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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)

PROFIT WARNING

This announcement is made by Ming Kei Holdings Limited (the “**Company**”) pursuant to the Inside Information Provisions (as defined under the GEM Listing Rules) under Part XIV A of the Securities and Futures Ordinance (Cap. 571) and Rule 17.10 of the GEM Listing Rules.

Reference is made to the circular (the “**Circular**”) of the Company dated 30 May 2014 in relation to, among others, the Acquisition. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise. The Board wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that the Group is expected to record a substantial loss (the “**Substantial Loss**”) for the three months period ended 30 June 2014 as compared to the loss for the three months period ended 30 June 2013.

Based on the information currently available to the Group and preliminary review of the unaudited consolidated financial information of the Company for the three months period ended 30 June 2014, the Substantial Loss was mainly attributable to the (i) non-cash impairment loss on goodwill arising from the Acquisition of not less than approximately HK\$230,000,000 mainly as a result of the increase in the Company’s share price which led to an increase in the fair value of the Initial Consideration and contingent Consideration (comprising the consideration shares and Convertible Bonds issued by the Company and the contingent convertible bonds may be issued by the Company) as at the date of completion of the Acquisition on 25 June 2014; (ii) non-cash fair value loss of the Contingent Convertible Bonds which is part of the Earn-out Consideration of the Acquisition of approximately HK\$18,000,000; and (iii) fair value loss on investment property of approximately HK\$3,000,000.

The effective interest on the convertible bonds issued by the Company, which was accounted as finance costs, is also a cause of the Substantial Loss for the three months period ended 30 June 2014.

Shareholders and investors are reminded that the abovementioned impairment loss/ fair value losses are non-cash in nature and do not have any impact on the operating cash flows of the Group and the Board remains positive on the prospects of the Group.

The information contained in this announcement is only based on information currently available and the preliminary review by the Board. Shareholders and potential investors are therefore, advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 8 August 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 seven days from the date of its publication and on the website of the Company at <http://www.mingkeiholdings.com>.

** For identification purposes only*