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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
AND
(2) RETIREMENT OF AN EXECUTIVE DIRECTOR,
CHANGE OF THE MEMBER OF REMUNERATION COMMITTEE,
CHAIRMAN/MEMBER OF NOMINATION COMMITTEE,
CHIEF EXECUTIVE OFFICER,
CHIEF OPERATING OFFICER,
COMPLIANCE OFFICER AND
AUTHORISED REPRESENTATIVE AND
RESIGNATION OF THE VICE-CHAIRMAN**

The Board is pleased to announce that all the Resolutions were duly passed by the Shareholders as ordinary resolutions by way of poll at the AGM.

The Board announces the following changes with effect from 31 July 2014:

1. Mr. Ho, the executive Director, has retired by rotation at the AGM, has resigned as members of the Remuneration Committee and Nomination Committee, the Chief Executive Officer, the Compliance Officer and the Authorised Representative, and has been appointed as the Chief Operating Officer;
2. Mr. Tsang has resigned as the Vice-Chairman and remain as the non-executive Director;
3. Mr. Kong has resigned as the Chief Operating Officer;

* For identification purposes only

4. Mr. Kwok has resigned as the chairman and remain as a member of the Nomination Committee;
5. Mr. Han has been appointed as the Chief Executive Officer, member of the Nomination Committee and Compliance Officer;
6. Mr. Wong has been appointed as the Authorised Representative and the members of the Remuneration Committee and Nomination Committee; and
7. Mr. Chen has been appointed as the chairman of the Nomination Committee.

Reference is made to the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of the Ming Kei Holdings Limited (the “**Company**”) dated 17 June 2014. Capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and Circular unless otherwise specified herein.

POLL RESULTS OF THE AGM

At the AGM held on 31 July 2014, all proposed resolutions (the “**Resolutions**”) as set out in the Notice were taken by poll. The Board is pleased to announce that all the Resolutions were duly passed by the Shareholders as ordinary resolutions by way of poll at the AGM. The poll results in respect of the Resolutions were as follows:

Ordinary Resolutions <i>Note 1</i>		Number of votes (%)	
		For	Against
1.	To receive and consider the audited financial statements and the reports of the Directors and auditor of the Company for the year ended 31 March 2014	65,374,390 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

2.	(a) To re-elect Mr. Chen Yihua (“ Mr. Chen ”) as a Director	65,374,390 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
	(b) To re-elect Mr. Kwok Kam Tim (“ Mr. Kwok ”) as a Director	65,374,390 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
	(c) To authorise the Board to fix the Directors’ remuneration	65,374,390 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.	To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration	65,374,390 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
4.	To grant the general mandate to issue additional Shares not exceeding 20% of the issued share capital of the Company	65,374,390 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
5.	To grant the general mandate to repurchase Shares not exceeding 10% of the issued share capital of the Company	65,374,390 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
6.	To add the nominal value of the Shares repurchased pursuant to resolution no. 5 to the general mandate granted to the Directors under resolution no. 4	65,374,390 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

Note: Please refer to the Notice for full version of the Resolutions.

The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of AGM, the total number of issued shares in the Company was 968,380,284 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the AGM under the GEM Listing Rules. No parties were indicated in the Circular that they intended to vote against or to abstain from voting on any Resolutions at the AGM.

RETIREMENT OF AN EXECUTIVE DIRECTOR, CHANGE OF MEMBER OF THE REMUNERATION COMMITTEE, CHAIRMAN/MEMBER OF NOMINATION COMMITTEE, CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE AND RESIGNATION OF THE VICE-CHAIRMAN

As stated in the Circular, Mr. Ho Pui Tin, Terence ("**Mr. Ho**"), the executive Director, retired (the "**Retirement**") by rotation at the AGM and did not offer himself for re-election. The Board further announces that Mr. Tsang Ho Ka, Eugene ("**Mr. Tsang**") has resigned (the "**Resignation A**") as the vice-chairman (the "**Vice-Chairman**") of the Company and remain as the non-executive Director as he would like to focus on his family business, and Mr. Kong Chi Keung ("**Mr. Kong**") has resigned (the "**Resignation B**") as the chief operating officer (the "**Chief Operating Officer**") of the Company, Mr. Ho has resigned (the "**Resignation C**") as members of the remuneration committee (the "**Remuneration Committee**") and nomination committee (the "**Nomination Committee**"), the chief executive officer (the "**Chief Executive Officer**"), the compliance officer (the "**Compliance Officer**") and the authorised representative (the "**Authorised Representative**") of the Company, and Mr. Kwok has resigned (the "**Resignation D**") as the chairman and remain as a member of the Nomination Committee, as they would like to devote more time for other business commitments which require more of their dedications.

Mr. Tsang, Mr. Kong, Mr. Ho and Mr. Kwok have confirmed that they have no disagreement with the Board and there is no other matters relating to the Retirement, Resignation A, Resignation B, Resignation C and Resignation D that need to be brought to the attention of the Shareholders.

Following the Resignation B, Resignation C and Resignation D, Mr. Ho has been appointed (the “**Appointment A**”) as the Chief Operating Officer, Mr. Han Jianli (“**Mr. Han**”) has been appointed (the “**Appointment B**”) as the Chief Executive Officer, member of the Nomination Committee and Compliance Officer, Mr. Wong Wai Sing (“**Mr. Wong**”) has been appointed (the “**Appointment C**”) as the Authorised Representative and the members of the Remuneration Committee and Nomination Committee, and Mr. Chen has been appointed (the “**Appointment D**”) as the chairman of the Nomination Committee.

Mr. Han, aged 49, is the executive Director since 9 October 2013. Mr. Han has over 20 years of experience in money lending business in the PRC. Mr. Han has been the risk controller of Zhong Wei (Beijing) Credit Management Company Limited Weijinsuo Platform since May 2013. Prior to that, Mr. Han had been an Intermediate Account Manager in the Industrial and Commercial Bank of China Limited, Haidian branch’s Credit Department from 1992 to 2006, had been a vice president in Zhong Hui Guarantee Company Limited from 2006 to 2010, and had been a vice general manager in Beijing Shi Guo Xu Microfinance Company Limited from 2010 to May 2013. Mr. Han graduated in 1987 from the Military Institute of Physical Education of The People’s Liberation Army, with three academic years of physical education instructor (staff) training.

Mr. Han has entered into a letter of appointment with the Company for an initial term of one year commencing on 9 October 2013. His appointment is subject to the provisions of retirement and rotation of Directors under the bye-laws of the Company. Pursuant to the terms of the letter of appointment, Mr. Han is entitled to an annual Director’s fee of HK\$240,000 which is determined with reference to the market rate and his time, effort and expertise to be exercised on the Group’s affairs and the Company’s remuneration policy.

Save as disclosed in this announcement and as at the date hereof, Mr. Han does not (i) has any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (ii) holds any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; and (iii) has any interests in the Shares within the meaning of Part XV of the Securities and Future Ordinance, Chapter 571 of the Laws of Hong Kong.

Save as disclosed herein, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no other matters with respect to the Appointment A, Appointment B, Appointment C and Appointment D that needs to be brought to the attention of the Shareholders and there was no information relating to our Directors that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules as of the date of this announcement.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ho for his valuable contributions towards the Company during his tenure of service.

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

Hong Kong, 31 July 2014

As at the date of this announcement, the executive Directors are Mr. Wong Wai Sing 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 7 days from the date of its publication and on the website of the Company at <http://www.mingkeiholdings.com>.