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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 AND RESIGNATION OF
INDEPENDENT NON-EXECUTIVE DIRECTORS,
MEMBERS OF AUDIT COMMITTEE, NOMINATION COMMITTEE
AND REMUNERATION COMMITTEE, AND APPOINTMENT AND
RESIGNATION OF CHAIRMAN OF THE NOMINATION COMMITTEE
AND REMUNERATION COMMITTEE**

The Board announced that Mr. Chan and Mr. Ng resigned as independent non-executive Directors, members of audit committee, nomination committee and remuneration committee of the Company with effect from 26 June 2012 respectively.

The Board announced that Ir. Kwok resigned as the chairman of nomination committee and remuneration committee of the Company and Mr. Kwok have been appointed as the chairman of nomination committee and remuneration committee of the Company with effect from 26 June 2012 respectively.

The Board is pleased to announce that Mr. Ho and Ms. Cui have been appointed as independent non-executive Directors, members of audit committee, nomination committee and remuneration committee of the Company with effect from 26 June 2012.

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, collectively referred to as the “**Group**”).

* For identification purposes only

The Board announce that Mr. Chan Kin Sang (“**Mr. Chan**”) and Mr. Ng Wing Hang (“**Mr. Ng**”) resigned as independent non-executive Directors, members of audit committee, nomination committee and remuneration committee of the Company with effect from 26 June 2012 respectively due to Mr. Chan and Mr. Ng both could not make a full and active contribution to the Board’s affairs and discharge their duty properly due to their commitments to other listed companies in Hong Kong and overseas (as the case may be) and due to their other business engagements which require more of their attention respectively.

Mr. Chan and Mr. Ng confirmed that they had no disagreement with the Board and there was no other matter relating to their resignation that would need to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board is pleased to announce that Mr. Ho Chi Wai (“**Mr. Ho**”) and Ms. Cui Ying (“**Ms. Cui**”) have been appointed as independent non-executive Directors, members of audit committee, nomination committee and remuneration committee of the Company with effect from 26 June 2012 respectively.

The biographical details of Mr. Ho are as follows:

Mr. Ho, aged 37, holds a Bachelor of Business Administration (Hons) from the Lingnan University (Hong Kong) (formerly known as Lingnan College (Hong Kong)), he is a certified public accountant of the Hong Kong Institute of Certified Public Accountants, a fellow of the Association of Chartered Certified Accountants, a certified tax adviser of the Taxation Institute of Hong Kong and also an associate of the Taxation Institute of Hong Kong. Mr. Ho had over 14 years of experience in audit and financial managements.

The biographical details of Ms. Cui are as follows:

Ms. Cui, aged 44, holds a Bachelor of Economy Management majoring in external trade economics’ technology (經濟管理工程系外貿技術經濟) from the Hunan University, Department of the Economic Management Engineering (湖南大學經濟管理工程系) and also a professional accountant of the Certificate of Accounting Professional, Luohu District, Bureau of Finance (羅湖區財政局), the People’s Republic of China. Ms. Cui had over 21 years of experience in administrative and financial managements.

Mr. Ho and Ms. Cui have respectively entered into a letter of appointment with the Company for an initial term of one year commencing on 26 June 2012. Their appointments are 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. Ho and Ms. Cui are entitled to an annual Director’s fee of HK\$200,000 which is determined with reference to the market rate and their time, effort and expertise to be exercised on the Group’s affairs and the Company’s remuneration policy.

Mr. Ho and Ms. Cui have confirmed that, during the past 3 years since the date of this announcement, save as disclosed above, they have not hold any other directorships in any other listed companies. Mr. Ho and Ms. Cui do 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 have 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**”) of the Stock Exchange (the “**GEM Listing Rules**”)).

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

The Board, Mr. Ho and Ms. Cui have confirmed that they are not aware of any other matters which need to be brought to the attention of the Shareholders and the Stock Exchange.

The Board also announced that Ir. Edmund Kwok King Yan (“**Ir. Kwok**”) resigned as the chairman of nomination committee and remuneration committee of the Company and Mr. Kwok Kam Tim (“**Mr. Kwok**”) have been appointed as the chairman of nomination committee and remuneration committee of the Company with effect from 26 June 2012 respectively due to re-division of functions. Ir. Kwok would remain as members of nomination committee and remuneration committee of the Company.

The Board would like to welcome Mr. Ho and Ms. Cui to join the Company and would like to express its gratitude to Mr. Chan and Mr. Ng for their valuable contributions to the Company during their tenure of services.

By order of the Board of
Ming Kei Holdings Limited
Mr. Ho Pui Tin, Terence
Chief Executive Officer and Executive Director

Hong Kong, 26 June 2012

As at the date of this announcement, the Company’s executive Directors are Ms. Yick Mi Ching, Dawnibilly, Mr. Tsang Ho Ka, Eugene, Mr. 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, Ir. Edmund Kwok King Yan, Mr. Ho Chi Wai and Ms. Cui Ying.

This announcement, for which the directors of the Company 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 at least 7 days from the date of its posting and the Company’s website at www.mingkeiholdings.com.