

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular, you should consult a 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 Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or other transferee or to the bank, stockbroker 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)

**CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

Unless the context requires otherwise, capitalised terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the SGM to be held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong at 11:30 a.m. on 9 October 2014 is set out on pages SGM-1 to SGM-2 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying proxy form attached to the notice of the SGM in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the accompanying proxy form will not preclude you from attending and voting in person at the SGM should you so wish, and in such case, the proxy form previously submitted by such member(s) shall be deemed to be revoked.

* for identification purpose 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, the following expressions shall have the following meanings unless the context requires otherwise:

“Announcement”	the announcement of the Company dated 5 September 2014;
“Board”	the board of Directors;
“Change of Company Name”	the proposed change of the English name of the Company from “Ming Kei Holdings Limited” to “Capital Finance Holdings Limited” and to adopt “首都金融控股有限公司” as the new Chinese secondary name of the Company in place of “明基控股有限公司” which has been used for identification purposes only;
“Company”	Ming Kei Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability, the Shares of which are listed on the GEM (Stock Code: 8239);
“Director(s)”	director(s) 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 the GEM;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“SGM”	the special general meeting of the Company to be convened and held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong at 11:30 a.m. on 9 October 2014 for the Shareholders to consider and, if thought fit, approve the Change of Company Name;
“Shareholder(s)”	the holder(s) of Share(s);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;

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. Wong Wai Sing (*Chairman*)
Mr. Han Jianli (*Chief Executive Officer*)

Non-executive Director:

Mr. Tsang Ho Ka, Eugene

Independent Non-executive Directors:

Mr. Kwok Kam Tim
Mr. Du Hui
Mr. Chen Yihua

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Suites 3509-10, 35/F.,
Tower 6, The Gateway,
Harbour City,
Kowloon, Hong Kong

16 September 2014

To the Shareholders,

Dear Sir or Madam,

**CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in respect of the Change of Company Name. The purpose of this circular is to provide you with information on the Change of Company Name and to give you a notice of the SGM.

* for identification purpose only

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “Ming Kei Holdings Limited” to “Capital Finance Holdings Limited” and to adopt “首都金融控股有限公司” as the new Chinese secondary name of the Company in place of “明基控股有限公司” which has been used for identification purposes only.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders to approve the Change of Company Name at the SGM; and
2. the entry by the Registrar of Companies in Bermuda of the new English name and new Chinese secondary name on the Register of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date the new English name and the new Chinese secondary name are entered on the Register of Companies in Bermuda. The Company will carry out all the necessary filing procedures with the Companies Registry in Hong Kong upon the Change of Company Name becoming effective.

REASONS FOR THE CHANGE OF COMPANY NAME

The Board considers that the Change of Company Name will provide the Company with a better identification, strengthen the corporate image of the Company and to reflect the Company’s strategy to diversify its business which will benefit the Company’s future business development. The Board believes that the Change of Company Name is in the best interests of the Company and all the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position.

The existing certificates of securities in issue bearing the present name of the Company will, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new certificates of securities will be issued only in the new name of the Company.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange.

LETTER FROM THE BOARD

SGM

The SGM will be convened and held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong at 11:30 a.m. on 9 October 2014 for the Shareholders to consider and, if thought fit, approve the Change of Company Name. The notice of the SGM is set out on pages SGM-1 to SGM-2 of this circular.

A proxy form for use at the SGM is enclosed with this circular. Whether or not you propose to attend the SGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be), should you so wish.

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 Group. 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 aspects 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 believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favor of the resolution as set out in the notice of the SGM.

Yours faithfully,
By Order of the Board
Ming Kei Holdings Limited
Mr. Wong Wai Sing
Chairman & Executive Director

NOTICE OF SGM



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 IS HEREBY GIVEN that a special general meeting (“SGM”) of Ming Kei Holdings Limited (the “Company”) will be held at Suites 3509-10, 35/F., Tower 6, The Gateway, Harbour City, Kowloon, Hong Kong at 11:30 a.m. on 9 October 2014 for the purposes of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “Ming Kei Holdings Limited” to “Capital Finance Holdings Limited” and that the Company adopts “首都金融控股有限公司” as the new Chinese secondary name of the Company in place of “明基控股有限公司” which has been used for identification purposes only (the “**Change of Company Name**”) with effect from the date of entry of the new English name and new Chinese secondary name on the Register of Companies in Bermuda; and any one director of the Company be and is hereby authorised to do such acts and things and execute all documents or make such arrangements as he/she may in his/her absolute discretion consider necessary or expedient to effect the Change of Company Name.”

By Order of the Board
Ming Kei Holdings Limited
Mr. Wong Wai Sing
Chairman & Executive Director

Hong Kong, 16 September 2014

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Suites 3509-10, 35/F.,
Tower 6, The Gateway,
Harbour City,
Kowloon, Hong Kong

* for identification purpose only

NOTICE OF SGM

Notes:

1. All resolution at the SGM shall be taken by poll pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange Hong Kong Limited and the results of the poll will be published on the websites of GEM and the Company in accordance with the GEM Listing Rules.
2. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares (the “**Share(s)**”) of the Company may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
3. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. To be valid, the instrument appointing a proxy and (if required by the board of the directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within 12 months from such date.
6. Where there are joint holders of any Shares, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the SGM if the member so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.