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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in Ming Kei Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSAL FOR GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Ming Kei Holdings Limited to be held at Room 2103, 21/F, No. 9 Queen's Road Central, Central, Hong Kong on Friday, 2 August 2013 at 11:00 a.m. is set out on pages 13 to 16 of this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying proxy form, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

* *For identification purposes only*

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 Stock 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 otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company convened to be held at Room 2103, 21/F, No. 9 Queen’s Road Central, Central, Hong Kong on Friday, 2 August 2013 at 11:00 a.m., notice of which is set out on pages 13 to 16 of this circular;
“associate(s)” or “connected person(s)”	has the meaning ascribed to this term under the GEM Listing Rules;
“Board”	the board of Directors from time to time;
“Bye-law(s)”	the bye-laws of the Company;
“Company”	Ming Kei Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability whose Shares are listed on GEM;
“Director(s)”	the director(s) of the Company from time to time;
“GEM”	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 People’s Republic of China;
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders;
“Latest Practicable Date”	18 June 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein;
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders;

DEFINITIONS

“SFO”	the 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);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ho Pui Tin, Terence
(Chief Executive Officer and Vice Chairman)
Mr. Chow Pak Wah, Oliver

Non-executive Directors:

Mr. Wong Wai Sing *(Chairman)*
Mr. Tsang Ho Ka, Eugene

Independent non-executive Directors:

Mr. Kwok Kam Tim
Mr. Ho Chi Wai
Ms. Cui Ying

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Room 2103, 21/F
No. 9 Queen's Road Central
Central, Hong Kong

27 June 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSAL FOR GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for (i) the granting of the Issue Mandate and the Repurchase Mandate; and (ii) the re-election of Directors.

RE-ELECTION OF DIRECTORS

In accordance with Bye-law 84(1) of the Bye-laws, Mr. Wong Wai Sing, Mr. Tsang Ho Ka, Eugene, Mr. Kwok Kam Tim shall retire from office by rotation and, being eligible, will offer themselves for re-election, and ordinary resolutions as set out in resolution nos. 2a to 2d will be put forward to the Shareholders at the AGM.

* For identification purposes only

LETTER FROM THE BOARD

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

An ordinary resolution was passed at the annual general meeting of the Company held on 2 August 2012, the Directors were granted a general mandate (the “**Old Issue Mandate**”) to allot, issue and deal with new Shares and to exercise the powers of the Company to repurchase issued Shares. The Old Issue Mandate was refreshed at the special general meeting held on 10 October 2012 and was subsequently utilized by approximately 99.99% for the Company placement of new Shares completed on 27 December 2012. These general mandates will lapse at the conclusion of the AGM. The Directors therefore propose to seek your approval of the ordinary resolutions to be proposed at the AGM to grant the Issue Mandate and the Repurchase Mandate.

Issue Mandate

At the AGM, an ordinary resolution as set out in resolution no. 4 will be proposed such that the Directors be given an unconditional Issue Mandate to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Bye-laws) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the Issue Mandate.

In addition, an ordinary resolution as set out in resolution no. 6 will be proposed to extend the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate.

Repurchase Mandate

At the AGM, an ordinary resolution as set out in resolution no. 5 will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution no. 5 for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 50,452,329 Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the reasonably necessary information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held at Room 2103, 21/F, No. 9 Queen's Road Central, Central, Hong Kong on Friday, 2 August 2013 at 11:00 a.m. is set out on pages 13 to 16 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the Issue Mandate (including the extension of Issue Mandate) and the Repurchase Mandate, and the re-election of Directors.

A proxy form for use at the AGM is enclosed. Whether or not you are able to attend the AGM, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

Pursuant to Code Provision E.1.2 of Appendix 15 of the GEM Listing Rules, it requires that the chairman of the Board should attend the annual general meeting. Due to other business commitment, Mr. Wong Wai Sing, the chairman of the Board, will be unable to attend the AGM but he has appointed Mr. Ho Pui Tin, Terence to act as his representative at the AGM.

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 the information contained in this circular 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 circular misleading.

RECOMMENDATION

The Board consider the proposed resolutions are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully
By Order of the Board
Ho Pui Tin, Terence

Chief Executive Officer and Executive Director

This Appendix I serves as an explanatory statement required to be sent to all Shareholders pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules in connection with the Repurchase Mandate.

THE REPURCHASE MANDATE

Resolution no. 5 set out in the notice of the AGM will, if passed, give a general unconditional mandate to the Directors authorising the repurchase by the Company of up to 10 per cent. of the Shares in issue at the date of the AGM at any time from the passing of the Resolution until the conclusion of the next annual general meeting of the Company, the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable laws of Bermuda to be held, or at any time when the aforementioned mandate is revoked, varied, or renewed by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

Subject to the passing of the relevant ordinary resolution as set out in resolution no. 5 to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, exercise in full of the Repurchase Mandate would result in the repurchase by the Company of a maximum of 50,452,397 Shares during the period, representing not more than 10% of the Shares in issue of the Company as at the Latest Practicable Date.

REASONS FOR THE REPURCHASE MANDATE

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders.

SOURCE OF FUNDS

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2013) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or gearing level which, in the opinion of the Directors, is from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

No connected persons has notified the Company that he/she has a present intention to sell Shares to the Company or has undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any consequences which could arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any of the above Shareholders or any other persons obliged to make a mandatory general offer under the Takeovers Code.

REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous twelve months were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
June	0.413	0.346
July	0.400	0.367
August	0.415	0.277
September	0.388	0.292
October	0.477	0.346
November	0.446	0.388
December	0.427	0.342
2013		
January	0.908	0.385
February	0.854	0.662
March	0.808	0.508
April	0.585	0.369
May	0.685	0.454
June (up to the Latest Practicable Date)	0.710	0.440

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) MR. WONG WAI SING (“MR. WONG”)

Mr. Wong, aged 27, a non-executive Directors and the chairman of the Company. Mr. Wong is a member of the Hong Kong Institute of Directors. Mr. Wong holds a bachelor of science degree in international business from the Canterbury University, London, an international master degree of business administration from the Stratford University, Falls Church, Virginia, the United State of America and a master of arts and a doctor of philosophy from the Universidad Empresarial De Costa Rica. He also obtained a certificate of three-tiers’ integrate coal mine’s safety (三級煤礦安全技術綜合考試) from the Bureau of Xinjiang Coal Mine Safety Supervision, the PRC (中國新疆煤礦安全監察局) and a diploma of lifestyle medicine for stress management from the Harvard Medical School Department of Continuing Education. Mr. Wong is also the Trade Adviser of the Honorary Consulate of Equatorial Guinea to Bucharest Romania and the Diplomatic Adviser to the Special Representatives for the PRC of the Sovereign Order of Saint John of Jerusalem, Knights of Malta, Federation of the Autonomous Priors.

Mr. Wong has experience in a wide range of business, including the coal mining, natural resources industry, international coal trading, business consultation, property investment, provision of internet e-gaming, rendering of travel agent services, entertainment programme production, events organization, TV series production, operation of an artist training school, provision of motor vehicles beauty services, provision of underwriting services for general insurance and reinsurance business and manufacture and trading of hygienic disposables for household and clinical uses, trading of methyl tert-butyl ether’s and wholesale and retail of household consumables. He is also the owner of Colors Securities Limited which is principally engaged in dealing in securities (Type 1), advising on securities (Type 4) and asset management (Type 9) and Colors Commodities Limited which is principally engaged in dealing in futures contracts (Type 2) and advising on futures contracts (Type 5).

Mr. Wong has taken up the management role as an executive director of a number of subsidiaries of the Company.

Mr. Wong was a consultant of a Hong Kong-based medium-sized CPA firm for more than a year. He was also the chairman and an executive director of TLT Lottotainment Group Limited, a company incorporated in Hong Kong with limited liability and the issued shares of which are listed on the GEM (stock code: 8022) from 17 April 2009 to 31 May 2011.

Mr. Wong is also an executive director, the chairman and the chief executive officer of Newtree Group Holdings Limited (“Newtree”), a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board (stock code: 1323).

Save as disclosed herein, there is no matter that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

As at the Latest Practicable Date, Mr. Wong has, in aggregate, deemed interests of 112,076 Shares, representing approximately 0.02% of the entire issued share capital of the Company of which (i) 75,676 Shares are owned by Ming Kei International Holding Company Limited, which is wholly and beneficially owned by Mr. Wong; and (ii) 36,400 Shares are personally held by Mr. Wong. Save as disclosed, Mr. Wong does not have, and is not deemed to have, any other interests in shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wong 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 Group or any of their respective associates. Save as disclosed above, Mr. Wong did not hold any other 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.

Mr. Wong has entered into a letter of appointment with the Company for an initial term of one year commencing on 3 November 2008 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 letter of appointment, Mr. Wong is currently entitled to a monthly fee of HK\$15,750 which was determined with reference to his duties and responsibilities with the Company, plus a discretionary year-end bonus to be determined by the Board.

(2) MR. TSANG HO KA, EUGENE (“MR. TSANG”)

Mr. Tsang, aged 31, a non-executive Director. Mr. Tsang is a Certified Practising Accountant of the CPA Australia, a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants (the “HKICPA”), an international associate of the American 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 10 years of experience in accounting and financial management and previously worked in Deloitte Touche Tohmatsu, an international CPA firm and a company listed in the Hong Kong. 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, coal mining, sale and distribution of coals in the PRC, international coal trading, general trading in the PRC, property investments, business consultancy, financial printing services and manufacture and trading of hygienic disposables for household and clinical uses, trading of methyl tert-butyl ether’s and wholesale and retail of household

consumables. 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 (stock code: 183) from March 2006–March 2007. Mr. Tsang is also an executive director and joint company secretaries of Newtree and also an executive director and joint company secretaries of China Neng Xiao Technology (Group) Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the GEM (stock code: 8047).

Save as disclosed herein, there is no matter that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed above, Mr. Tsang 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 Group or any of their respective associates. Save as disclosed above, Mr. Tsang does not have any other interests of securities in the Company within the meaning of Part XV of the SFO and 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.

Mr. Tsang has entered into a letter of appointment with the Company for an initial term of one year commencing on 26 August 2008 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 letter of appointment, Mr. Tsang is currently entitled to a monthly fee of HK\$25,000 which was determined with reference to his duties and responsibilities with the Company, plus a discretionary year-end bonus to be determined by the Board.

(3) MR. KWOK KAM TIM (“MR. KWOK”)

Mr. Kwok, aged 36, an independent non-executive Director, the chairman of the remuneration committee and a member of the audit committee and nomination committee of the Company. Mr. Kwok is a Certified Public Accountant of the HKICPA and a member of the Association of Chartered Certified Accountants. Mr. Kwok holds a bachelor’s degree of engineering in electronics engineering from the Hong Kong University of Science and Technology and bachelor’s degree of arts in accountancy from the Hong Kong Polytechnic University. Mr. Kwok has over 11 years of experience in accounting and financial managements and previously worked in an international CPA firm. Mr. Kwok is currently a financial controller of the Loudong General Nice Resources (China) Holdings Limited, a company listed on the Main Board (stock code: 988). Mr. Kwok is also an independent non-executive director of Newtree.

Save as disclosed herein, there is no matter that needs to be brought to the attention of the Shareholders, nor is there any information required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

APPENDIX II DETAILS OF DIRECTORS SUBJECT TO RE-ELECTION

Save as disclosed above, Mr. Kwok does not have any relationships with other Directors, senior management, substantial or controlling shareholders of the Group, or any of their respective associates. Save as disclosed above, Mr. Kwok does not have any other interests of securities in the Company within the meaning of Part XV of the SFO and 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.

Mr. Kwok has entered into a letter of appointment with the Company with an initial term of one year commencing on 5 October 2009 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 by the Shareholders pursuant to the Bye-laws. Pursuant to the terms of his letter of appointment, Mr. Kwok is currently entitled to receive an annual fee of HK\$200,000 which was determined by the Board with reference to his duties and responsibilities with the Company, plus a discretionary year-end bonus to be determined by the Board.



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Ming Kei Holdings Limited (the “**Company**”) will be held at Room 2103, 21/F, No. 9 Queen’s Road Central, Central, Hong Kong on Friday, 2 August 2013 at 11:00 a.m., to transact the following ordinary business:

1. to receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) and auditor of the Company for the year ended 31 March 2013;
2. (a) to re-elect Mr. Wong Wai Sing as a non-executive Director;
(b) to re-elect Mr. Tsang Ho Ka, Eugene as a non-executive Director;
(c) to re-elect Mr. Kwok Kam Tim as an independent non-executive Director; and
(d) to authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration;
3. to re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix its remuneration;
4. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* For identification purposes only

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal value of the share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws (the “**Bye-laws**”) of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (i) 20 per cent. of the aggregate nominal value of the share capital of the Company in issue at the date of the passing of this resolution; and
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal value of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) (the “**Companies Act**”) or any other applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in

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proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. to, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act or any other applicable laws of Bermuda to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

NOTICE OF AGM

6. to consider as special business and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolution nos. 4 and 5, the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (ii) of paragraph (c) of such resolution.”

By Order of the Board

Ho Pui Tin, Terence

Chief Executive Officer and Executive Director

Hong Kong, 27 June 2013

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Bye-laws, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the AGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the AGM or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending in person and voting at the AGM or any adjournment thereof, should he/she/it so wish.
3. For ascertaining the shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 1 August 2013 to Friday, 2 August 2013, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all completed share transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 31 July 2013.
4. Pursuant to Rule 17.47(4) of the GEM Listing Rules, all above resolutions will be put to vote at the AGM by way of poll.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 12:00 noon on the date of the AGM, the AGM will be postponed. Members may visit the website of the Company at www.mkhld.com for details of the postponement and alternative meeting arrangement.