

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**COMPLETION OF PLACING OF NEW SHARES
UNDER GENERAL MANDATE
AND
RESIGNATION OF A JOINT COMPANY SECRETARY AND
RE-DESIGNATION OF A DIRECTOR**

As all the conditions of the Placing had been fulfilled, the Board announces that the Placing was completed on 29 August 2012 in accordance with the terms and conditions of the Placing Agreement dated 20 August 2012. A total of 46,100,000 Placing Shares had been successfully placed to not less than six (6) Placees, who and whose ultimate beneficial owners were Independent Third Parties, at the Placing Price of HK\$0.36 per Placing Share.

The Board also announces the resignation as the Joint Company Secretary and re-designation from executive Director to a non-executive Director of Mr. Tsang respectively, both with effect from 29 August 2012. Mr. Cheng Man Wah, the other Joint Company Secretary, will continue to act as the sole company secretary of the Company.

Reference is made to the announcement (the “**Announcement**”) of Ming Kei Holdings Limited (the “**Company**”) dated 20 August 2012 in relation to, inter alia, the Placing. Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Announcement.

COMPLETION OF THE PLACING

As all the conditions of the Placing had been fulfilled, the Board announces that the Placing was completed on 29 August 2012 in accordance with the terms and conditions of the Placing Agreement dated 20 April 2012. A total of 46,100,000 Placing Shares had been successfully placed to not less than six (6) Placees, who and whose ultimate beneficial owners were Independent Third Parties, at the Placing Price of HK\$0.36 per Placing Share.

* For identification purposes only

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structures of the Company immediately before completion of the Placing and immediately the after completion of the Placing are as follows:

	Immediately before completion of the Placing		Immediately after the completion of the Placing	
	Number of Shares	Approx. %	Number of Shares	Approx. %
Directors				
Mr. Wong Wai Sing (“ Mr. Wong ”) (Note 1)	112,076	0.03	112,076	0.03
Mr. Tsang Ho Ka Eugene (“ Mr. Tsang ”) (Note 2)	7,940,104	2.30	7,940,104	2.03
Public				
Placees	-	-	46,100,000	11.76
Other public Shareholders	337,701,117	97.67	337,701,117	86.18
Total	<u>345,753,297</u>	<u>100.00</u>	<u>391,853,297</u>	<u>100.00</u>

Notes:

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 such 75,676 Shares.

2. Mr. Tsang is a non-executive Director.

RESIGNATION OF A JOINT COMPANY SECRETARY AND RE-DESIGNATION OF A DIRECTOR

The Board also announces the resignation of Mr. Tsang as a joint company secretary (the “**Joint Company Secretary**”) of the Company, and the re-designation as a non-executive Director from his position as an executive Director respectively, both with effect from 29 August 2012 due to other business engagements which require more of his attention. Mr. Tsang has confirmed there is no disagreement with the Board.

Mr. Tsang, aged 31, is a Certified Practising Accountant (“CPA”) of the CPA Australia, a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a member of the Hong Kong Institute of Directors, an associate management accountant of the Institute of Certified Management Accountants, Australia, an associate of the Taxation Institute of Hong Kong, a full member of the Institute of Accountants Exchange, a Certified Tax Adviser of the Taxation Institute of Hong Kong and also the member of the Hong Kong Mining Investment Professionals Association. Mr. Tsang holds a bachelor’s degree in commerce from the University of New South Wales, Australia and also completed an accounting extension course of Australian Taxation Law and Australian Corporations Law in the University of Sydney, Australia. Mr. Tsang has over 9 years of experience in accounting and financial management and previously worked in Deloitte Touche Tohmatsu, an international certified public accounting firm, and a Hong Kong listed company. Mr. Tsang is also the founder of the Gattaca Company Limited, an independent consultancy company specializing in corporate restructuring and financial reengineering. Mr. Tsang has experience in a wide range of business, including trading and distribution of recycled computers and related accessories, the provision of information technology consulting and related maintenance services, trading of bags and accessories, coordination of various logistics services, the coal mining, sale and distribution of coals in the PRC, international coal trading, general trading in the PRC, property investments, business consultancy and financial printing services. Prior to joining the Company, Mr. Tsang was the company secretary and the qualified accountant of the Richfield Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which were previously listed on the GEM (stock code: 8136) and subsequently transferred to the main board of the Stock Exchange (stock code: 183) from March 2006 to March 2007. Mr. Tsang is also an executive director and joint company secretary of Newtree Group Holdings Limited, whose shares are listed on the main board of the Stock Exchange (stock code: 1323).

Save as disclosed above, Mr. Tsang has not held any other directorships in listed public companies in the last three years and does not have any relationship with any directors, senior management or any substantial or controlling shareholders of the Company.

Except for the re-designation, the original terms and conditions of appointment of Mr. Tsang with the Company remain unchanged. There is no specified length of service period of Mr. Tsang and his appointment continues unless and until terminated by either party by giving to the other party no less than one month notice in writing. Mr. Tsang is subject to the provisions of retirement and rotation of directors under the bye-laws of the Company. Mr. Tsang is entitled to a director’s fee of HK\$25,000 per month, which is determined based on the market rate and his time, effort and expertise to be exercised on the Group’s affairs and the Company’s remuneration policy.

There is no other information relating to Mr. Tsang that is required to be disclosed pursuant to the requirements of Rule 17.50(2) of the GEM Listing Rules.

Save as disclosed above, the Board and Mr. Tsang are not aware of any matters in relation to his resignation as a Joint Company Secretary and re-designation as a non-executive Director that needs to be brought to the attention of Shareholders or the Stock Exchange.

The Board further announces that as a consequence of the resignation of Mr. Tsang as a Joint Company Secretary, Mr. Cheng Man Wah, the other Joint Company Secretary, who meets the requirements of a company secretary under Rule 5.14 of the GEM Listing Rules, will continue to act as the the sole company secretary of the Company.

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

Hong Kong, 29 August 2012

As at the date of this announcement, the executive Directors are Mr. Ho Pui Tin, Terence and Mr. Chow Pak Wah, Oliver; the non-executive Directors are Mr. Wong Wai Sing and Mr. Tsang Ho Ka, Eugene 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.