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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)

**APPOINTMENT OF VICE-CHAIRMAN AND APPOINTMENT
AND RESIGNATION OF CHIEF EXECUTIVE OFFICER
AND CHAIRMAN AND MEMBER OF THE NOMINATION COMMITTEE
AND REMUNERATION COMMITTEE**

The Board is pleased to announce that Mr. Ho has been appointed as the vice-chairman and chief executive officer of the Group and the member of the Nomination Committee and Remuneration Committee with effect from 24 February 2012 respectively.

The board also announced that Mr. Tsang has resigned as the chief executive officer of the Group and the member of the Nomination Committee and Remuneration Committee with effect from 24 February 2012 respectively due to re-division of the function. Mr. Tsang will remain as the executive Director, company secretary and authorised representative of the Company respectively.

And the Board also announced that Mr. Kwok has resigned as the chairman of the Nomination Committee and Remuneration Committee with effect from 24 February 2012 respectively due to re-division of the function and the Board is pleased to announce that Ir. Kwok has been appointed as the chairman of the Nomination Committee and Remuneration Committee with effect from 24 February 2012 respectively.

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of the Ming Kei Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”).

The Board is pleased to announce that Mr. Ho Pui Tin, Terence (the “**Mr. Ho**”) had been appointed as the vice-chairman and chief executive officer of the Group and the member of the nomination committee (the “**Nomination Committee**”) and remuneration committee (the “**Remuneration Committee**”) of the Company (the “**Collectively Appointments One**”) with effect from 24 February 2012 respectively.

* *For identification purpose only*

The board also announced that Mr. Tsang Ho Ka, Eugene (the “**Mr. Tsang**”) has resigned as the chief executive officer of the Group and the member of the Nomination Committee and Remuneration Committee (the “**Collectively Resignations One**”) with effect from 24 February 2012 respectively due to re-division of the function. Mr. Tsang will remain as the executive Director, company secretary and authorised representative of the Company.

The biographical details of Mr. Ho are as follows:

Mr. Ho, aged 45, completed a professional diploma in accountancy in the Hong Kong Polytechnic University in 1989 and is also a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Ho has over 23 years of extensive practical experiences and extensive knowledge in the accounting, corporate finance, financial, property investment and development, manufacturing, retail, securities and infrastructures industry.

Prior to joining the Company, Mr. Ho had been the financial director and non-executive director of Wah Nam International Holdings Limited, a company incorporated in Bermuda with limited liability and listed on the main board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (Stock Code: 159) from 1997 – 1999. Mr. Ho is currently the director of Metro Capital Securities Limited, and responsible for overseeing the accounting, compliance and reporting of the securities broker.

Save and except for the Collectively Appointments One, the original terms and conditions of the appointment of Mr. Ho with the Company remain unchanged. There is no specified length of service period of Mr. Ho and his appointment is continuous unless and until terminated by either party giving to the other not less than one month notice in writing. Mr. Ho is subject to the provisions of retirement and rotation of Directors under the Bye-laws’ of the Company. Mr. Ho is entitled to a monthly Director’s fee of HK\$10,000 which is determined based on 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 above, Mr. Ho has confirmed that, during the past 3 years since the date of this announcement, he did not hold any other directorships in any other listed companies. He does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor has any relationships with any directors, senior management or substantial or controlling shareholders of the Company and their respective associates (within the meaning of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of the Stock Exchange).

Save as disclosed above, Mr. Ho does not hold any other positions in the Company or any of its subsidiaries. There is no information relating to Mr. Ho that is required to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules.

The biographical details of Mr. Tsang are as follows:

Mr. Tsang, aged 30, is a Certified Practising Accountant of the CPA Australia, a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a member of the Hong Kong Institute of Directors, an associate management accountant of the Institute of Certified Management Accountants, Australia, an associate of the Taxation Institute of Hong

Kong, a full member of the Institute of Accountants Exchange, a Certified Tax Adviser of the Taxation Institute of Hong Kong and also the member of the Hong Kong Mining Investment Professionals Association. Mr. Tsang holds a bachelor's degree in commerce from the University of New South Wales, Australia and also completed an accounting extension course of Australian Taxation Law and Australian Corporations Law in the University of Sydney, Australia. Mr. Tsang has over 9 years of experience in accounting and financial management and previously worked in an international CPA firm and a company listed in the Hong Kong Special Administrative Region of the People's Republic of China. Mr. Tsang is also the founder of the Gattaca Company Limited, an independent consultancy company. Prior to joining this company, Mr. Tsang was the company secretary and the qualified accountant of the Richfield Group Holdings Limited which is a company listed on the GEM of the Stock Exchange (Stock Code: 8136).

Mr. Tsang was appointed as the qualified accountant, company secretary and authorised representatives of the Company on 2 April 2007, resigned as the qualified accountant of the Company on 27 February 2008, appointed as the executive Director on 26 August 2008, appointed as the chief executive officer of the Group on 3 September 2008, appointed as the member and chairman of the Remuneration Committee on 21 September 2009 and resigned as the chairman of the Remuneration Committee and appointed as a member of the Nomination Committee on 1 February 2012 respectively. Immediately following the Collectively Resignations One, Mr. Tsang will remain as the executive Director, company secretary and authorised representative of the Company respectively.

Save and except for the Collectively Resignations One, the original terms and conditions of appointment of Mr. Tsang with the Company remain unchanged. There is no specified length of service period of Mr. Tsang and his appointment is continuous unless and until terminated by either party giving to the other not less than one month notice in writing. Mr. Tsang is subject to the provisions of retirement and rotation of Directors under the Bye-laws' of the Company. Mr. Tsang is entitled to a monthly Director's fee of HK\$15,750 which is determined based on the market rate and his time, effort and expertise to be exercised on the Group's affairs and the Company's remuneration policy.

As at the date of this announcement, Mr. Tsang is interested in 7,940,104 (representing approximately 4.21% of the issued share capital of the company) of shares options to subscriber the shares of the Company under the share options scheme of the Company.

Save as disclosed above, Mr. Tsang has confirmed that, during the past 3 years since the date of this announcement, he did not hold any other directorships in any other listed companies and saved as disclosed above, he does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) nor has any relationships with any directors, senior management or substantial or controlling shareholders of the Company and their respective associates within the meaning of the GEM Listing Rules.

Save as disclosed above, Mr. Tsang does not hold any other positions in the Company or any of its subsidiaries. There is no information relating to him that is required to be disclosed pursuant to Rules 17.50(2) of the GEM Listing Rules.

And the Board also announced that Mr. Kwok Kam Tim (the “**Mr. Kwok**”) has resigned as the chairman of the Nomination Committee and Remuneration Committee (the “**Collectively Resignations Two**”) with effect from 24 February 2012 respectively due to re-division of the function and the Board is pleased to announce that Ir. Kwok King Yan, Edmund (the “**Ir. Kwok**”) has been appointed as the chairman of the Nomination Committee and Remuneration Committee (the “**Collectively Appointments Two**”) with effect from 24 February 2012 respectively.

The Board, Mr. Ho, Mr. Tsang, Mr. Kwok and Ir. Kwok has confirmed that they are not aware of any other matters which need to be brought to the attention of the shareholders of the Company in related to their Collectively Appointments One, Collectively Resignations One, Collectively Resignations Two and Collectively Appointments Two respectively.

The Board would like to take this opportunity to express its warmest welcome to Mr. Ho and Ir. Kwok and appreciation to Mr. Tsang and Mr. Kwok for their past contributions to the Group.

By order of the Board of
Ming Kei Holdings Limited
Dr., Sir Wong Wai Sing
Chairman and Executive Director

Hong Kong, 24 February 2012

As at the date of this announcement, the Company’s executive Directors are Ms. Yick Mi Ching, Dawnibilly, Mr. Tsang Ho Ka, Eugene, Dr., Sir Wong Wai Sing, Mr. Chow Pak Wah, Oliver and Mr. Ho Pui Tin, Terence and the Company’s independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Kinley Lincoln James Lloyd and Ir. Kwok King Yan, Edmund.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.mingkeiholdings.com.