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)

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 30 JUNE 2011

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "STOCK EXCHANGE")

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

This first quarterly announcement, for which the directors of Ming Kei Holdings Limited (the "Company") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the "GEM Listing Rules") for the purpose of giving information with regard to the Company. The directors of the Company (the "Director(s)"), having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this first quarterly announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this first quarterly announcement misleading.

* *For identification purposes only*

FIRST QUARTERLY RESULTS (UNAUDITED)

The board (the "Board") of directors (the "Directors") of Ming Kei Holdings Limited (the "Company") herein presents the unaudited condensed consolidated results of the Company and its subsidiaries (collectively referred to as the "Group") for the three months ended 30 June 2011 together with the comparative figures for the corresponding periods in 2010 as follows:

UNAUDITED CONDENSED CONSOLIDATED INCOME STATEMENT

For the three months ended 30 June 2011

		Three months ended 30 June	
		2011	2010
		(Unaudited)	(Unaudited — Restated)
	Notes	***HK$'000***	*HK$'000*
Continuing operations:			
Turnover	*4*	**42,777**	6,092
Cost of sales		**(40,509)**	(5,709)
Direct operating expenses		**(67)**	(64)
Gross profit		**2,201**	319
Other gains and (losses), net		**415**	(660)
Selling and distribution costs		**(185)**	—
Administrative and other expenses		**(9,602)**	(9,342)
Finance costs	*5*	**(84)**	(14)
Loss before income tax from continuing operations	*6*	**(7,255)**	(9,697)
Income tax	*7*	**(8)**	—
Loss for the period from continuing operations		**(7,263)**	(9,697)
Discontinued operation:			
Loss for the period from discontinued operation	*8*	**—**	(2,110)
Loss for the period		**(7,263)**	(11,807)

	Notes	Three months ended 30 June **2011** **(Unaudited)** ***HK$'000***	 2010 (Unaudited — Restated) *HK$'000*
Attributable to:			
Owners of the Company		**(7,392)**	(11,807)
Non-controlling interest		**129**	—
		(7,263)	(11,807)
Dividend	*9*	**—**	—
Loss per share attributable to owners of the Company	*10*		
			(Restated)
From continuing and discontinued operations			
— Basic (Hong Kong dollar)		**(0.04)**	(0.07)
— Diluted (Hong Kong dollar)		**(0.04)**	(0.07)
From continuing operations			
— Basic (Hong Kong dollar)		**(0.04)**	(0.06)
— Diluted (Hong Kong dollar)		**(0.04)**	(0.06)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the three months ended 30 June 2011

	Three months ended 30 June	
	2011	2010
	(Unaudited)	(Unaudited)
	HK$'000	*HK$'000*
Loss for the period	**(7,263)**	(11,807)
Other comprehensive income for the period, net of tax:		
— Change in fair value of available-for-sale financial assets	**—**	(4,360)
— Exchange differences on translation of financial statements of overseas subsidiaries	**471**	395
— Exchange differences on translation of financial statements of overseas associates	**—**	794
Total comprehensive income for the period	**(6,792)**	(14,978)
Attributable to:		
Owners of the Company	**(6,921)**	(14,978)
Non-controlling interest	**129**	—
	(6,792)	(14,978)

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2011

	Issued capital	Share premium	Contributed surplus	Capital reserve	Statutory reserve fund	Warrant reserve	Share option reserve	Convertible bonds reserve	Asset revaluation reserve	Exchange reserve	Accumulated losses	Attributable to owners of the Company	Non-controlling interest	Total
	(Unaudited)	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**	**(Unaudited)**
	(Note 13)													
	HK$'000	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***	***HK$'000***
At 1 April 2011	**1,688**	**49,362**	**131,109**	**120,794**	**—**	**2,164**	**8,969**	**—**	**—**	**1,869**	**(193,528)**	**122,427**	**4,558**	**126,985**
Loss for the period	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**(7,392)**	**(7,392)**	**129**	**(7,263)**
Other comprehensive income for the period	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**471**	**—**	**471**	**—**	**471**
Total comprehensive income for the period	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**—**	**471**	**(7,392)**	**(6,921)**	**129**	**(6,792)**
At 30 June 2011	**1,688**	**49,362**	**131,109**	**120,794**	**—**	**2,164**	**8,969**	**—**	**—**	**2,340**	**(200,920)**	**115,506**	**4,687**	**120,193**

	Issued capital	Share premium	Contributed surplus	Capital reserve	Statutory reserve fund	Warrant reserve	Share option reserve	Convertible bonds reserve	Asset revaluation reserve	Exchange reserve	Accumulated losses	Attributable to owners of the Company	Non-controlling interest	Total
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(Note 13)													
	HK$'000	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*	*HK$'000*
At 1 April 2010	664	25,434	131,109	120,794	6,356	1,734	—	1,172	332	6,805	(93,846)	200,554	—	200,554
Loss for the period	—	—	—	—	—	—	—	—	—	—	(11,807)	(11,807)	—	(11,807)
Other comprehensive income for the period	—	—	—	—	—	—	—	—	(4,360)	1,189	—	(3,171)	—	(3,171)
Total comprehensive income for the period	—	—	—	—	—	—	—	—	(4,360)	1,189	(11,807)	(14,978)	—	(14,978)
Issue of new shares on conversion of convertible bonds	24	3,997	—	—	—	—	—	(1,172)	—	—	—	2,849	—	2,849
Issue of new shares on exercise of warrants	106	15,462	—	—	—	(1,734)	—	—	—	—	—	13,834	—	13,834
At 30 June 2010	794	44,893	131,109	120,794	6,356	—	—	—	(4,028)	7,994	(105,653)	202,259	—	202,259

NOTES:

For the three months ended 30 June 2011

1. GENERAL INFORMATION

Ming Kei Holdings Limited (the "Company") was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and continues as an exempted company with limited liability in accordance with the Bermuda Companies Act 1981 upon the change of domicile of the Company from the Cayman Islands to Bermuda becoming effective on 30 November 2009, and its shares are listed on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 15 November 2002. The address of its registered office is at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and its principal place of business in Hong Kong is at Units 01–03, 3/F., Wheelock House, 20 Pedder Street, Central, Hong Kong.

The Company principally engaged in investment holding and its subsidiaries (collectively referred to as the "Group") are principally engaged in property investment in Hong Kong and the People's Republic of China (the "PRC"), business of general trading in the PRC and business of coal trading between the PRC and Indonesia respectively. Its associates are principally engaged in mining, exploration and sale of coal in the PRC.

During the year ended 31 March 2011, the Group disposed of its remaining 49% equity interests in Star Fortune International Investment Company Limited (the "SFII") and its subsidiaries (collectively referred to as the "SFII Group"), the then indirect 49%-owned associates of the Company, further details of which are set out in Note 8.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial results of the Group for the three months ended 30 June 2011 (the "Quarterly Results") have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (the "HKFRSs"), Hong Kong Accounting Standards (the "HKAS") and Interpretations (hereinafter collectively referred to as the "HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the Quarterly Results include applicable disclosure required by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules").

The Quarterly Results have been prepared under the historical cost convention, except for investment properties and available-for-sale financial assets, which are stated at fair value.

The accounting policies adopted for preparation of the Quarterly Results are consistent with those applied in the preparation of the annual financial statements of the Group for the year ended 31 March 2011 (the "Annual Financial Statements"). The Quarterly Results should be read in conjunction with the Annual Financial Statements.

The Quarterly Results are unaudited, but have been reviewed by the audit committee of the Company.

3. ADOPTION OF HKFRSs

(A) Adoption of new/revised HKFRSs — effective 1 April 2011

HKFRSs (Amendments)	Improvements to HKFRSs 2010
Amendments to HK(IFRIC)-Interpretation 14	Prepayments of a Minimum Funding Requirement
HK(IFRIC)-Interpretation 19	Extinguishing Financial Liabilities with Equity Instruments
HKAS 24 (Revised)	Related Party Disclosures

HKAS 24 (Revised) clarifies and simplifies the definition of related parties. It also provides for a partial exemption of related party disclosure to government-related entities for transactions with the same government or entities that are controlled, jointly controlled or significantly influenced by the same government.

Except as explained above, the adoption of these new/revised standards and interpretations has no significant impact on the Quarterly Results of the Group.

(B) New/revised HKFRSs that have been issued but not yet effective

The following new/revised HKFRSs, potentially relevant to the Group's operations, have been issued, but are not yet effective and have not been early adopted by the Group:

Amendments to HKFRS 7	Disclosure — Transfers of Financial Assets[1]
Amendments to HKAS 12	Deferred Tax — Recovery of Underlying Assets[2]
HKFRS 9	Financial Instruments[3]

1 Effective for annual periods beginning on or after 1 July 2011
2 Effective for annual periods beginning on or after 1 January 2012
3 Effective for annual periods beginning on or after 1 January 2013

The amendments to HKFRS 7 improve the derecognition disclosure requirements for transfer transactions of financial assets and allow users of financial statements to better understand the possible effects of any risks that may remain with the entity on transferred assets. The amendments also require additional disclosures if a disproportionate amount of transfer transactions are undertaken around the end of a reporting period.

Under HKFRS 9, financial assets are classified into financial assets measured at fair value or at amortised cost depending on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Fair value gains or losses will be recognised in profit or loss except for those non-trade equity investments, which the entity will have a choice to recognise the gains and losses in other comprehensive income. HKFRS 9 carries forward the recognition and measurement requirements for financial liabilities from HKAS 39, except for financial liabilities that are designated at fair value through profit or loss, where the amount of change in fair value attributable to change in credit risk of that liability is recognised in other comprehensive income unless that would create or enlarge an accounting mismatch. In addition, HKFRS 9 retains the requirements in HKAS 39 for derecognition of financial assets and financial liabilities.

The amendments to HKAS 12 introduce a rebuttable presumption that an investment property is recovered entirely through sale. This presumption is rebutted if the investment property is depreciable and is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. The amendments will be applied retrospectively.

The Group is in the process of making an assessment of the potential impact of these new/revised HKFRSs and the directors so far concluded that the application of these new/revised HKFRSs will have no material impact on the Quarterly Results of the Group.

4. TURNOVER AND SEGMENT INFORMATION

(A) Turnover

Turnover is the Group's revenue, which represents the invoiced value of goods sold and services provided, net of rebates and discounts, and rental income. All significant transactions amongst the companies comprising the Group have been eliminated on consolidation. An analysis of the Group's turnover is as follows:

		Three months ended 30 June	
		2011	2010
		(Unaudited)	(Unaudited)
	Note	***HK$'000***	*HK$'000*
Continuing operations:			
Turnover			
Sales of goods		**42,462**	5,787
Rental income		**315**	305
		42,777	6,092
Discontinued operation:			
Turnover			
Sales of goods	*8*	**—**	—
		42,777	6,092

(B) Segment information

The Group's operating segments are structured and managed separately according to the nature of their operations and the products and services they provide. Each of the Group's operating segments represents a strategic business unit that offers products and services which are subject to risks and returns that are different from those of the other operating segments. Summary details of the operating segments are as follows:

— The coal trading segment comprised the business of coal trading;

— The general trading segment comprised the business of trading of other merchandise goods;

— The property investment segment comprised investment in various properties for rental income purposes; and

— The mining segment comprised the mining, exploration and sale of coal in the PRC engaged solely through the Group's equity interests in the SFII Group of which was disposed of by the Group during the year ended 31 March 2011. Accordingly, the mining segment was re-classified as a discontinued operation by the Group in the prior year, details of which are set out in Note 8.

Intersegment sales and transfers are transacted with reference to the selling prices used for sales made to third parties at the then prevailing market prices.

Business segments

For the three months ended 30 June 2011

	Continuing operations				Discontinued operation (Note 8)	
	Coal trading (Unaudited) *HK$'000*	General trading (Unaudited) *HK$'000*	Property investment (Unaudited) *HK$'000*	Subtotal (Unaudited) *HK$'000*	Mining (Unaudited) *HK$'000*	Consolidated (Unaudited) *HK$'000*
Segment revenue						
External sales and services	**30,114**	**12,348**	**315**	**42,777**	**—**	**42,777**
Inter-segment revenue	**—**	**—**	**—**	**—**	**—**	**—**
Reportable segment revenue	**30,114**	**12,348**	**315**	**42,777**	**—**	**42,777**
Reportable segment profit/(loss)	**1,286**	**543**	**(503)**	**1,326**	**—**	**1,326**
Interest income	**—**	**5**	**2**	**7**	**—**	**7**
Depreciation and amortisation charges	**—**	**(1)**	**(50)**	**(51)**	**—**	**(51)**
Fair value gain on investment properties	**—**	**—**	**300**	**300**	**—**	**300**

For the three months ended 30 June 2010

	Continuing operations				Discontinued operation (Note 8)	
	Coal trading (Unaudited) *HK$'000*	General trading (Unaudited) *HK$'000*	Property investment (Unaudited) *HK$'000*	Subtotal (Unaudited) *HK$'000*	Mining (Unaudited) *HK$'000*	Consolidated (Unaudited) *HK$'000*
Segment revenue						
External sales and services	—	5,787	75	5,862	—	5,862
Inter-segment revenue	—	—	236	236	—	236
Reportable segment revenue	—	5,787	311	6,098	—	6,098
Reportable segment loss	—	(989)	(718)	(1,707)	(2,110)	(3,817)
Interest income	—	2	—	2	—	2
Depreciation and amortisation charges	—	1	71	72	—	72
Share of results of associates	—	—	—	—	(2,110)	(2,110)
Fair value loss on investment properties	—	—	(714)	(714)	—	(714)

Reconciliation of reportable segment revenue and profit or loss

	Note	Three months ended 30 June **2011** **(Unaudited)** ***HK$'000***	2010 (Unaudited) *HK$'000*
Continuing operations:			
Revenue			
Reportable segment revenue		**42,777**	6,098
Elimination of inter-segment revenue		**—**	(6)
		42,777	6,092
Discontinued operation:			
Revenue			
Reportable segment revenue		**—**	—
Elimination of inter-segment revenue		**—**	—
	8	**—**	—
Consolidated revenue		**42,777**	6,092

	Note	Three months ended 30 June **2011** **(Unaudited)** ***HK$'000***	2010 (Unaudited) *HK$'000*
Continuing operations:			
Loss before income tax			
Reportable segment profit/(loss)		**1,326**	(1,707)
Interest income		**—**	3
Unallocated expenses		**(8,497)**	(7,979)
Finance costs		**(84)**	(14)
		(7,255)	(9,697)
Discontinued operation:			
Loss before income tax			
Reportable segment loss		**—**	(2,110)
Interest income		**—**	—
Unallocated expenses		**—**	—
Finance costs		**—**	—
	8	**—**	(2,110)
Consolidated loss before income tax		**(7,255)**	(11,807)

5. FINANCE COSTS

Interest expense on the following borrowings, which are all wholly repayable within five years:

	Note	Three months ended 30 June **2011** **(Unaudited)** ***HK$'000***	 2010 (Unaudited) *HK$'000*
Continuing operations:			
Promissory notes		**84**	—
Convertible bonds		**—**	14
Total		**84**	14
Discontinued operation:			
Trade financing	*8*	**—**	—
		84	14

6. LOSS BEFORE INCOME TAX

	Three months ended 30 June **2011** **(Unaudited)** ***HK$'000***	 2010 (Unaudited) *HK$'000*
Continuing operations:		
Cost of inventories sold	**40,509**	5,709
Direct operating expenses arising on rental-earning investment properties	**67**	64
Depreciation	**1,013**	964

7. INCOME TAX

	Note	Three months ended 30 June **2011** **(Unaudited)** ***HK$'000***	2010 (Unaudited) *HK$'000*
Continuing operations:			
Current tax — Hong Kong			
Charge for the period		**—**	—
Current tax — PRC			
Charge for the period		**(8)**	—
		(8)	—
Discontinued operation:			
Current tax — PRC			
Charge for the period		**—**	—
	8	**—**	—
		(8)	—

Provision for Hong Kong profits tax is calculated at 16.5% on the estimated assessable profits for the current period. In the prior period, no provision for Hong Kong profits tax was made as the Group had no assessable profits for Hong Kong profits tax purposes in the prior period. Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries or places in which the Group operates, based on existing legislation, interpretation and practices in respect thereof.

The share of income tax attributable to the associates of the Group for the three months ended 30 June 2011 amounting to HK$Nil (three months ended 30 June 2010: HK$138,000) is included in "Share of results of associates" on the unaudited condensed consolidated income statement, which were re-classified to discontinued operation as a result of the completion of the disposal of interests in associates in the prior year, further details of which are set out in Note 8.

8. DISCONTINUED OPERATION

During the current and prior periods, the Group was engaged in the operation of mining, sale and distribution of coals in the PRC through the SFII Group.

During the prior period, the Group disposed of its 51% equity interests in the SFII Group, the then wholly-owned subsidiaries of the Group (the "Former Disposal"), for a total consideration of HK$100,000,000. Upon the completion of the Former Disposal on 3 July 2009, the Group's equity interests in the SFII Group were reduced from 100% to 49%. As a result, the SFII Group ceased to be the subsidiaries of the Group and became the associates of the Group.

During the year ended 31 March 2011, the Group further disposed of its remaining 49% equity interests in the SFII Group for a total cash consideration of HK$50,000,000 (the "Aggregate Disposal"), details of which are set out in the Company's announcement and circular dated 16 August 2010 and 23 July 2010 respectively.

Upon the completion of the Aggregate Disposal on 16 August 2010, the Group's interests in the SFII Group have been derecognised from the financial statements of the Group and the operation of mining, sale and distribution of coals in the PRC was classified as a discontinued operation immediately.

The results of the discontinued operation for the current and prior periods, which had been included in the profit or loss, were as follows:

		Three months ended 30 June	
		2011	2010
		(Unaudited)	(Unaudited)
	Notes	***HK$'000***	*HK$'000*
Turnover	*4*	**—**	—
Cost of inventories sold	*6*	**—**	—
Gross profit		**—**	—
Other gains and losses, net		**—**	—
Selling and distribution costs		**—**	—
Administrative and other expenses		**—**	—
Finance costs	*5*	**—**	—
Share of results of associates		**—**	(2,110)
Loss before income tax	*4*	**—**	(2,110)
Income tax	*7*	**—**	—
Loss for the period		**—**	(2,110)

During the current and prior periods, there is no cash flows effect arising from the discontinued operation.

Basic loss per share for the discontinued operation for the current period is HK$Nil (three months ended 30 June 2010: HK$0.01 (restated)) based on the loss for the current period from the discontinued operation of HK$Nil (three months ended 30 June 2010: HK$2,110,000).

The denominators used are the same as those detailed in Note 10 for the basic loss per share for continuing operations attributable to owners of the Company.

Basic and diluted loss per share amounts for the current and prior periods were equal as the convertible instruments of the Group outstanding during the current and prior periods had an anti-dilutive effect on the basic loss per share from the discontinued operation for the respective periods.

Upon the completion of the Aggregate Disposal on 16 August 2010, the Group recognised a loss on disposal of associates amounting to approximately HK$20,211,000 included in the "Loss for the year from discontinued operation" on the consolidated income statement as set out in the Annual Financial Statements, which is calculated at the date of the Aggregate Disposal as follows:

	(Audited)
	HK$'000
Interests in associates before the Aggregate Disposal	**71,047**
Reclassification adjustment of exchange reserve upon the Aggregate Disposal	**(7,218)**
Costs incurred directly attributable to the Aggregate Disposal	**6,382**
Loss on disposal of associates	**(20,211)**
Total consideration	**50,000**

9. DIVIDEND

No dividend has been paid or declared by the Company during the three months ended 30 June 2011 (three months ended 30 June 2010: HK$Nil).

10. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the period attributable to the owners of the Company, and the weighted average number of ordinary shares in issue during the period. Basic and diluted loss per share amounts for the three months ended 30 June 2010 are restated to take into effect the bonus issue, which took place during the year ended 31 March 2011 (Note 13(iii)).

The calculation of diluted loss per share for the period is based on the loss for the period attributable to the owners of the Company. The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the period, as used in the basic loss per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

As the Company's outstanding convertible bonds, share options and warrants, where applicable had an anti-dilutive effect to the basic loss per share calculation for the current and prior periods, the conversion of the above potential dilutive shares is not assumed in the computation of diluted loss per share. Therefore the basic and diluted losses per share (i) from continuing and discontinued operations; and (ii) from continuing operations for the respective periods are equal.

From continuing and discontinued operations:

The calculations of basic and diluted loss per share are based on:

	Three months ended 30 June	
	2011	2010
	(Unaudited)	(Unaudited)
	HK$'000	*HK$'000*
Loss		
Loss attributable to the owners of the Company, used in the basic and diluted loss per share calculations	**(7,392)**	(11,807)

	Number of shares	
	Three months ended 30 June	
	2011	2010
	(Unaudited)	(Unaudited — restated)
	'000	*'000*
Shares		
Weighted average number of ordinary shares for basic and diluted loss per share calculations	**168,802**	159,508

From continuing operations:

The calculations of basic and diluted loss per share are based on:

	Three months ended 30 June	
	2011	2010
	(Unaudited)	(Unaudited)
	HK$'000	*HK$'000*
Loss		
Loss attributable to the owners of the Company from continuing operations, used in the basic and diluted loss per share calculations	**(7,392)**	(9,697)

	Number of shares Three months ended 30 June	
	2011	2010
	(Unaudited)	(Unaudited — restated)
	'000	*'000*
Shares		
Weighted average number of ordinary shares for basic and diluted loss per share calculations	**168,802**	159,508

11. GOODWILL

	As at 30 June 2011	As at 31 March 2011
	(Unaudited)	(Audited)
	HK$'000	*HK$'000*
Net carrying amount:		
At beginning of period/year	**—**	—
Acquisition of subsidiaries	**—**	24,425
Impairment loss	**—**	(24,425)
At end of period/year	**—**	—
At end of period/year:		
Cost	**24,425**	24,425
Accumulated impairment	**(24,425)**	(24,425)
Net carrying amount	**—**	—

Goodwill arising during the year ended 31 March 2011 relates to the acquisition of equity interests in the China Indonesia Friendship Coal Trading Company Limited (the "CIFC") and its 90%-owned subsidiary (collectively referred to as the "CIFC Group").

Impairment testing of the coal trading cash generating units (the "Coal Trading CGU")

Goodwill acquired during the year ended 31 March 2011 through business combination has been allocated to the Coal Trading CGU, which is a reportable segment, for impairment testing.

The recoverable amount of the Coal Trading CGU as at 30 June 2011 was assessed by the directors by reference to a professional valuation performed by Greater China Appraisal Limited, an independent firm of professionally qualified valuers.

The recoverable amount of the Coal Trading CGU is determined based on a value-in-use calculation using a cash flow projection according to the financial budgets approved by management for the next 5 years and extrapolates cash flows beyond the 5 years with the key assumptions stated below:

Key assumptions used in the value-in-use calculation:

—	Growth in revenue year-on-year	No growth	(year ended 31 March 2011: Nil)
—	Pre-tax discount rate	15.55% per annum	(year ended 31 March 2011: 15.88% per annum)
—	Budgeted gross margin	4.7%	(year ended 31 March 2011: 4.7%)

The basis used to determine the value assigned to the growth in revenue and the budgeted gross margins is the management's expectation of market development and future performance of the Coal Trading CGU. The discount rate used reflects specific risks relating to the coal trading industry.

The Group is of the opinion, based on value-in-use calculation, that goodwill associated with the Coal Trading CGU is fully impaired as at 31 March 2011. In addition, the Group is of the opinion, based on value-in-use calculation, that the intangible assets representing the signed letter of intents (the "LOIs") of the Coal Trading CGU are partially impaired by HK$8,915,000 (Note 12) as compared with their recoverable amounts as at 31 March 2011. The above impairment losses for the year ended 31 March 2011 are mainly attributable to the decrease in the estimated future profitability of the Coal Trading CGU and hence the recoverable amount of the Coal Trading CGU arising from the value-in-use calculation.

During the three months ended 30 June 2011, the Group is of the opinion, based on the value-in-use calculation, that the intangible assets representing LOIs of the Coal Trading CGU was not impaired as compared with their recoverable amounts as at 30 June 2011.

12. INTANGIBLE ASSETS

	The LOIs
	(Note)
	HK$'000
The Group	
Cost:	
At 1 April 2010	—
Acquisition of subsidiaries	60,000
At 31 March 2011 (Audited)	60,000
At 1 April 2011	60,000
Acquisition of subsidiaries	—
At 30 June 2011 (Unaudited)	**60,000**
Accumulated amortisation and impairment losses:	
At 1 April 2010	—
Impairment loss (Note 11)	8,915
At 31 March 2011 (Audited)	8,915
At 1 April 2011	8,915
Impairment loss	—
At 30 June 2011 (Unaudited)	**8,915**
Carrying amount:	
At 30 June 2011 (Unaudited)	**51,085**
At 31 March 2010 (Audited)	51,085

Note:

The LOIs

The LOIs relates to the Coal Trading CGU and represented separate legally binding master framework purchase agreements entered into between the CIFC Group and a customer and a supplier, which were acquired as part of the Group's acquisition of the CIFC Group during the year ended 31 March 2011. The useful lives of the LOIs were estimated by the Group to be indefinite as the LOIs are renewed automatically and unconditionally at no additional cost.

The LOIs were tested for impairment as part of the impairment test on the Coal Trading CGU as at 30 June 2011 and an impairment loss on LOIs for the three months ended 30 June 2011 is HK$Nil (year ended 31 March 2011: approximately HK$8,915,000), further details of which are set out in Note 11.

13. SHARE CAPITAL

		As at 30 June 2011		As at 31 March 2011	
		Number of shares	**Amount (Unaudited)**	Number of shares	Amount (Audited)
	Notes	***'000***	***HK$'000***	*'000*	*HK$'000*
Authorised:					
Ordinary shares of HK$0.01 each					
At beginning and end of period/year		**10,000,000**	**100,000**	10,000,000	100,000
Issued and fully paid:					
Ordinary shares of HK$0.01 each					
At beginning of period/year		**168,802**	**1,688**	66,446	664
Issue of new shares on conversion of convertible bonds	*(i)*	**—**	**—**	2,395	24
Exercise of warrants	*(ii)*	**—**	**—**	15,560	156
Bonus issue	*(iii)*	**—**	**—**	84,401	844
At end of period/year		**168,802**	**1,688**	168,802	1,688

(i) The convertible bonds with the principal amount of HK$4,000,000 (31 March 2010: HK$16,000,000) and carrying value of HK$2,849,000 (31 March 2010: HK$11,313,000) have been converted into 2,395,000 (31 March 2010: 9,581,000) ordinary shares of HK$0.01 each of the Company at the conversion price, of which HK$24,000 (31 March 2010: HK$96,000) was credited to share capital of the Company and the remaining balance of HK$2,825,000 (31 March 2010: HK$11,217,000) was credited to the share premium account of the Company. In addition, an amount of HK$1,172,000 (31 March 2010: HK$4,687,000) has been transferred from convertible bonds reserve of the Company to the share premium account of the Company.

(ii) During the year ended 31 March 2011 and before the bonus issue (Note (iii) below), 15,560,000 new ordinary shares of par value HK$0.01 each were issued on exercise of 15,560,000 warrants at an aggregate consideration of HK$18,435,000 of which HK$156,000 was credited to share capital of the Company and the remaining balance of HK$18,279,000 was credited to the share premium account of the Company. In addition, the related net premium of HK$2,816,000 received on issue of warrants was transferred from warrant reserve of the Company to the share premium account of the Company.

(iii) During the year ended 31 March 2011, the directors of the Company proposed a bonus issue to qualifying shareholders of the Company on the basis of one bonus share for every one existing share held by qualifying shareholders whose names appear on the register of members of the Company on 24 January 2011 (the above collectively referred to as the "Bonus Issue").

Pursuant to a ordinary resolution duly passed by shareholders at the special general meeting of the Company held on 24 January 2011, the Bonus Issue was approved.

Upon the completion of the Bonus Issue during the prior year, an aggregate of 84,401,047 bonus shares of par value HK$0.01 each were issued of which HK$844,000 was credited to share capital of the Company and the same amount was debited to the share premium account of the Company. In addition, the issuing expenses attributable to the Bonus Issue in the amount of HK$320,000 debited to the share premium account of the Company.

14. RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note. Save for those disclosed elsewhere in the Quarterly Results, details of transactions between the Group and other related parties are disclosed below.

(a) During the current period, the Group leased out one of its investment properties to a subsidiary of the SFII Group, which became an associate of the Group immediately after the Former Disposal and then ceased to be associates of the Group immediately after the completion of the Aggregate Disposal, for an annual rental of HK$980,000 for a 12-month period from 3 July 2010 to 2 July 2011 (2010: from 3 July 2009 to 2 July 2010). During the three months ended 30 June 2010, the Group received rental income of HK$75,000 from the entity as an associate of the Group, which has been included in the Group's turnover in the prior period.

(b) Compensation for key management personnel, including amounts paid to the Company's directors and the senior executives, is as follows:

	Three months ended 30 June	
	2011	2010
	(Unaudited)	(Unaudited)
	HK$'000	*HK$'000*
Salaries and other short-term employee benefits	**2,433**	2,507
Retirement benefit costs	**17**	17
	2,450	2,524

(c) During the current period, the Group paid management fee of HK$140,000 (three months ended 30 June 2010: HK$Nil) to a related company which is partially owned by a director of a subsidiary.

15. SIGNIFICANT EVENTS AFTER REPORTING PERIOD

(a) During the year ended 31 March 2011, the Group has paid a refundable deposit of HK$4,000,000 to the nominee and the ultimate beneficial owner of one of vendors, which are independent third parties, under a non-legally binding memorandum of understanding dated 25 February 2011 (the "MOU 1") in relation to a possible acquisition of entire equity interest in a target company which would indirectly hold 100% interest in a talc mine located in Hubei Province, the PRC, after reorganisation. The deposit is unsecured and refundable in the event that no formal sale and purchase agreement would be entered into between the Group and the vendors on or before 1 May 2011 (the "Exclusivity Period") or such later date as mutually agreed between the Group and the vendors in relation to the above possible acquisition.

On 29 April 2011, the Exclusivity Period was extended to 30 June 2011. Further details are set out in the Company's announcements dated 25 February and 29 April 2011 respectively.

On 30 June 2011, the Exclusivity Period of the MOU 1 is reached and no formal agreement has been entered into between the Group and the vendors, the MOU 1 is therefore lapsed on 30 June 2011. Further details are set out in the Company's announcement dated 30 June 2011. On 6 July 2011, the deposit had been refunded to the Group by the nominee and the ultimate beneficial owner of one of vendors, which is within three business days from the date of the Company's announcement dated 30 June 2011.

(b) On 8 July 2011, Star Enterprise Investment Company Limited (the "Star Enterprise"), an indirect wholly-owned subsidiary of the Company entered into a non-legally binding memorandum of understanding dated 8 July 2011 (the "MOU 2") in relation to a possible acquisition of entire equity interest in a target company with a connected person of the Group as defined in the GEM Listing Rules (the "Vendor"). The target company and its subsidiary (collectively referred to as "Target Group") will be commenced and principally engaged in methyl tertiary butyl ether (the "M.T.B.E.") trading between the PRC and Singapore or other East Asia countries by the time of completion of the possible acquisition. Further details are set out in the Company's announcement dated 8 July 2011.

The Group has paid a refundable deposit of HK$3,000,000 (the "Deposit") to the Vendor, being the ultimate beneficial owner of the target company, forthwith upon the signing of the MOU 2. The payment of Deposit to the Vendor (a connected person) constitutes a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. As the applicable percentage ratios are less than 5%, the payment of Deposit is only subject to reporting and announcement requirements but is exempt from the independent shareholders' approval of the Company requirement under Chapter 20 of the GEM Listing Rules.

Both Star Enterprise and the Vendor are entitled to the negotiation for a legally-binding formal agreement within the exclusivity period until 7 October 2011. As at the date of this first quarterly announcement, the Group has not entered into any formal agreement with the Vendor for the possible acquisition in relation to the MOU 2.

(c) On 3 August 2011, Star Energy International Investment Company Limited (the "SEII"), an indirect wholly-owned subsidiary of the Company entered into a provisional sale and purchase agreement with three individuals (the "Property Purchasers"), each of the Property Purchasers are independent third parties of the Group in accordance with the GEM Listing Rules, to dispose of one of its investment property located in Hong Kong for a cash consideration of HK$11,300,000. Up to the date of this first quarterly announcement, the Group had received deposits in the amount of HK$339,000 from the Property Purchasers and the disposal is expected to be completed on or before 3 October 2011. Further details are set out in the Company's announcement dated 3 August 2011.

16. COMPARATIVE FIGURES

As detailed in Notes 8 and 10, the Company's basic and diluted loss per share amounts for the prior period and the results of the discontinued operation have been restated to conform with the current period's presentation.

MANAGEMENT DISCUSSION AND ANALYSIS

Ming Kei Holdings Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") are principally engaged in investment holding and property investment in Hong Kong and the People's Republic of China (the "PRC"), business of general trading in the PRC and business of coal trading between PRC and Indonesia respectively.

In addition, the Group also holds a property in Hong Kong and Xinjiang, the PRC respectively for investment property purposes.

The business of general trading in the PRC consists of general trading in the following products: construction and decoration materials, electronic appliances and components as well as motor vehicles components respectively.

The business of coal trading between PRC and Indonesia mostly consists of trading of steam coals.

FINANCIAL REVIEW

For the three months ended 30 June 2011, the Group achieved revenue of approximately HK$42.8 million (2010: approximately HK$6.1 million (restated)) for the coal trading business, business of general trading and property investments respectively, representing an increased by approximately HK$36.7 million or 601.6% over the corresponding prior period ended. The increment was mostly contributed by the revenue stream which derived from the coal trading business which commenced in November 2010 and the increase in income from the general trading business respectively.

For the three months ended 30 June 2011, the Group recorded total revenue of approximately HK$42.8 million (2010: approximately HK$6.1 million (restated)) which was derived from the coal trading business, business of general trading and property investments respectively which accounted for approximately of 70.3%, 29.0% and 0.7% respectively (2010: Nil% (restated), approximately of 95.1% (restated) and 4.9% (restated) respectively). Details of the Group's revenue are disclosed in the financial statements under Note 4 "Turnover and Segment Information".

An increased in turnover by approximately HK$36.7 million or 601.6%, as compared to the corresponding prior period ended was mostly contributed by the revenue stream which derived from the coal trading business which commenced in November 2010 as well as and the increase in income from the general trading business respectively.

The Group generated an operating profit for the continuing operations of approximately HK$1.3 million for the three months ended 30 June 2011 (2010: operating loss of approximately HK$1.7 million (restated)). The Group generated an operating profit of approximately HK$0.5 million and HK$1.3 million respectively for the three months ended 30 June 2011 (2010: operating loss of approximately HK$1.0 million (restated) and HK$Nil (restated) respectively) for the general trading and coal trading segments' respectively. The Group generated an operating loss of approximately HK$0.5 million for the property investments segment (2010: approximately HK$0.7 million (restated)).

The Group's gross profit was approximately HK$2.2 million for the three months ended 30 June 2011 (2010: approximately HK$0.3 million (restated)). The gross profit increased dramatically as compared to the corresponding prior period ended was mostly contributed by the revenue stream derived from the coal trading business which commenced in November 2010 and increase in income from the general trading business respectively. The gross profit margin was approximately of 5.1% for the three months ended 30 June 2011 (2010: approximately of 4.9% (restated)), the slightly increment was mostly contributed by the coal trading business which commenced in November 2010 and a higher gross profit margin from the sales for general trading.

For the three months ended 30 June 2011, the Group's selling and distribution costs amounted to approximately HK$0.2 million (2010: HK$Nil (restated)), the selling and distribution costs are in relation to the selling expenses for the coal trading business which commenced in November 2010.

For the three months ended 30 June 2011, the Group's administrative and other expenses amounted to approximately HK$9.6 million (2010: approximately HK$9.3 million (restated)), which represented the increased by approximately HK$0.3 million or 3.2%, as compared to the corresponding prior period ended. The increment was contributed by the increase in office rental expenses and general corporate expenses due to the inflation impact in Hong Kong.

For the three months ended 30 June 2011, the Group's finance costs amounted to approximately HK$0.08 million (2010: approximately HK$0.01 million (restated)), the increased by approximately HK$0.07 million or by 700% was contributed by the imputed interests on the promissory notes in the current period ended.

For the three months ended 30 June 2011, the Group recorded a fair value gain on investment properties of approximately HK$0.3 million (2010: fair value loss on investment properties of approximately HK$0.7 million), which represented increased in fair value of the Group's investment properties which are hold for investment purposes during the current period under reviewed.

The Group recorded the share of loss of associates, net of tax, of approximately HK$2.1 million for the prior corresponding period ended, which represented the share of 49% results attributed by the SFII and its subsidiaries (collectively referred to as the "SFII Group") to the Group. The SFII Group is principally engaged in mining, sale and distribution of coals in the PRC. The 49% equity interests in the SFII were disposed of on 16 August 2010 and on the same day, the SFII Group ceased to be the associates of the Group.

The Group recorded a loss for the prior corresponding period ended from discontinued operation of approximately HK$2.1 million which mainly represented the share of results of associates for the prior period.

For the three months ended 30 June 2011, the Group recorded a loss attributable to owners of the Company from the continuing operations of approximately HK$7.4 million (2010: approximately HK$9.7 million (restated)) represented a decrease in loss by approximately HK$2.3 million or 23.7%. The overall decrease in loss attributable to the owners of the

Company as compared to the corresponding prior period ended was mainly attributable by (i) increase in gross profit from coal trading and general trading segments and (ii) the SFII Group ceased to be the associates of the Group, that the Group has shared a significant loss of associates, net of tax in the prior period.

BUSINESS REVIEW AND PROSPECTS

For the three months ended 30 June 2011, the Group achieved revenue of approximately HK$42.8 million (2010: approximately HK$6.1 million (restated)) for the coal trading business, business of general trading and property investments respectively, representing an increased by approximately HK$36.7 million or 601.6% over the corresponding prior period ended. The increment was mostly contributed by the revenue stream which derived from the coal trading business which commenced in November 2010 and increase in income from the general trading business respectively.

Pursuant to a management review of the business environment and the comparative landscape for the Group's mining business, taking into account the limited prospects as well as the limited financial contribution from this investment which acquired on the November 2007, its equity interests were entirely disposed by two transactions on July 2009 and August 2010 respectively.

For the three months ended 30 June 2011, the Group recorded revenue of approximately HK$30.1 million from the coal trading business which acquired in October 2010 (2010: HK$Nil) and accounted for approximately of 70.3% of the Group's turnover (2010: Nil% (restated)). For the three months ended 30 June 2011, the coals' traded was approximately 0.09 million tones (2010: Nil).

Directors expected that the coal trading business will remain as the first main source of the Group's turnover due to the already entered into of the supplier letter of intents (the "Suppliers LOI") and the customer letter of intents (the "Customers LOI") for a term of three years since July 2010 which represented a foreseeable and stable profitable business opportunity. In addition, the PRC became a net coal importer in year 2009 and a continuous increase in demand of coals from the PRC and was noticed that Australia, Indonesia and Russia were the largest exporters of coal to the PRC since year 2009. It is a valuable opportunity for the Group to be able to link up companies from one of the world's largest exporters' country (the Indonesia) and one of the world's fast growing importers' country (the PRC) for the coal trading business.

In addition, with the awaiting of the coal mine in Victoria, Australia back to its normal mining status after the flooding and the breakout of the Fukushima Daiichi nuclear power plant's scandals in Japan, the supply of coals from the Australia to the PRC will be reduced and the current development for the nuclear plants in PRC might be hold up and leading to the change of the energy consumption pattern to the other sources of non-renewable and renewable energy respectively.

As per the China Bureau of Statistics 2009, coal fired plants accounted and supplied for over 70% of the national electricity, it can be expected that coal will be maintained as a main source of the power supply for its rapid expansions to the electricity generation and steel making capacity nationally. The Group will keep constantly negotiate with the suppliers and customers to buy and sell the extra 10% per month on top of the 30,000 metric tonnes as stated on the Suppliers LOI and Customers LOI respectively.

However, according to the National Development and Reform Commission, the PRC which announced in December 2010, the major contract price of steam coal to be signed in year 2011 must be kept the same as the major contracts in year 2010. Hence, the Group will keep continue to bargain for the possibility of exceeding US$2 per metric tonne for the coal trade for the already signed Suppliers LOI and Customers LOI respectively.

For the three months ended 30 June 2011, the Group achieved revenue of approximately HK$12.4 million for the general trading business in the PRC (2010: approximately HK$5.8 million (restated)). The general trading business of the Group commenced in October 2009 and the Group has entered into an acquisition contact (the "Acquisition Contract") with the trading customers (the "Trading Customers") from the period of 1 July 2010 to 30 June 2011 for different electronic appliances with the contract's amount of RMB28 million. Up to the date of expiration of the Acquisition Contract as at 30 June 2011, over RMB28 million was recorded for the general trading business out of the RMB28 million's Acquisition Contract which signed on 1 July 2010. The general trading business accounted for approximately of 29.0% of the Group's turnover for the three months ended 30 June 2011 (2010: approximately of 95.1% (restated)).

No renewal of the acquisition contract is signed upon the expired of the Acquisition Contract. However, the Directors expected that the turnover to be contributed from the general trading business will still remain as the second main source of the Group's turnover on the financial year of 2011/2012.

The acquisition of the Coal trading business in October 2010 (the "Coal Trading Business") not only diversified the Group's business but also contributed further source to the Group's turnover. Furthermore, the acquired of Coal Trading Business has provided cost and operation efficiency and other synergy effects to the Group from the prior management experiences and expertises from the disposed SFII Group. As the Coal Trading Business is still in its development stage, Directors expected a potential growth from the Coal Trading Business and hence the Group will put extra resources and diverts its current resources and focusing from the general trading to the coal trading segment to pursuit its growth and the Group will commit itself in controlling costs and improving the quality of the products.

For the three months ended 30 June 2011, the Group achieved revenue of approximately HK$0.3 million for the rental income from the Group's investment properties in HK and the PRC respectively (2010: approximately of HK$0.3 million (restated)). Given the current rising property market in Hong Kong surpassed its previous peak in 1997, the government has implemented several policies aimed at cooling down the overheating residential property market and curbing speculation in the luxury residential property may have effect on property market; and the uncertainties in the macro economy, such as the future change in interest rate, tightening monetary policy in the PRC and the recent announcement of raising the U.S. borrowing limit and avert an unprecedented debt default, the Directors is cautious on the increasing risk in the residential property market. Hence, on 3 August 2011, the Group entered into a provisional sale and purchase agreement with the purchasers in related to the disposal (the "Disposal") of a Group's property located in Hong Kong for a cash consideration of HK$11,300,000. The Directors consider that the Disposal represents a good opportunity for the Group to yield a reasonable return to its investment in the Property.

Addition, due to the regulations and policies adopted by PRC government towards the property market, the Directors might consider to dispose its properties of the Group in PRC which held for investment properties and/or property held for own use respectively when the properties can be disposed for profits. Even, there will be no rental income to be received after the completion of the Disposal, but the Directors view the rental income will still remain as the third main source of the Group's turnover on the financial year of 2011/2012.

Despite of the net loss of the Group for the three months ended 30 June 2011, the Board considers that the Group's overall financial positions are healthy and the Board remains positive on the prospects of the Group. Notwithstanding the foregoing, as at 30 June 2011, the Board confirms that the Group makes no investment in any financial derivatives, foreign exchange contracts, interest or currency swaps, hedgings or other financial arrangements for hedging purposes to reduce any currency risk nor made any over-the counter contingent forward transactions. The Board would like to emphasise that the Group's financial positions remain stable and has sufficient cash resources to meet its present and future cash flow requirements.

On 8 July 2011, the Group entered into the non-legally binding memorandum of understanding in relation to the acquisition of a target group (the "Target Group") which will be commenced and principally M.T.B.E. trading between the PRC, and Singapore or other East Asia countries. As at the date of this first quarterly announcement, the Group is in the progress to conduct due diligence on the Target Group.

The Board will constantly keep reviewing the Group's strategies and operations with a view to improve its business performance and Company's shareholders' (the "Shareholders") return. As usual and with available funds on hand, the Group is capable to actively looking for possible future investments with or within the property investments, general trading sectors and coal trading sectors or other sector(s) with growth potential to improve its Shareholders' value.

MATERIAL ACQUISITIONS OR DISPOSALS OF SUBSIDIARIES AND AFFILIATED COMPANIES

During the three months ended 30 June 2011 and 2010 respectively under reviewed, there was no material acquisitions or disposals of subsidiaries and affiliated companies.

CAPITAL STRUCTURE

The shares (the "Shares") of the Company were listed on the Growth Enterprise Market (the "GEM") of the Stock Exchange of Hong Kong Limited (the "Stock Exchange") since 15 November 2002.

As at 30 June 2011, the total issued share capital is 168,802,094 Shares.

PROPOSED ACQUISITION

On 8 July 2011, Star Enterprise Investment Company Limited, an indirectly wholly-owned subsidiary of the Company entered into the non-legally binding memorandum of understanding (the "MOU") with the vendor (the "Vendor") in relation to the possible acquisition (the "Possible Acquisition").

The target group (the "Target Group") will be commenced and principally engaged in methyl tertiary butyl ether trading between the PRC, and Singapore or other East Asia countries by the time of completion of the Possible Acquisition.

Details of the Possible Acquisition have been set out in the announcement of the Company dated 8 July 2011.

Save as disclosed above, there was no other proposed acquisition during the period ended 30 June 2011 held by the Group.

(30 June 2010: There was no other proposed acquisition for the period ended 30 June 2010 held by the Group.)

PROPOSED DISPOSAL OF A REAL PROPERTY

On 3 August 2011, Star Energy International Investment Company Limited, an indirectly wholly owned subsidiary of the Company entered into a provisional sale and purchase agreement (the "Provisional Sale and Purchase Agreement") with the purchasers in related to the disposal (the "Disposal") of a Group's property located in Hong Kong for a cash consideration of HK$11,300,000.

Since the applicable percentage ratios are more than 5% but less than 25%, the Disposal contemplated thereunder the Provisional Sale and Purchase Agreement constituted a discloseable transaction for the Company under Chapter 19 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules").

Details of the Disposal have been set out in the announcement of the Company dated 3 August 2011.

Save as disclosed above, there was no other proposed disposal of a real property during the period ended 30 June 2011 held by the Group.

(30 June 2010: There was no other proposed disposal of a real property for the period ended 30 June 2010 held by the Group.)

CONNECTED TRANSACTIONS

The Group has paid a refundable deposit of HK$3,000,000 (the "Deposit") to the Vendor, being the ultimate beneficial owner of the target company, forthwith upon the signing of the MOU. The payment of Deposit to the Vendor which constituted a connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules. As the applicable percentage ratios are less than 5%, the payment of Deposit is only subject to reporting and announcement requirements but is exempt from the independent shareholders' approval of the Company requirement under Chapter 20 of the GEM Listing Rules.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 30 June 2011, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) ("SFO") which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or as recorded in the register required to be kept by the Company under Section 352 of the SFO or otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors set out in Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

(i) Interests in shares

Name	Capacity of interests	Number of ordinary shares held	Approximate percentage of shareholding in the Company
Ming Kei International Holding Co. Limited (the "Ming Kei") *(Note 1)*	Beneficial owner	21,275,676 (L) *(Note 2 and 6)*	12.60
Mr. Wong Wai Sing (the "Mr. Wong")	Beneficial owner	504,400 (L) *(Note 6)*	0.30
	Interest of controlled corporation	21,275,676 (L) *(Note 2 and 6)*	12.60
Lonestar Group Limited (the "Lonestar") *(Note 3)*	Beneficial owner	400,000 (L) *(Note 6)*	0.24
Mr. Tsang Ho Ka, Eugene (the "Mr. Tsang") *(Note 4)*	Interest of controlled corporation	400,000 (L) *(Note 6)*	0.24
Ms. Lau Kimberly Siu Yan Kaiulani (the "Ms. Lau") *(Note 5)*	Interest of spouse	400,000 (L) *(Note 6)*	0.24

(ii) Interests in share options

Name of Directors	Date of grant	Exercisable period	Exercise price per Share *HK$*	Number of share options granted	Approximate percentage of shareholding in the Company
Ms. Yick Mi Ching, Dawnibilly	3 September 2010	3 September 2010 to 2 September 2020	0.755	7,940,104 (L) *(Note 6)*	4.70
Mr. Tsang Ho Ka, Eugene	3 September 2010	3 September 2010 to 2 September 2020	0.755	7,940,104 (L) *(Note 6)*	4.70

Notes:

1. Ming Kei is wholly and beneficially owned by Mr. Wong, a non-executive Director and a sole executive director of Ming Kei.

2. Ming Kei is wholly and beneficially owned by Mr. Wong, therefore, Mr. Wong, is deemed to be interested in the 21,275,676 Shares in which Ming Kei is interested.

3. Lonestar is wholly and beneficially owned by Mr. Tsang, an executive Director and a sole executive director of Lonestar.

4. Lonestar is wholly and beneficially owned by Mr. Tsang, therefore, Mr. Tsang is deemed to be interested in the 400,000 Shares in which Lonestar is interested.

5. Lonestar is wholly and beneficially owned by Mr. Tsang and who is the spouse of Ms. Lau. Accordingly, Mr. Tsang and Ms. Lau is deemed to be interested in the 400,000 Shares in which Lonestar is interested and Ms. Lau is deemed to be interested in the Shares beneficially owned by Mr. Tsang in his own capacity.

6. The letter "L" denoted a long position in shares.

Save as disclosed above, as at 30 June 2011, none of the Directors nor the chief executives of the Company had any other interests and short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were required to be recorded in the register kept by the Company under Section 352 of the SFO or otherwise required to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors set out in Rules 5.46 to 5.67 of the GEM Listing Rules.

DIRECTOR'S RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the paragraph headed "DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITION IN SHARES, UNDERLYING SHARES AND DEBENTURES" above and "SHARE OPTION SCHEME" below in the first quarterly announcement, at no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company or of any other body corporate granted to any Directors or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries a party to any arrangements to enable the Directors, their respective spouse or children under 18 years of age to acquire such rights in any other body corporate.

SHARE OPTION SCHEME

On 26 October 2002, the Company conditionally adopted the Share Option Scheme (the "Scheme") under which share options to subscribe for the shares of the Company may be granted under the terms and conditions stipulated therein. On 3 September 2010, the Board conditionally resolved to grant an aggregate of 7,940,104 (subsequently adjusted to 15,880,208 immediately after of the bonus issue) shares at HK$1.51 (subsequently adjusted to HK$0.755 immediately after the bonus issue) per share under the Scheme, which had been approved by shareholders of the Company at the special general meeting held on 5 November 2010. As at 30 June 2011, 15,880,208 granted share options under the Scheme were outstanding. Details number of share options granted, exercised and their respective exercise price and exercisable period are as follows:

Categories of grantees	Date of grant	Exercisable period	Exercise price per share *HK$*	Closing price at the date of grant *HK$*	Outstanding as at 01/04/2011	Granted during the period	Exercised during the period	Outstanding as at 30/06/2011
Directors								
Ms. Yick Mi Ching, Dawnibilly	3 September 2010	3 September 2010 – 2 September 2020	0.755	0.755	7,940,104	—	—	7,940,104
Mr. Tsang Ho Ka, Eugene	3 September 2010	3 September 2010 – 2 September 2020	0.755	0.755	7,940,104	—	—	7,940,104
					15,880,208	—	—	15,880,208

Note: The closing price at grant date of the share option was HK$1.51 per share, which is identical to the exercise price per share of HK$1.51. Upon the completion of bonus issues, the exercise price is adjusted to HK$0.755 per share, closing price at the grant date is adjusted to HK$0.755 per share accordingly for illustration purpose only.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 30 June 2011, the interests and short positions of persons, other than the Directors or chief executives of the Company, in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or, who are, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other members of the Group, or substantial shareholders as recorded in the register required to be kept by the Company under Section 336 of the SFO were as follows:

(i) Interests in shares:

Name of shareholders	Capacity of interests	Number of ordinary shares held	Approximate percentage of shareholding in the Company
Ming Kei *(Note 1)*	Beneficial owner	21,275,676 (L) *(Note 2 and 7)*	12.60
Mr. Wong	Beneficial owner	504,400 (L) *(Note 2 and 7)*	0.30
	Interest of controlled corporation	21,275,676 (L) *(Note 2 and 7)*	12.60
Mr. Ho Chung Wo ("Mr. Ho") *(Note 3)*	Beneficial Owner	18,170,000 (L) *(Note 7)*	10.76
Ms. Ho In Chan ("Ms. Ho") *(Note 4)*	Beneficial Owner	18,170,000 (L) *(Note 7)*	10.76

(ii) Interests in underlying shares — non-listed warrants

Name of shareholders	Capacity of interests	Number of underlying shares held	Approximate percentage of shareholding in the Company
Triumph Star Enterprises Limited (the "Triumph") *(Note 5)*	Beneficial owner	10,000,000 (L) *(Note 7)*	5.92
Mr. Chan Francis Ping Kuen (the "Mr. Chan") *(Note 5)*	Interest of controlled corporation	10,000,000 (L) *(Note 7)*	5.92
Glorious Smart International Investment Limited (the "Glorious") *(Note 6)*	Beneficial owner	10,000,000 (L) *(Note 7)*	5.92
Ms. Wang Hong *(Note 6)*	Interest of controlled corporation	10,000,000 (L) *(Note 7)*	5.92

Notes:

1. Ming Kei is wholly and beneficially owned by Mr. Wong, a non-executive Director and a sole executive director of Ming Kei.

2. Ming Kei is wholly and beneficially owned by Mr. Wong, therefore, Mr. Wong, is deemed to be interested in the 21,275,676 shares in which Ming Kei is interested.

3. Mr. Ho is the brother of Ms. Ho, the 18,170,000 Shares is wholly and beneficially owned under the joint account of Mr. Ho and Ms. Ho respectively, therefore Mr. Ho is deemed to be interested the 18,170,000 Shares.

4. Ms. Ho is the sister of Mr. Ho, the 18,170,000 Shares is wholly and beneficially owned under the joint account of Ms. Ho and Mr. Ho respectively, therefore Ms. Ho is deemed to be interested the 18,170,000 Shares.

5. Triumph is a subscriber of 10,000,000 non-listed warrants under the private placing of non-listed warrants which confer rights to Triumph to subscribe for 10,000,000 Shares. Triumph is wholly and beneficially owned by Mr. Chan, therefore, Mr. Chan is deemed to be interested in the 10,000,000 Shares in which Triumph is interested.

6. Glorious is a subscriber of 10,000,000 non-listed warrants under the private placing of non-listed warrants which confer rights to Glorious to subscribe for 10,000,000 Shares. Glorious is wholly and beneficially owned by Ms. Wang, therefore, Ms. Wang is deemed to be interested in the 10,000,000 Shares in which Glorious is interested.

7. The letter "L" denotes a long position in Shares.

Save as disclosed above, as at 30 June 2011, the Directors and the chief executives of the Company were not aware of any other person (other than the Directors and the chief executives 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 5% 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.

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company, nor any of its subsidiaries has purchased, redeemed or sold any of the Company's listed securities during the three months ended 30 June 2011.

DIRECTORS' INTERESTS IN CONTRACTS

As at 30 June 2011, no director of the Company had a significant beneficial interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company or any of its subsidiaries was a party.

DIRECTORS' INTEREST IN COMPETING INTERESTS

As at 30 June 2011, none of the Directors, the management shareholders or substantial shareholders of the Company or any of their respective associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete with the business of the Group, or have any other conflict of interests with the Group.

MANAGEMENT CONTRACTS

As at 30 June 2011, no contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed.

COMPETITION AND CONFLICT OF INTERESTS

As at 30 June 2011, none of the Directors, the management shareholders or substantial shareholders of the Company or any of their respective associates (as referred to in Note 3 to Rule 6.35 of the GEM Listing Rules) have engaged in any business that competes or may compete with the business of the Group, or have any other conflict of interests with the Group.

CODE ON CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the code of conduct for securities transactions by directors on terms no less exacting than the required standard of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules (the "Code"). Having made specific enquiry of all Directors, the Company was not aware of any non-compliance with the required standard set out in the Code.

AUDIT COMMITTEE

The Company established an audit committee on 26 October 2002 with written terms of reference in compliance with Rules 5.28 and 5.29 of the GEM Listing Rules. The primary duties of the audit committee are to review and supervise the financial reporting process and internal control system of the Group. The audit committee comprises three members, namely, Mr. Sung Wai Tak, Herman, Mr. Kwok Kam Tim and Mr. Kinley Lincoln James Lloyd all are independent non-executive Directors of the Company. The unaudited condensed consolidated results of the Group for the three months ended 30 June 2011 have been reviewed by the audit committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Stock Exchange and legal requirements and that adequate disclosures have been made. The chairman of the audit committee is Mr. Kwok Kam Tim.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws of the Company or the Bye-laws of Bermuda which would oblige the Company to offer new shares on a pro rate basis to existing shareholders.

CORPORATE GOVERNANCE PRACTICES

The Company has adopted the code provisions set out in the Code on Corporate Governance Practices (the "Corporate Code") as set out in Appendix 15 of the GEM Listing Rules. The Company has applied the principles in the Corporate Code and complied with the code provisions set out in the Corporate Code for the three months ended 30 June 2011 save and except that (i) no nomination committee of the Board is established and (ii) non-executive Director and all independent non-executive Directors of the Company are not appointed for a specific term.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and to the best knowledge of the Directors as at the date of this first quarterly announcement, there is sufficient public float of the Company's issued shares as required under the Listing Rules throughout the three months period ended 30 June 2011.

PUBLICATION OF INFORMATION ON WEBSITES

This first quarterly announcement is available for viewing on the website of Stock Exchange at www.hkex.com.hk and on the website of the Company at www.mingkeiholdings.com.

By order of the Board of
Ming Kei Holdings Limited
Mr. Wong Wai Sing
Chairman

Hong Kong, 9 August 2011

As at the date of this first quarterly announcement, the executive Directors are Ms. Yick Mi Ching Dawnibilly and Mr. Tsang Ho Ka, Eugene, the non-executive Director is Mr. Wong Wai Sing and the independent non-executive Directors are Mr. Sung Wai Tak, Herman, Mr. Kwok Kam Tim and Mr. Kinley Lincoln James Lloyd.

This first quarterly announcement will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days from the date of its posting and the Company's website at www.mingkeiholdings.com.