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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)

### POLL RESULTS OF THE SPECIAL GENERAL MEETING

The Board is pleased to announce that all the resolutions set out in the Notice dated 26 September 2012 have been duly passed by poll at the SGM.

Reference is made to the notice of SGM (the “**Notice**”) and the circular (the “**Circular**”) of the Ming Kei Holdings Limited (the “**Company**”) dated 26 September 2012. Capitalised terms used in this announcement shall have the same meanings as those defined in the Notice and Circular unless otherwise specified herein.

At the SGM, all proposed resolutions as set out in the Notice have been duly passed by way of poll. The poll results of each resolution proposed at the SGM were as follows:

Ordinary Resolutions <sup>Note</sup>		Number of votes (%)	
		For	Against
1.	To consider and approve the sale and purchase agreement dated 24 May 2012 supplemented by the supplemental agreement dated 15 August 2012 and the letter of agreement dated 10 September 2012 and the transactions contemplated thereunder, including but not limited to the allotment and issue of the consideration shares and approving further extension of the long stop date of the sale and purchase agreement	184,894,000 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
2.	To grant a general mandate to directors of the Company to allot, issue and otherwise deal with the shares of the Company	184,894,000 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		
3.	To add the nominal amount of shares repurchased by the Company to the mandate granted to the directors of the Company under resolution no. 2	184,894,000 (100.000%)	0 (0.000%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

*Note: Please refer to the Notice for full version of the ordinary resolutions.*

\* For identification purposes only

As at the date of the SGM, the total number of issued Shares was 391,853,297, all Shareholders of which were entitled to attend and vote for or against the Resolution No. 1 at the SGM. In relation to Ordinary Resolution Nos. 2 and 3 of the SGM, the total number of Shares entitling the Independent Shareholders to attend and vote for or against such resolutions was 383,801,117. There were no Shares entitling the Shareholders to attend and vote only against the resolutions at the SGM.

Pursuant to Rule 13.36(4) of the Listing Rules, the New General Mandate and any extension thereof requires the approval of the Independent Shareholders at the SGM at which any of the controlling Shareholders and their associates, or where there are no controlling Shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolutions. As at the date of the SGM, the Company had no controlling Shareholders. Mr. Wong and Mr. Tsang and their respective associates which together interested in 8,052,180 Shares, representing approximately 2.06% of the issued share capital of the Company as at the date of SGM, were required to, and did, abstain from voting on the Ordinary Resolutions Nos. 2 and 3.

The Company's Hong Kong branch share registrar, Tricor Tengis Limited, was appointed as the scrutineer for purpose of vote-taking at the SGM.

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

Hong Kong, 16 October 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](http://www.hkgem.com)) for at least 7 days from the date of its posting and the Company's website at [www.mingkeiholdings.com](http://www.mingkeiholdings.com).*