

**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 25 June 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

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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 <sup>(Note 7)</sup>
		of the issued Shares
Vitasmart Limited (“Vitasmart”) (Note 1)	96,100,000	9.92
Ms. Chan Yiu Kan, Katie (“Ms. Chan”) (Notes 2 and 3)	120,000,000	12.39
Mr. Lau Kim Hung, Jack (“Mr. Lau”) (Notes 1 to 3)	120,000,000	12.39
Exuberant Global Limited (“Exuberant Global”) (Note 4)	1,578,857,142	163.04
Mr. Dai Di (Note 4)	1,578,857,142	163.04
Time Prestige Holdings Limited (“Time Prestige”) (Note 5)	161,142,857	16.64
Mr. Dai Hao (Notes 5 to 6)	563,999,999	58.24
Bustling Capital Limited (“Bustling Capital”) (Note 6)	402,857,142	41.60
Ms. Jin Yu (“Ms. Jin”) (Notes 5 to 6)	563,999,999	58.24

*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 held by Exuberant Global represent the 174,200,000 Shares and 730,371,428 Conversion Shares to be issued upon full conversion of the convertible bonds, and a maximum of 674,285,714 Conversion Shares to be issued upon full conversion of the convertible bonds to be issued to Exuberant Global subject to the fulfilment of the profit achievement. 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 held by Time Prestige represent the 26,800,000 Shares and 134,342,857 Conversion Shares to be issued upon full conversion of the convertible bonds. 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 held by Bustling Capital represent the 67,000,000 Shares and 335,857,142 Conversion Shares to be issued upon full conversion of the convertible bonds. 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, by virtue of being the spouse of Mr. Dai Hao, Ms. Jin is also deemed to be interested in the 161,142,857 Shares held by Time Prestige.*
- 7. The percentage represents the number of Shares interested divided by the number of the issued Shares as at 25 June 2014.*

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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](http://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) short-term financing services in the People's Republic of China (the "PRC"); (ii) property investment; and (iii) business of coal trading between the PRC and Indonesia.

**C. Ordinary shares**

Number of ordinary shares in issue: 968,380,284 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

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**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).*

**Convertible Bonds**

As at the date hereof, there is outstanding principal amount of HK\$420,200,000 of the non-interest bearing convertible bonds (the “Convertible Bonds”) with conversion price of HK\$0.35 per Share which are convertible into a maximum of 1,200,571,427 Shares upon full conversion of the Convertible Bonds.

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

N/A

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**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