THE CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Ming Kei Energy Holdings Limited (the "Company"), you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance on the whole or any part of the contents of this circular.



(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8239)

DISCLOSEABLE TRANSACTION INVOLVING SUBSCRIPTION OF NEW SHARES IN WING HING INTERNATIONAL (HOLDINGS) LIMITED

A letter from the board of directors of the Company is set out on pages 3 to 7 of this circular.

This circular 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 the Company's website at www.mingkeienergy.com.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings when used herein:

"Announcement" the announcement of the Company dated 5 August

2008 in relation to Subscription

"associates" has the meaning ascribed to this term under the GEM

Listing Rules

"Board" the board of Directors from time to time

"Company" Ming Kei Energy Holdings Limited, a company

incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on

GEM

"Completion" completion of the Subscription in accordance with the

terms and conditions of the Placing Letter. i.e. 14

August 2008

"connected person(s)" has the meaning ascribed to it under the GEM Listing

Rules

"Directors" directors (including the independent non-executive

directors) of the Company from time to time

"GEM" the Growth Enterprise Market of the Stock Exchange

"GEM Listing Rules" the Rules Governing the Listing of Securities on GEM

"Group" the Company and its subsidiaries from time to time

"Hong Kong" the Hong Kong Special Administrative Region of the

PRC

"Independent Third Party(ies)" any person(s) or company(ies) and their respective

ultimate beneficial owner(s), to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons in accordance with the GEM Listing Rules

"Latest Practicable Date" 18 August 2008, being the latest practicable date prior

to the printing of this circular for ascertaining certain

information contained herein

DEFINITIONS

"Placing Agent" or Partners Capital Securities Limited, a licensed "Partners Capital" corporation to carry on business in type 1 (dealing in securities) regulated activities under SFO "Placing Letter" the conditional placing letter dated 4 August 2008 entered into between the Company and the Placing Agent "PRC" the People's Republic of China, which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region of the PRC and Taiwan "SFO" the Hong Kong Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) "Share(s)" ordinary share(s) of HK\$0.01 each in the share capital of the Company "Shareholder(s)" holder(s) of the Share(s) from time to time "Stock Exchange" The Stock Exchange of Hong Kong Limited "Subscription" the subscription of the Subscription Shares pursuant to the Placing Letter "Subscription Price" HK\$1.43 per Subscription Share "Subscription Shares" an aggregate of 1,600,000 new Wing Hing Shares to be subscribed by the Company pursuant to the Placing Letter "Wing Hing" Wing Hing International (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which is listed on the main board of the Stock Exchange (Stock code: 621) "Wing Hing Group" Wing Hing and its subsidiaries "Wing Hing Shares" ordinary share(s) of HK\$1.00 each in the share capital of Wing Hing Hong Kong dollars, the lawful currency of Hong Kong "HK\$" "%" per cent.



 $(incorporated\ in\ the\ Cayman\ Islands\ with\ limited\ liability)$

(Stock Code: 8239)

Executive Directors:

Mr. Guo Xu (*Chairman*) Mr. Yeung Leung Kong Mr. Cheung King Shan

Mr. Li Qing

Ms. Yick Mi Ching, Dawnibilly

Independent non-executive Directors:

Mr. Sung Wai Tak, Herman

Mr. Fung Ho Yin Mr. Chung Ho Tung $Registered\ of fice:$

Cricket Square Hutchins Drive

P.O. Box 2681 Grand Cayman, KYI-1111

Cayman Islands

Head office and principal place of

business in Hong Kong:

Room 3308-3309

The Center

99 Queen's Road Central

Central Hong Kong

20 August 2008

To the Shareholders

Dear Sir or Madam,

DISCLOSEABLE TRANSACTION: INVOLVING SUBSCRIPTION OF NEW SHARES IN WING HING INTERNATIONAL (HOLDINGS) LIMITED

INTRODUCTION

Reference is made to the Announcement in which the Board announced that on 4 August 2008, the Company had entered into the Placing Letter with Partners Capital, pursuant to which, Partners Capital, as the placing agent to Wing Hing, has agreed to procure Wing Hing, as the issuer to allot and issue and the Company, as one of the subscribers, has agreed to subscribe in cash for the 1,600,000 Subscription Shares for a total subscription price of HK\$2,288,000, i.e. HK\$1.43 per new Wing Hing Share.

The purpose of this circular is to provide you with further details regarding the Subscription and the Group.

^{*} for identification purpose only

THE PLACING LETTER

Date: 4 August 2008

Parties: (1) the Company, as one of the subscribers

(2) Partners Capital Securities Limited, as placing agent to Wing Hing

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, both Partners Capital and Wing Hing and their respective ultimate beneficial owners are Independent Third Parties.

Subscription

Pursuant to the Placing Letter, the Company has agreed to subscribe for, and Partners Capital, as the placing agent to Wing Hing, has agreed to procure Wing Hing, as the issuer to allot and issue the Subscription Shares, representing approximately 2.32% of the issued share capital of Wing Hing as at the date of the Placing Letter and approximately 2.00% of the total issued share capital of Wing Hing as enlarged by the allotment and issue of the 10,860,000 new Wing Hing Shares upon Completion. There are no restrictions to the subsequent sale of the Subscription Shares.

Subscription price:

The total subscription price for the Subscription Shares is HK\$2,288,000, i.e. HK\$1.43 per new Wing Hing Share, which has been paid in cash by the Company upon Completion by internal resources of the Group.

The Subscription Price of HK\$1.43 represents (i) a discount of approximately 17.34% to the closing price of HK\$1.73 per Wing Hing Share as quoted on the Stock Exchange on 31 July 2008, being the last trading day for the Wing Hing Shares prior to the placing agreement of Wing Hing dated 1 August 2008; (ii) a discount of approximately 19.93% to the average closing price per Share of HK\$1.786 as quoted on the Stock Exchange for the last five consecutive trading days up to and including 31 July 2008, being the last trading day for the Wing Hing Shares prior to the placing agreement of Wing Hing dated 1 August 2008; (iii) a discount of approximately 19.16% to the average closing price per Share of HK\$1.769 as quoted on the Stock Exchange for the last ten consecutive trading days up to and including 31 July 2008, being the last trading day for the Wing Hing Shares prior to the placing agreement of Wing Hing dated 1 August 2008; and (iv) a discount of approximately 4.03% to the closing price per Wing Hing Share of HK\$1.49 as quoted on the Stock Exchange as at the Latest Practicable Date.

The Subscription Price is determined after arm's length negotiation between Wing Hing and Partners Capital with reference to the prevailing market price and the recent trading volume of Wing Hing Shares. The Directors (including the independent non-executive Directors) consider that the Subscription Price is fair and reasonable based on the current market conditions and that the Subscription is in the interests of the Company and the Shareholders as a whole.

The Directors consider that the Placing Letter was entered into on normal commercial terms and its terms are fair and reasonable and the entering into of the Placing Letter is in the interests of the Company and the Shareholders as a whole.

Condition of the Subscription

The Subscription is conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the 10,860,000 new Wing Hing Shares (including the Subscription Shares).

Long-stop date and Completion

The placing agreement between Partners Capital and Wing Hing may be terminated if the condition is not fulfilled on or before 15 August 2008 or such later date as may be agreed between Partners Capital and Wing Hing, in which case, the Placing Letter will also be terminated. The Subscription was completed on 14 August 2008.

INFORMATION OF WING HING

Wing Hing is a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of Stock Exchange. The Wing Hing Group is engaged in superstructure construction, foundation piling, substructure works, slope improvement, special construction projects, interior decoration and landscaping works in Hong Kong and is also engaged in the development and management of a series of sophora products and biological vegetable oil in the PRC.

On 20 June 2008, Wing Hing entered into a conditional sale and purchase agreement (subject to completion) in relation to the acquisition of a business engaged in metal refining, coal exploitation and trading in Guizhou Province (貴州省), the PRC.

According to the annual report of Wing Hing for the year ended 31 March 2008, the Wing Hing Group recorded an audited consolidated turnover of approximately HK\$480,292,000 and HK\$513,387,000 for each of the two years ended 31 March 2007 and 2008 respectively. The audited consolidated profit before and after taxation of Wing Hing Group for the year ended 31 March 2007 were approximately HK\$11,499,000 and HK\$10,765,000. The audited consolidated profit before and after taxation of Wing Hing Group for the year ended 31 March 2008 were approximately HK\$7,606,000 and HK\$6,021,000.

The audited total assets of Wing Hing Group as at 31 March 2007 and 31 March 2008 were approximately HK\$250,588,000 and HK\$584,731,000 respectively.

REASONS FOR THE SUBSCRIPTION

The Group is principally engaged in mining, sale and distribution of coals in the PRC and it is also engaged in coordinating various logistics services for its customers.

As stated in the annual report of the Group for the year ended 31 March 2008, the Board believes that in view of the continuous robust growth of the economy and driven by an increasing growth of energy demand in the PRC due to unsustainable nature of the mining resources, the Group is optimistic of the prospects of the coal mining industry in the PRC. The Group will firmly seize the opportunity of the continue growth of demand in the coal market and strive to increase the raw coals production volume and continuously improving the growth quality. The Directors believe that the coal market in the PRC provides abundant business opportunities for the Group in the future.

Hence, the Directors have always been active in seeking business opportunities and to maximise the return of the Group as well as to improve its existing business further in the long run, the Group is actively looking for any other business opportunities elsewhere to improve its standard performance and improve Shareholders' return.

On 8 July 2008, the Company entered into a disposal agreement with a purchaser for the disposal of the entire equity interest in Precious Logistics Limited. Precious Logistics Limited and its subsidiaries are principally engaged in coordinating various logistics services in sea, road and air freight forwarding and other related logistics services. The disposal agreement is subject to the Company's shareholders' approval at an extraordinary general meeting to be convened and held by the Company. After the completion of the disposal, the Group will focus solely on its existing principal business of mining, sale and distribution of coals in the PRC.

On 18 July 2008, the Company entered into a non-legal binding memorandum of understanding in relation to the possible acquisition of a PRC company which is engaged in coal mining and sales of coal. The PRC company has been granted a mining exploitation permit (採礦許可証) issued by the Department of Land and Resources of Guizhou Province (貴州省國土資源廳), and such mining exploitation permit is valid until June 2018.

The Group considers that the Subscription provides (i) an opportunity to enjoy any potential capital gain in the value of the Wing Hing Shares (ii) the Subscription represents an opportunity for the Company to create a synergy effect with Wing Hing as both of them have participated or are going to participate in the coal mining industry; and (iii) a good investment channel for the Company, which is in the interests of the Shareholders and the Company as a whole.

The acquisition of approximately 2.00% of the issued share capital of Wing Hing as enlarged by the allotment and issue of the 10,860,000 new Wing Hing Shares was determined by the Board after taking into consideration of the internal resources of the Group.

Taking into account the benefits of the Subscription and based on the above, the Directors (including the independent non-executive Directors) are of the view that the terms of the Subscription are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

FINANCIAL EFFECTS OF THE SUBSCRIPTION

The Company has paid for the Subscription by its internal resources. The investment in Wing Hing Shares has been accounted for as available-for-sale financial assets of the Company and the Group upon Completion. Having considered (i) the closing price of HK\$1.73 per Wing Hing Share as quoted on the Stock Exchange on 31 July 2008, being the last trading day for the Wing Hing Shares prior to the placing agreement of Wing Hing dated 1 August 2008; and (ii) the investment in Wing Hing Shares has been accounted for as available-for-sale financial assets of the Group, it is expected that the Subscription would not have any material impact on the earnings, assets and liabilities of the Group immediately after the Completion.

GEM LISTING RULES IMPLICATIONS

The Subscription constitutes a discloseable transaction for the Company under the GEM Listing Rules.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendix to this circular.

Yours faithfully,
For and on behalf of the Board of
Ming Kei Energy Holdings Limited
Mr. Guo Xu
Chairman

1. RESPONSIBILITY STATEMENT

This circular, 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:

- (1) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (2) there are no other matters the omission of which would make any statement in this circular misleading; and
- (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

2. DISCLOSURE OF INTERESTS

(a) Directors' and chief executives' interests and short positions in the securities of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to Rule 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Long positions in the Shares

Name of Director	Number of Shares	Type of Interests	Approximate percentage of issued share capital
Mr. Guo Xu (Notes 1)	689,500,000	Corporate	26.12%

Note:

Tolmen Star Limited ("Tolmen Star") is wholly owned by Mr. Guo Xu ("Mr. Guo").
 Accordingly, Mr. Guo is deemed to be interested in the 689,500,000 Shares in which Tolmen Star is interest in.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests and short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) are required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) are required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

(b) Persons who have an interest or short position which is discloseable under Divisions 2 and 3 of Part XV of the SFO

So far as is known to the Directors and the chief executive of the Company, as at the Latest Practicable Date, the following person (not being Directors or chief executive of the Company) or corporation had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Long positions in the Shares

Name of Shareholder	Notes	Type of interests	Number of Shares	Approximate percentage of interests
Tolmen Star	1	Beneficial owner	689,500,000	26.12%
Mr. Guo Xu	1	Interest in controlled corporation	689,500,000	26.12%
Ms. Zhou Ya Ping	2	Interest of spouse	689,500,000	26.12%
Ming Kei International Holding Company Limited ("Ming Kei")	3	Beneficial owner	339,000,000	12.84%
Mr. Wong Wai Sing		Beneficial owner	80,000,000	3.03%
	3	Interest in controlled corporation	339,000,000	12.84%
Mr. Wong Wai Ngok		Beneficial owner	80,000,000	3.03%
	3	Interest in controlled corporation	339,000,000	12.84%
Ms. Tsang Tsz Kwan	4	Interest of spouse	419,000,000	15.87%

Notes:

- 1. Tolmen Star is wholly and beneficially owned by Mr. Guo Xu, an executive Director and director of Tolmen Star.
- 2. Ms. Zhou Ya Ping is the wife of Mr. Guo Xu, therefore she is deemed to be interested in the Shares of Mr. Guo Xu.
- 3. Ming Kei is jointly owned by Mr. Wong Wai Ngok and Mr. Wong Wai Sing. Accordingly, Mr. Wong Wai Ngok and Mr. Wong Wai Sing are deemed to be interested in the 339,000,000 Shares in which Ming Kei is interested in.
- 4. Ms. Tsang Tsz Kwan is the wife of Mr. Wong Wai Ngok, therefore she is deemed to be interested in the Shares of Wong Wai Ngok.

Save as disclosed above, as at the Latest Practicable Date, the Directors and the chief executive of the Company were not aware of any other person (other than the Directors and the chief executive of the Company) who had, or was deemed to have, interests or short positions in the shares or underlying shares of the Company (including any interests in options in respect of such capital), which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who was directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors has entered into any service contract or management agreement, proposed or otherwise with any member of the Group (excluding contracts expiring or terminable by the employer within one year without payment of compensation other than statutory compensation).

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or the management Shareholders (as defined in the GEM Listing Rules) or their respective associates has any interest in business which competes with or may compete with the business of the Group.

5. LITIGATION

On 13 April 2006, a customer filed a writ of summons against Marine Power Company Limited (the "Marine Power"), a wholly owned subsidiary of the Group as the second defendant, to recover the cargo of goods. According to the documentation filed to the court, the potential claim of failing to recover the cargo of goods will be approximately HK\$580,000.

Further, on 13 April 2006, a customer issued a writ of summons in the High Court of Hong Kong against Marine Power as the defendant to recover certain cargoes from Marine Power, who acted as agent for another carrier in Taiwan in signing a number of bills of lading for transportation of such cargoes from Hong Kong to Brazil. No specified amount was claimed by that customer on the writ of summons.

In addition, on 15 May 2006, a customer issued a writ of summons in the High Court of Hong Kong against Marine Power as the defendant to recover certain cargoes from Marine Power, who acted as agent for another carrier in Taiwan in signing a number of bills of lading for transportation of such cargoes from Hong Kong to Brazil. No specified amount was claimed by that customer on the writ of summons.

Based on the advice of Marine Power's legal adviser, the directors are of the view that Marine Power has sufficient grounds to defend. Accordingly, no provision has been made in the Company's account.

Save as disclosed above, as at the Latest Practicable Date, no member of the Group is engaged in any litigation or arbitration of material importance and no litigation of claim of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

6. MISCELLANEOUS

- (a) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KYI-1111, Cayman Islands and the head office and principal place of business of the Company is located at Room 3308-3309, The Center, 99 Queen's Road Central, Hong Kong.
- (b) The principal share registrar and transfer office of the Company is Bank of Bermuda (Cayman) Limited located at P.O. Box 513 GT, Strathvale House, North Church Street, George Town, Grand Cayman, KYI-1111, Cayman Islands. The branch share registrar and transfer office of the Company in Hong Kong is Tricor Tengis Limited, located at 26th Floor, Tesbury Centre, 28 Queen's Road East Wanchai, Hong Kong.
- (c) The company secretary of the Company is Mr. Tsang Ho Ka, Eugene who is a Certified Practising Accountant 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 and also an associate of the Taxation Institute of Hong Kong.
- (d) The qualified accountant of the Company is Mr. Luk Yue Kan, who is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants.
- (e) The compliance officer of the Company is Mr. Li Qing who is also an executive Director of the Company.

(f) The Company has established an audit committee with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules. The audit committee reviews the effectiveness of both the external and internal audit and of internal controls and risk evaluation.

The audit committee of the Company comprises the three independent non-executive Directors, being Mr. Sung Wai Tak, Herman, Mr. Fung Ho Yin and Mr. Chung Ho Tung. Set out below are their background and directorships (present and past) of other companies listed on GEM, the main board of the Stock Exchange or other stock exchanges.

Mr. Sung Wai Tak, Herman ("Mr. Sung"), aged 50, is a solicitor of the High Court of the Hong Kong Special Administrative Region and the Supreme Court of the New South Wales in Australia. Mr. Sung holds a bachelor's degree of art from The Chinese University of Hong Kong, a bachelor's degree of laws from The University of London and holds a master of laws from The University of Sydney. Mr. Sung has extensive experiences in the legal area both in Hong Kong and Australia respectively and he is currently a solicitor practising in Hong Kong and his practice has been focused on commercial related matters. Mr. Sung is currently an independent non-executive director of the Argos Enterprise (Holdings) Limited (Stock Code: 8022), a company listed on the Growth Enterprise Market ("GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Mr. Fung Ho Yin ("Mr. Fung"), aged 34, is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, an associate of the Hong Kong Institute of Company Secretaries, an associate of the Institute of Chartered Secretaries & Administrators. Mr. Fung holds a bachelor's degree of arts (honour) in accountancy from the Hong Kong Polytechnic University. Mr. Fung has over 10 years of experience in auditing and tax advisory in Hong Kong. Mr. Fung is currently an audit manager of a Hong Kong based medium size certified public accountants firm.

Mr. Chung Ho Tung ("Mr. Chung"), aged 33, is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants. Mr. Chung holds a bachelor 's degree of arts (honour) in accounting and financial management from the University of Essex, United Kingdom and also holds a master of philosophy degree in finance from the University of Cambridge, United Kingdom. Mr. Chung has over 8 years of extensive experience in securities and corporate finance. Mr. Chung is currently an associate director of a corporate finance company specialized in financial and mergers and acquisitions advisory, banking and financing in Hong Kong Special Administrative Region, the People's Republic of China and Taiwan.

(g) The English text of this circular shall prevail over the Chinese text in case of any inconsistency.