

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.

If you have sold or transferred all your shares in Ming Kei Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy 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)**

**PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company to be held at Unit 01, 3/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Monday, 5 March 2012 at 11:30 a.m. is set out on pages 6 to 9 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy, 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 special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

*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 on the website of the Company at <http://www.mingkeiholdings.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 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:*

“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company, as amended from time to time
“Company”	Ming Kei Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and the issued Shares of which 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 all of its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 February 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Notice”	the notice convening the SGM dated 8 February 2012 as set out on pages 6 to 9 of this circular
“SGM”	the special general meeting of the Company to be convened at Unit 01, 3/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Monday, 5 March 2012 to consider and, if thought fit, approve, among others, the proposed amendments to the Bye-laws set out in the Notice
“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

## DEFINITIONS

“substantial shareholder”	has the same meaning ascribed to it in the GEM Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



**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:*

Dr., Sir Wong Wai Sing (*Chairman*)  
Mr. Tsang Ho Ka, Eugene (*Chief Executive Officer*)  
Ms. Yick Mi Ching, Dawnibilly

*Independent non-executive Directors:*

Mr. Sung Wai Tak, Herman  
Mr. Kwok Kam Tim  
Mr. Kinley Lincoln James Lloyd

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

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

Unit 01, 3/F  
Wheelock House  
20 Pedder Street  
Central  
Hong Kong

8 February 2012

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the SGM relating to the amendments to the existing Bye-laws of the Company, and the adoption of a new set of Bye-laws consolidating all of the proposed amendments referred to in the Notice and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings (the “New Bye-laws”).

\* For identification purpose only

## LETTER FROM THE BOARD

### AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF NEW BYE-LAWS

The Stock Exchange has amended the GEM Listing Rules relating to, among other things, the Bye-laws or equivalent constitutional documents of listed issuers. The amendments to the GEM Listing Rules would come into effect on 1 January 2012 and 1 April 2012. Accordingly, the Directors propose to seek the approval of the Shareholders by way of special resolutions for the amendments to the existing Bye-laws and the adoption of the New Bye-laws at the SGM, so as to bring the constitution of the Company in line with current amendments made to the GEM Listing Rules.

The major proposed amendments include the following:

- to require a physical board meeting in lieu of written resolutions where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
- to no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting; and
- to allow the chairman at a general meeting to exempt procedural and administrative matters from voting by poll.

Details of the amendments to the Bye-laws are set out in the Notice.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have respectively confirmed that the proposed amendments comply with the requirements of the GEM Listing Rules and do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the proposed amendments for a Bermuda company listed on GEM.

Shareholders are advised that the Bye-laws are available only in English and the Chinese translation of the amendments to the Bye-laws provided in the Notice in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

### SGM

The Notice convening the SGM to be held at Unit 01, 3/F, Wheelock House, 20 Pedder Street, Central, Hong Kong on Monday, 5 March 2012 at 11:30 a.m. is set out on pages 6 to 9 of this circular. Special resolutions will be proposed at the SGM to approve, among other things, the amendments to the existing Bye-laws and the adoption of the New Bye-laws.

## LETTER FROM THE BOARD

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

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

### 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 Directors consider that the proposed amendments to the existing Bye-laws and the adoption of the New Bye-laws are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to be proposed at the SGM.

### GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolutions to be proposed at the SGM.

Yours faithfully  
For and on behalf of the Board of  
**Ming Kei Holdings Limited**  
**Dr., Sir Wong Wai Sing**  
*Chairman and Executive Director*





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**明基控股有限公司 \***

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**(Stock Code: 8239)**

**NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Ming Kei Holdings Limited (the “**Company**”) will be held at Unit 01, 3/F., Wheelock House, 20 Pedder Street, Central, Hong Kong on Monday, 5 March 2012 at 11:30 a.m., to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

**SPECIAL RESOLUTIONS**

1. “**THAT** the bye-laws of the Company (the “**Bye-law(s)**”) be amended in the following manner:

(a) By adding the following new definition of “substantial shareholder” in the existing Bye-law 1 after the definition of “Statutes”:

““substantial shareholder”      the meaning attributed to it in the rules of the Designated Stock Exchange from time to time.”

(b) By deleting the existing Bye-law 66 in its entirety and substituting with the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of

\* For identification purpose only

## NOTICE OF SGM

hands in which case every Member present in person (or being a corporation, is present by a duly authorised representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
  - (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
  - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member."

- (c) By adding the following new Bye-law 66A after the existing Bye-law 66:

"66A. Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution."

## NOTICE OF SGM

- (d) By deleting the existing Bye-law 67 in its entirety and substituting with the following:

“67. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was required or demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

- (e) By adding the following words in the tenth line of the existing Bye-law 81(2) after the word “authorisation”:

“including, where a show of hands is allowed, the right to vote individually on a show of hands”

- (f) Bye-law 100(1)(v)

By deleting paragraph (v) of Bye-law 100(1) in its entirety and replaced with the word “INTENTIONALLY DELETED”

- (g) Bye-law 100(2)

By deleting paragraph (2) of Bye-law 100 in its entirety and replaced with the word “INTENTIONALLY DELETED”

- (h) Bye-law 100(3)

By deleting paragraph (3) of Bye-law 100 in its entirety and replaced with the word “INTENTIONALLY DELETED”

- (i) Bye-law 119

By adding a new sentence “Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.” in the twelfth line of the existing Bye-law 119 after the words “a Director or an alternate Director shall be treated as valid”.

## NOTICE OF SGM

2. “**THAT** the Bye-laws of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution 1 above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings be approved and adopted as the new Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect.”

Yours faithfully  
For and on behalf of the Board of  
**Ming Kei Holdings Limited**  
**Dr., Sir Wong Wai Sing**  
*Chairman and Executive Director*

Hong Kong, 8 February 2012

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

*Head office and principal place of  
business in Hong Kong:*  
Unit 01, 3/F  
Wheelock House  
20 Pedder Street  
Central  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with 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 together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.