR. HO PUI TIN, TERENCE

MR. HAN JIANLI

MR. TSANG HO KA, EUGENE

MR. KWOK KAM TIM

MR. DU HUI

MR. CHEN YIHUA