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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)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of the Shareholders of Ming Kei Holdings Limited (the “**Company**”) will be held at Unit 01, 3/F, Wheelock House, 20 Pedder Street, Central, Hong Kong on Friday, 4 May 2012 at 11:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolution of the Company:

- (a) “**THAT** the conditional sale and purchase agreement (the “**Agreement**”) dated 29 February 2012 and entered into between Star Fortune International Group Company Limited, a wholly-owned subsidiary of the Company, as vendor, and Dr., Sir Wong Wai Sing (“**Dr., Sir Wong**”), as purchaser in relation to the sale and purchase of one ordinary share of HK\$1.00 each in the share capital of Star International Business Company Limited and the HK\$26.1 million Shareholders’ loan owed by Star International Business Company Limited and its subsidiary to the Company and its subsidiaries (other than Star International Business Company Limited and its subsidiary), at a total consideration of HK\$15,740,000 (a copy of which has been produced to the SGM marked “A” and signed by the chairman of the SGM for the purpose of identification) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

* *For identification purposes only*

- (b) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Agreement and the transactions contemplated thereunder.”

Yours faithfully,
For and on behalf of the Board of
Ming Kei Holdings Limited
Dr., Sir Wong Wai Sing
Chairman and Executive Director

Hong Kong, 18 April 2012

Registered office:
Codan Services Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use of the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of Shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such Shares as if he was solely entitled thereto, but if more than one such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.

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

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 at <http://www.hkgem.com> 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>.