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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 pursuant to Rule 17.10 of the GEM Listing Rule.

The Board wishes to inform the Shareholders and potential investors that based on the Management Accounts, it is expected that the Management Accounts may expect to record a significant decrease in Net Loss as compared to the Corresponding Year.

The information as contained in this announcement is only the preliminary assessment by the Company based on the Management Accounts which has not been confirmed nor audited by the Company's auditors.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of the Ming Kei Holdings Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Group is principally engaged in investment holding in the People's Republic of China (the “**PRC**”) and business of coal trading between PRC and Indonesia respectively.

* For identification purposes only

The Board wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that based on the Group’s unaudited consolidated management accounts for the twelve months ended 31 March 2012 (the “**Management Accounts**”), it is expected that the Management Accounts may record a significant decrease in the Group’s net loss (the “**Net Loss**”) for the twelve months ended 31 March 2012 (the “**Current Year**”) as compared to the corresponding year in 2011 (the “**Corresponding Year**”).

Such expectation to record a significant decrease in Net Loss was mainly attributable by (i) the increased of the revenue stream derived from the coal trading business which has been acquired in October 2010 (the “**Acquisition**”) and business commenced in November 2010, and the increased of revenue stream from the general trading business and property investment respectively; (ii) the decrease of the administrative and other expenses; (iii) the recorded of nil loss from the discontinued operation for the disposal of the 49% equity interests in the Star Fortune International Investment Company Limited (the “**Disposal**”) for the Current Year and (iv) the record of nil impairment losses on goodwill and decrease in impairment loss on intangible assets for the CIFIC Group (as defined below) for the Current Year.

The increased of the revenue stream derived from the coal trading business are contributed by the Acquisition of the China Indonesia Friendship Coal Trading Company Limited and its group (collectively referred to as the “**CIFIC Group**”). References are made to the announcement and circular of the Company dated 26 August 2010 and 14 October 2010 respectively in related to the Acquisition.

The decreased of the administrative and other expenses were mainly due to the decreased of the overseas and local travelling expenses incurred for the business trips during the Current Year and recorded of nil legal and professional fees in relation to the Acquisition and share-based payments in the Current Year respectively as compared to the Corresponding Year.

The recorded of nil loss from the discontinued operation for the Disposal for the Current Year is due to the Disposal was completed during the year ended 31 March 2011. References are made to the announcement and circular of the Company dated 5 July 2010 and 23 July 2010 respectively in relation to the Disposal.

The record of nil impairment losses on goodwill and decrease in impairment loss on intangible assets for the CIFIC Group for the Current Year is due to there are no impairment losses on goodwill and decrease in impairment loss on intangible assets for the CIFIC Group which acquired on October 2010. References are made to the announcement and circular of the Company dated 26 August 2010 and 14 October 2010 respectively in related to the acquired of the CIFIC Group.

As a result of the above reasons, it is expected that a substantial decrease in the Group’s unaudited consolidated net loss attributable to the owners of the Company for the Management Accounts as compared to the Corresponding Year.

Despite the Management Accounts is expected to record a significant decrease in the Net Loss as compared with that for the Corresponding Year, the Board considers that the Group's overall financial positions are healthy and the Board remains positive on the prospects of the Group. Notwithstanding the foregoing, for the Management Accounts, the Board confirms that the Group did not make investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedgings or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the counter contingent forward transactions. The Board would like to emphasize that the Group's financial positions remain stable and has sufficient cash resources to meet its present and future cash flow requirements. The Board will constantly keep reviewing the Group's strategies and operations with a view to improve its business performance and Shareholders' returns.

The Company is still in the process of finalizing the Group's annual results' for the twelve month ended 31 March 2012 (the "**Annual Results**"). The information as contained in this announcement is only the preliminary assessment by the Company based on the Management Accounts which has not been confirmed nor audited by the Company's auditors.

Shareholders and potential investors of the Company should read the Annual Results which is expected to be published on 25 June 2012.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 1 June 2012

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 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>.