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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)**

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 2 AUGUST 2012;  
(2) RETIREMENT OF DIRECTORS  
AND  
(3) RESIGNATION OF MEMBERS OF THE AUDIT COMMITTEE,  
REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the AGM held on 2 August 2012.

The Board further announces that Ms. Yick, Mr. Kinley and Ir. Kwok retired at the AGM and did not offer themselves for re-election as executive/independent non-executive Director (as the case may be) due to other business engagements which require more of their attentions.

The board further announces that Mr. Kinley and Ir. Kwok resigned as the member of the audit committee, remuneration committee and nomination committee of the Company respectively with effect from 2 August 2012 due to their Retirement.

Reference is made to the circular (the “**Circular**”) of Ming Kei Holdings Limited (the “**Company**”) and the notice (the “**Notice**”) of the annual general meeting (the “**AGM**”) dated 29 June 2012. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

\* *for identification purpose only*

## RESULTS OF THE AGM

At the AGM held on 2 August 2012, all proposed resolutions as set out in the Notice were taken by poll. The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of AGM, the total number of issued shares in the Company was 230,502,198 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on all the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the AGM under the GEM Listing Rules. No parties were indicated in the Circular that they intended to vote against or to abstain from voting on any resolution at the AGM.

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of each of the resolutions were as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To receive and consider the audited consolidated financial statements and the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 March 2012	82,806,180 (100)	0 (0)
2. (a) To re-elect Mr. Ho Pui Tin Terence as executive Director	82,806,180 (100)	0 (0)
(b) To re-elect Mr. Chow Pak Wah Oliver as executive Director	82,806,180 (100)	0 (0)
(c) To re-elect Mr. Ho Chi Wai as independent non-executive Director	82,806,180 (100)	0 (0)
(d) To re-elect Ms. Cui Ying as independent non-executive Director	82,806,180 (100)	0 (0)
(e) To authorise the board of Directors to fix the Directors' remuneration	82,806,180 (100)	0 (0)
3. To re-appoint BDO Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration	82,806,180 (100)	0 (0)
4. To grant the general mandate to the Directors to issue, allot and deal with the shares of the Company	82,806,180 (100)	0 (0)
5. To grant the general mandate to the Directors to repurchase the shares of the Company	82,806,180 (100)	0 (0)
6. To add the nominal amount of the shares of the Company repurchased by the Company to the mandate granted to the Directors under resolution no. 4	82,806,180 (100)	0 (0)
7. To adopt the new share option scheme and terminate the existing share option scheme	82,806,180 (100)	0 (0)

## **RETIREMENT OF DIRECTORS**

The Board further announces that Ms. Yick Mi Ching, Dawnibilly (“**Ms. Yick**”), Mr. Kinley Lincoln James Lloyd (“**Mr. Kinley**”) and Ir. Edmund Kwok King Yan (“**Ir. Kwok**”) retired and did not offer themselves for re-election as executive/independent non-executive Director (as the case may be) at the AGM due to other business engagements which require more of their attentions.

Each of Ms. Yick, Mr. Kinley and Ir. Kwok confirmed that he/she has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there is no disagreement with the Board and there are no matters relating to his/her retirement (the “**Retirement**”) that need to be brought to the attention of the Shareholders or the Stock Exchange.

Immediately after the retirement of Ms. Yick, the 7,940,104 Options granted to Ms. Yick will be lapsed on 2 August 2012.

The biographical details of each of Ms. Yick, Mr. Kinley and Ir. Kwok are as follows:

### **Ms. Yick Mi Ching, Dawnibilly**

Ms. Yick, aged 52, an executive Director and the administrative manager of the Group. She holds a Master of Business Administration and a Master of Management from Macquarie Graduate School of Management, Australia respectively and Honours Degree of Bachelor of Arts in Business Administration from the University of Portsmouth, United Kingdom. Ms. Yick has also completed a diploma in secretarial and administration from the City and Guilds of London Institute and an advanced diploma in secretarial and administrative studies from the Hong Kong Management Association. She has over 17 years of experience in the field of administration. Ms. Yick has over the past years adopted a proactive management approach and delivered an outstanding performance in various areas, specifically in the areas of corporate management and providing secretarial support to the senior executive. She has taken up the management role as an executive director of a number of subsidiaries of the Company respectively. Mr. Yick is also an executive director of the Newtree Group Holdings Limited (the “**Newtree**”), a company incorporated in Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange (stock code: 1323).

Ms. Yick has entered into the service contract with the Company for a term of one year commencing on 23 July 2008 and shall continue thereafter until terminated by either party giving to the other not less than one month notice in writing. Her appointment is subject to retirement by rotation and/or re-election in accordance with the Bye-laws. Pursuant to the terms of her service contract, Ms. Yick is entitled to a monthly fee of HK\$15,750 which was determined with reference to her duties and responsibilities with the Company, plus a discretionary year-end bonus to be determined by the Board.

As at the date hereof, Ms. Yick was granted Options on 3 September 2010 under the Existing Share Option Scheme entitling her to subscribe for 7,940,104 Shares at an exercise price of HK\$0.755 per Share during the period from 3 September 2010 to 2 September 2020, which will be lapsed on 2 August 2012 due to her retirement and ceased to be a Participant under the Existing Share Option Scheme.

Save as disclosed above, Ms. Yick did not hold any other positions in the Company and its subsidiaries and is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed, Ms. Yick did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

**Mr. Kinley Lincoln James Lloyd**

Mr. Kinley, aged 34, an independent non-executive Director and a member of the audit committee, remuneration committee and nomination committee of the Company. He is a solicitor of the High Court of Hong Kong, a solicitor of the Supreme Court of New South Wales, Australia and a barrister and solicitor of the Supreme Court of Western Australia. Mr. Kinley holds a graduate certificate in legal practice and bachelor's degree in law from the University of Technology, Sydney, Australia. He has over 9 years legal experience in both Australia and Hong Kong respectively and his practice has been focused on the areas of employment law and general commercial litigation. Mr. Kinley is currently solicitor in a law firm. He was appointed as the non-executive Director with effect from 5 October 2009, and has been re-designated as an independent non-executive Director with effect from 3 November 2009. Mr. Kinley is also an independent non-executive director of the Newtree.

Mr. Kinley has entered into the service contract with the Company for a term of one year commencing from 5 October 2010 and shall continue thereafter until terminated by either party giving to the other not less than one month notice in writing. His appointment is subject to retirement by rotation and/or re-election in accordance with the Bye-laws. Pursuant to the terms of his service contract, Mr. Kinley is entitled to a monthly Director's fee of HK\$10,000 which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, Mr. Kinley did not hold any other positions in the Company and its subsidiaries and is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed, Mr. Kinley did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

## **Ir. Edmund Kwok King Yan**

Ir. Kwok, aged 49, an independent non-executive Director and a member of the audit committee, remuneration committee and nomination committee of the Company. He holds a bachelor's degree in science (engineering) from the Imperial College of Science and Technology, University of London and a MBA degree from the London Business School. He is also a member of The Hong Kong Institution of Engineers, a Charter Member of The British Computer Society and also a U.K. Chartered Engineer. Ir. Kwok has over 21 years of extensive practical experiences and extensive knowledge in the accounting, financial, corporate finance, tel-communications, property investments and natural resources industry.

Ir. Kwok had been the chief financial officer and executive director of Jinchuan Group International Resources Co. Ltd (formerly known as Macau Investment Holdings Limited, Signal Media and Communications Holdings Limited and Goldigit Atom-Tech Holdings Limited respectively), a company incorporated in Cayman Islands with limited liability and listed on the main board of the Stock Exchange (Stock Code: 2362). Ir. Kwok is currently the executive director and chief financial officer of Hang Po Resources, a private company which specializes in natural resources industry especially in the mining right trading business.

Ir. Kwok has entered into a service contract with the Company for a term of one year commencing from 10 February 2012 and shall continue thereafter until terminated by either party giving to the other not less than one month notice in writing. His appointment is subject to retirement by rotation and/or re-election in accordance with the Bye-laws. Pursuant to the terms of his service contract, Ir. Kwok is entitled to a monthly Director's fee of approximately HK\$16,666 which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, Ir. Kwok did not hold any other positions in the Company and its subsidiaries and is not connected with any other Directors, senior management, substantial Shareholders or controlling Shareholders of the Company. Save as disclosed, Ir. Kwok did not hold any directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not have any other interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no information relating to the Retirement of Ms. Yick, Mr. Kinley and Ir. Kwok that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board further announces that Mr. Kinley and Ir. Kwok resigned as (the “**Resignation**”) the member of the audit committee, remuneration committee and nomination committee of the Company respectively with effect from 2 August 2012 due to their Retirement.

The Board and Mr. Kinley and Ir. Kwok have confirmed that they had no disagreement with the Board and they are not aware of any other matters relating to their Resignation which need to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express its gratitude to Ms. Yick, Mr. Kinley and Ir. Kwok for their valuable contributions to the Company during their tenure of services.

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

Hong Kong, 2 August 2012

*As at the date of this announcement, the executive Directors are Mr. Wong Wai Sing, Mr. Ho Pui Tin, Terence, Mr. Tsang Ho Ka, Eugene and Mr. Chow Pak Wah, Oliver; the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Ho Chi Wai, and Ms. Cui Ying.*

*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>.*