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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)

RESULTS OF THE OPEN OFFER

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The Board announced that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms.

At 4:00 p.m. on Tuesday, 7 August 2012, being the latest time for payment for and acceptance of the Offer Shares, a total of 2 valid acceptances in respect of 41,771,240 Offer Shares provisionally allotted under the Open Offer were received, representing approximately 36.24% of the total number of the Offer Shares available for subscription under the Open Offer and approximately 12.08% of the enlarged issued share capital of the Company of 345,753,297 Shares immediately after the completion of the Open Offer.

The Open Offer became unconditional at 4:00 p.m. on Friday, 10 August 2012. Based on the results of the Open Offer as set out above, the Open Offer was under-subscribed by 73,479,859 Offer Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter has subscribed for 73,497,859 Offer Shares, representing 100% of the total number of Offer Shares not being subscribed for by the Qualifying Shareholders.

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares under the Application Forms will be despatched to those relevant Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on Tuesday, 14 August 2012 at their own risks.

Dealings in the Offer Shares are expected to commence from 9:00 a.m. on Wednesday, 15 August 2012.

Reference is made to the prospectus of Ming Kei Holdings Limited (the "**Company**") dated 24 July 2012 (the "**Prospectus**"). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Prospectus.

** For identification purposes only*

RESULTS OF THE OPEN OFFER

The Board announces that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms.

At 4:00 p.m. on Tuesday, 7 August 2012, being the latest time for payment for and acceptance of the Offer Shares, a total of 2 valid acceptances in respect of 41,771,240 Offer Shares provisionally allotted under the Open Offer were received, representing approximately 36.24% of the total number of the Offer Shares available for subscription under the Open Offer and approximately 12.08% of the enlarged issued share capital of the Company of 345,753,297 Shares immediately after completion of the Open Offer.

The Open Offer became unconditional at 4:00 p.m. on Friday, 10 August 2012.

Underwriting arrangements

Based on the above results, the Open Offer was under-subscribed by 73,497,859 Offer Shares. In accordance with the terms of the Underwriting Agreement, the Underwriter has subscribed for 73,497,859 Offer Shares, representing 100% of the total number of Offer Shares not being subscribed for by the Qualifying Shareholders.

Despatch of share certificates and commencement of dealings in Offer Shares

It is expected that the share certificates for the Offer Shares in respect of the valid acceptances of the Offer Shares under the Application Forms will be despatched to those relevant Shareholders' addresses (as shown on the register of members of the Company) by ordinary post on Tuesday, 14 August 2012 at their own risks.

Dealing in the Offer Shares is expected to commence on the Stock Exchange at 9:00 a.m. on Wednesday, 15 August 2012.

Change in shareholding structure of the Company

	Immediately before completion of the Open Offer		Immediately after completion of the Open Offer	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Directors				
Mr. Wong Wai Sing (“ Mr. Wong ”) (<i>Note 1</i>)	112,076	0.05	112,076	0.03
Mr. Tsang Ho Ka Eugene (“ Mr. Tsang ”) (<i>Note 2</i>)	7,940,104	3.44	7,940,104	2.30
Public				
The Underwritten Shares subscribed by the Underwriter	-	-	73,479,859	21.25
Other public shareholders	222,450,018	96.51	264,221,258	76.42
Total	<u>230,502,198</u>	<u>100.00</u>	<u>345,753,297</u>	<u>100.00</u>

Note:

1. *Mr. Wong is the chairman of the Company and a non-executive Director. Of the 112,076 Shares, 75,676 Shares are held by Ming Kei International Holding Company Limited, a company which is wholly and beneficially owned by Mr. Wong, accordingly he is deemed to be interested in the 75,676 Shares.*
2. *Mr. Tsang is an executive Director.*

On behalf of the board of
Ming Kei Holdings Limited
Mr. Ho Pui Tin, Terence
Chief Executive Officer and Executive Director

Hong Kong, 13 August 2012

As at the date of this announcement, the executive Directors are Mr. Ho Pui Tin, Terence, Mr. Tsang Ho Ka, Eugene and Mr. Chow Pak Wah, Oliver, the non-executive Director is Mr. Wong Wai Sing and 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 “Latest Company Announcements” page of the GEM website (www.hkgem.com) for at least 7 days from the date of its posting and the Company’s website at www.mingkeiholdings.com.