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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)

FIRST QUARTERLY RESULTS ANNOUNCEMENT FOR THE THREE MONTHS ENDED 30 JUNE 2013

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET ("GEM") OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "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 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 announcement, for which the directors (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 Exchange (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 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 announcement misleading.

* For identification purposes only

The board (the "Board") of Directors is pleased to report the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three (the "Period") months ended 30 June 2013 together with the comparative figures as follows:

CONDENSED CONSOLIDATED INCOME STATEMENT

| | | Three months ended 30 June | |
|--|-------|---------------------------------|---------------------------------|
| | | 2013 (Unaudited) HK\$'000 | 2012 (Unaudited) HK\$'000 |
| | Notes | | |
| Continuing operations | | | |
| Turnover | 4 | 25,392 | 24,031 |
| Cost of sales | | (23,255) | (22,628) |
| Direct operating expenses | | – | (33) |
| Gross profit | | 2,137 | 1,370 |
| Other income, and gains and losses, net | 4 | 407 | 2,469 |
| Selling and distribution costs | | (171) | (171) |
| Administrative and other expenses | | (7,406) | (10,764) |
| Loss before income tax from continuing operations | | (5,033) | (7,096) |
| Income tax | 6 | (208) | (193) |
| Loss for the period from continuing operations | | (5,241) | (7,289) |
| Discontinued operation | | | |
| Loss for the period from discontinued operation | | – | (64) |
| Loss for the period | 5 | (5,241) | (7,353) |
| Attributable to: | | | |
| Owners of the Company | | (5,336) | (7,447) |
| Non-controlling interests | | 95 | 94 |
| | | (5,241) | (7,353) |
| Loss per share for loss attributable to owners of the Company | 8 | | |
| From continuing and discontinued operations | | | |
| Basic and diluted (in HK Cents) | | (1.06) | (3.32) |
| From continuing operations | | | |
| Basic and diluted (in HK Cents) | | (1.06) | (3.29) |

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

| | Three months ended | |
|--|--------------------|----------------|
| | 30 June | |
| | 2013 | 2012 |
| | (Unaudited) | (Unaudited) |
| | HK\$'000 | HK\$'000 |
| Loss for the period | (5,241) | (7,353) |
| Other comprehensive income for the period, net of tax: | | |
| — Exchange differences on translation of financial statements of overseas subsidiaries | 130 | 8 |
| — Reclassification adjustment of exchange reserves on disposal of interests in overseas subsidiaries | — | (1,198) |
| Total comprehensive income for the period | (5,111) | (8,543) |
| Attributable to: | | |
| Owners of the Company | (5,206) | (8,637) |
| Non-controlling interests | 95 | 94 |
| | (5,111) | (8,543) |

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the three months ended 30 June 2013

| | Issued capital HK\$'000 | Share premium HK\$'000 | Contributed surplus HK\$'000 | Capital reserve HK\$'000 | Exchange reserve HK\$'000 | Accumulated losses HK\$'000 | Attributable to owners of the Company HK\$'000 | Non- controlling interests HK\$'000 | Total HK\$'000 |
|--|-------------------------------|------------------------------|------------------------------------|--------------------------------|---------------------------------|-----------------------------------|--|--|-------------------|
| At 1 April 2013 (audited) | 5,045 | 192,038 | 131,109 | 120,794 | 1,910 | (251,054) | 199,842 | 4,648 | 204,490 |
| Loss for the period | - | - | - | - | - | (5,336) | (5,336) | 95 | (5,241) |
| Other comprehensive income for the Period | - | - | - | - | 130 | - | 130 | - | 130 |
| Total comprehensive income for the Period | - | - | - | - | 130 | (5,336) | (5,206) | 95 | (5,111) |
| At 30 June 2013 (unaudited) | 5,045 | 192,038 | 131,109 | 120,794 | 2,040 | 256,390 | 194,636 | 4,743 | 199,379 |

For the three months ended 30 June 2012

| | Issued capital HK\$'000 | Share premium HK\$'000 | Contributed surplus HK\$'000 | Capital reserve HK\$'000 | Share option reserve HK\$'000 | Exchange reserve HK\$'000 | Accumulated losses HK\$'000 | Attributable to owners of the Company HK\$'000 | Non- controlling interests HK\$'000 | Total HK\$'000 |
|--|-------------------------------|------------------------------|------------------------------------|--------------------------------|--|---------------------------------|-----------------------------------|--|--|-------------------|
| At 1 April 2012 (audited) | 1,967 | 70,917 | 131,109 | 120,794 | 4,484 | 3,012 | (229,884) | 102,399 | 4,265 | 106,664 |
| Loss for the period | - | - | - | - | - | - | (7,447) | (7,447) | 94 | (7,353) |
| Other comprehensive income for the Period | - | - | - | - | - | (1,190) | - | (1,190) | - | (1,190) |
| Total comprehensive income for the Period | - | - | - | - | - | (1,190) | (7,447) | (8,637) | 94 | (8,543) |
| Placements of new shares | 338 | 8,561 | - | - | - | - | - | 8,899 | - | 8,899 |
| At 30 June 2012 (unaudited) | 2,305 | 79,478 | 131,109 | 120,794 | 4,484 | 1,822 | (237,331) | 120,661 | 4,359 | 107,020 |

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. GENERAL INFORMATION

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 (the "Share(s)") are listed on the GEM. 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 Room 2103, 21/F., No. 9 Queen's Road Central, Central, Hong Kong.

The Company principally engaged in investment holding and its subsidiaries are principally engaged in property investment, and business of coal trading between the People's Republic of China (the "PRC") and Indonesia.

2. BASIS OF PREPARATION AND PRINCIPAL ACCOUNTING POLICIES

2.1 Basis of preparation

The unaudited condensed consolidated interim financial statements of the Group for the Period (the "Interim Financial Statements") have been prepared in accordance with Hong Kong Accounting Standard ("HKAS") 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA") and the applicable disclosure requirements of the GEM Listing Rules. The Interim Financial Statements should be read in conjunction with the annual report of the Company for the year ended 31 March 2013 (the "Annual Report"), which has been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs").

2.2 Principal accounting policies

The Interim Financial Statements have been prepared under the historical cost convention.

The accounting policies and methods of computation adopted for preparation of the Interim Financial Statements are consistent with those applied in the preparation of the Annual Report.

In the Period, the Group has adopted the new or revised HKFRSs issued by the HKICPA, which are effective for the Group's financial year beginning on 1 April 2013. The adoption of these new and revised HKFRSs has no significant impact on the Group's Interim Financial Statements. The Group has not early adopted the new HKFRSs that have been issued but are not yet effective.

3. 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:

- (a) The coal trading segment comprised the business of coal trading; and
- (b) The property investment segment comprised investment in various properties for rental income purposes.

3. SEGMENT INFORMATION *(Continued)*

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.

In determining the Group's geographical segments, revenues and results are based on the location in which the customer is located.

Reportable segments

The following tables present revenue, results and certain asset, liabilities and expenditure information for the Group's reportable segments for the three months ended 30 June 2013 and 2012.

| For the three months ended 30 June 2013 | | | |
|---|--|---|---|
| | Coal trading (Unaudited) HK\$'000 | Property investment (Unaudited) HK\$'000 | Consolidated (Unaudited) HK\$'000 |
| Segment revenue | | | |
| External sales and services | 24,507 | 885 | 25,392 |
| Inter-segment revenue | – | – | – |
| Reportable segment revenue | 24,507 | 885 | 25,392 |
| Reportable segment profit | 1,142 | 495 | 1,637 |
| Interest income | – | – | 1 |
| Depreciation charges | – | – | 460 |

| For the three months ended 30 June 2012 | | | | | |
|---|--|---|-------------------------------------|---|-------------------------|
| | Continuing operations | | | Discontinued operation (Note 8) | Consolidated |
| | Coal trading (Unaudited) HK\$'000 | Property investment (Unaudited) HK\$'000 | Subtotal (Unaudited) HK\$'000 | General trading (Unaudited) HK\$'000 | (Unaudited) HK\$'000 |
| Segment revenue | | | | | |
| External sales and services | 23,886 | 145 | 24,031 | – | 24,031 |
| Inter-segment revenue | – | – | – | – | – |
| Reportable segment revenue | 23,886 | 145 | 24,031 | – | 24,031 |
| Reportable segment profit/(loss) | 1,126 | (326) | 800 | (64) | 736 |
| Interest income | – | – | – | – | – |
| Depreciation charges | – | (48) | (48) | – | (48) |

3. SEGMENT INFORMATION *(Continued)*

Reportable segments *(Continued)*

A reconciliation of reportable segment profit to consolidated loss before income tax is provided as follow:

| | Three months ended 30 June | |
|-------------------------------------|---------------------------------|---------------------------------|
| | 2013 (Unaudited) HK\$'000 | 2012 (Unaudited) HK\$'000 |
| Continuing operations: | | |
| Loss before income tax | | |
| Reportable segment profit | 1,637 | 800 |
| Interest income | 1 | – |
| Unallocated corporate expenses | (6,671) | (7,896) |
| Consolidated loss before income tax | (5,033) | (7,096) |

Except for the deposit paid for acquisition of subsidiaries as set out in Note 14, there has been no material change in total assets from the amount disclosed in the Annual Report.

There is no difference from the Annual Report in the basis of segmentation or in the basis of measurement of segment profit or loss.

4. TURNOVER AND OTHER INCOME, AND GAINS AND LOSSES, NET

| | Three months ended 30 June | |
|--|---------------------------------|---------------------------------|
| | 2013 (Unaudited) HK\$'000 | 2012 (Unaudited) HK\$'000 |
| Continuing operations | | |
| Turnover: | | |
| Sales of goods | 24,507 | 23,886 |
| Rental income | 885 | 145 |
| | 25,392 | 24,031 |
| Other income, and gains and (losses), net: | | |
| Interest income | 1 | – |
| Sundry income | 406 | 326 |
| Gain on disposal of subsidiaries | – | 2,143 |
| | 407 | 2,469 |

5. LOSS FOR THE PERIOD

This is arrived at after charging the following:

| | Three months ended 30 June | |
|------------------------------|-------------------------------|-------------|
| | 2013 | 2012 |
| | (Unaudited) | (Unaudited) |
| | HK\$'000 | HK\$'000 |
| Continuing operations | | |
| Cost of inventories sold | 23,255 | 22,628 |
| Depreciation | 460 | 483 |

6. INCOME TAX

| | Three months ended 30 June | |
|------------------------------|-------------------------------|-------------|
| | 2013 | 2012 |
| | (Unaudited) | (Unaudited) |
| | HK\$'000 | HK\$'000 |
| Continuing operations | | |
| Current tax — Hong Kong | | |
| Charge for the period | 208 | 186 |
| Current tax — PRC | | |
| Charge for the period | — | 7 |
| | | |
| | 208 | 193 |

Provision for Hong Kong profits tax is calculated at 16.5% on the estimated assessable profits for the current and prior periods. 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.

7. DIVIDEND

The Directors do not recommend for payment of an interim dividend for the Period (2012: HK\$Nil).

8. LOSS PER SHARE

The calculation of basic loss per share is based on the loss for the current and prior periods attributable to the owners of the Company, and the weighted average number of ordinary shares in issue during the current and prior periods.

The calculation of diluted loss per share for the current and prior periods are 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 periods, 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 share options and warrants where applicable, had an anti-dilutive effect on 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 from (i) continuing and discontinued operations; and (ii) from continuing operations for the respective periods are equal.

(i) From continuing and discontinued operations

The calculation of basic and diluted loss per share is based on:

| | Three months ended 30 June | |
|--|---------------------------------------|-------------|
| | 2013 | 2012 |
| | (Unaudited) | (Unaudited) |
| | HK\$'000 | HK\$'000 |
| Loss attributable to the owners of the Company, used in the basic and diluted loss per share calculations | (5,336) | (7,447) |
| | | |
| | Three months ended 30 June | |
| | 2013 | 2012 |
| | (Unaudited) | (Unaudited) |
| | '000 | '000 |
| Weighted average number of ordinary shares for basic and diluted loss per share calculations | 504,523 | 224,195 |

8. LOSS PER SHARE *(Continued)*

(ii) From continuing operations

The calculation of basic and diluted loss per share is based on:

| | Three months ended 30 June | |
|---|---------------------------------------|-------------|
| | 2013 | 2012 |
| | (Unaudited) | (Unaudited) |
| | HK\$'000 | HK\$'000 |
| Loss attributable to the owners of the Company, used in the basic and diluted loss per share calculations | (5,336) | (7,383) |

| | Three months ended 30 June | |
|--|---------------------------------------|-------------|
| | 2013 | 2012 |
| | (Unaudited) | (Unaudited) |
| | '000 | '000 |
| Weighted average number of ordinary shares for basic and diluted loss per share calculations | 504,523 | 224,195 |

9. EVENTS AFTER THE PERIOD

(a) Proposed rights issue

On 23 April 2013, the Group entered into a supplemental agreement in relation to the proposed issue (the "Rights Issue") by way of rights of three (3) new Shares (the "Rights Share") to be allotted and issued under the Rights Issue, being 151,356,987 Shares, for every ten (10) existing Shares at the subscription price of HK\$0.200 per Rights Share. Details of this transaction are set out in the circular and prospectus of the Company dated 15 May 2013 and 17 June 2013 respectively, and announcements of the Company dated 16 January 2013, 20 February 2013, 23 April 2013 and 13 May 2013. The proposed rights issue has been completed and details of the results of Rights Issue are set out in the announcement of the Company dated 9 July 2013.

(b) Proposed acquisitions

On 27 March 2013, the Group entered into a conditional sale and purchase agreement with an independent third party to acquire the entire equity interests in target companies at an aggregate consideration of HK\$13,000,000. The target companies are principally engaged in trading of coal in the PRC.

Further details of the proposed acquisition are set out in the Company's announcements dated 27 March 2013 and 26 June 2013. The proposed acquisition has not been completed as at the date of this announcement.

The Board announced on 5 July 2013, Star Capital Global Limited (the "Purchaser"), a company incorporated in the BVI with limited liability, a direct wholly-owned subsidiary of the Company, entered into a non-legally binding memorandum of understanding (the "Memorandum of Understanding") dated 5 July 2013 with the Vendors and the Purchaser setting out preliminary understanding in relation to the possible acquisition (the "Pawn Acquisition") of the entire equity interest in the Prima Finance Holdings Limited (the "Target Company") to be carried out by the Purchaser as contemplated under the Memorandum of Understanding and subject to the execution of a formal sale and purchase agreement. The consideration for Pawn Acquisition of the entire equity interest in the Target Company shall be not less than HK\$800 million.

MANAGEMENT DISCUSSION AND ANALYSIS

BUSINESS AND FINANCIAL REVIEW

The Group is principally engaged in (i) property investments; and (ii) business of coal trading business between the People's Republic of China (the "PRC") and Indonesia.

Pursuant to pages 18 and 19 of the circular (the "Indonesia Circular") of the Company dated 14 October 2010, in particular maintaining a positive price gap between the purchase price and the selling price of at least United States dollar (the "US\$") 2 per metric tonne of coal sold, any changes in selling price per metric tonne of coal sold for did not have significant impact to the cash flows or the operating model of the coal trading business. Given the letter of intents (the "LOIs") separately signed with the customers and suppliers to sell and purchase 30,000 metric tonnes of Indonesian coal per month, and will be renewed automatically upon expiration with same trading terms and conditions, the coal trading business will continue and provide a stable and regular source of income to the Group.

The Group recorded total turnover of approximately Hong Kong dollar (the "HK\$") 25,392,000 (2012: approximately HK\$24,031,000) for the Period representing an increase of by approximately HK\$1,361,000 over the corresponding prior period. The increment of revenue were mostly contributed by the increase in selling price per metric tonne of coal sold for the coal trading business which increased by approximately HK\$621,000 to approximately HK\$24,507,000 (2012: approximately HK\$23,886,000) for the Period. The new investment property located in Tuen Mun, Hong Kong generated additional and steady rental income and cash inflow of approximately HK\$885,000. By reflecting the improved gross profit margin after the Property Acquisition, the gross profit was approximately HK\$2,137,000 for the Period (2012: approximately HK\$1,370,000) representing a slightly increase of approximately HK\$767,000.

In the absent of one-off gain arising from the disposal of the Star International Business Company Limited ("SIB") and its subsidiaries (collectively the "SIB Group"), which has been completed on 11 May 2012, the Group reported a decrease in other income and other gains and losses, net for the Period to approximately HK\$407,000 (2012: approximately HK\$2,469,000).

The administrative and other expenses for the Period decreased by approximately 31.2% to approximately HK\$7,406,000 (2012: approximately HK\$10,764,000) was mainly due to cost control and decrease in staff costs.

Loss attributable to the owners of the Company for the Period was approximately HK\$5,336,000 (2012: approximately HK\$7,447,000).

Property Investments

Given HK\$885,000 gross rental income received for the Period and the annual gross rental income from the investment property located in Tuen Mun acquired on 24 October 2012 of approximately HK\$3.5 million represents a yield (the “Annual Yield”) of approximately 4.0% to the Consideration, the Board considered the returns satisfactory and the acquisition of the new investment property located in Tuen Mun was a good opportunity for the Group to achieve long term stable income and growth.

Coal Trading Business

Pursuant to the Indonesia Circular, given the LOIs, the existing coal trading business will continue and provide a steady source of income and positive impact on the earnings to the Group. The Group will continue monitoring the sale price of steam coal as well as the controls over costs and related expenses towards the coal trading operations to ensure its continued profitability. By maintaining the same strategies as set out in the Indonesia Circular, the Group takes opportunities to expand its customer base and supplier networks through the business plan of a new coal trading business in the PRC and uses the best endeavour to make appropriate decision and process on a timely manner.

In order to catch the surge in demand as aforesaid, the Group entered into sale and purchase agreement for the proposed acquisition (the “Coal Acquisition”) of the entire issued share capital of Wider Trading Limited on 27 March 2013 extended by an extension agreement on 26 June 2013 and processing the due diligent process for the new establishment in the PRC. The Group continues to hold the business strategy by taking opportunities to expand its customer base and suppliers network. Through the acquisition of a PRC enterprise with a coal trading qualification license (煤炭經營資格證) that (a) can enabling the Group to step in the business of trading coal domestically and nation-wide in the PRC; (b) expand the regions and geographical coverage; (c) provide a synergy effect to the existing coal trading business in the future by introducing new customer base and supplier networks; (d) improve the financial results of the Group through the additional income source; and (e) with the opportunity to mitigate this exposure and the prospect of a more balanced revenue and customer base.

The Company has been exploring opportunities to broaden the Group’s business scope and additional income sources within the same industry.

The completion of the Coal Acquisition is subject to and depending on the results of the due diligent review, valuation, if applicable, and other related issues. We may not be able to complete the Coal Acquisition within a prescribed time frame or conclude on terms commercially acceptable to the Group and the Shareholders, the Directors hold the view that other business opportunities as the alternatives of the Coal Acquisition could be identified if sufficient financial resources is available to the Group as the Directors have experienced to receive proposals from potential vendors in respect of potential investment projects from time to time.

Prospects

Following completion of the Rights Issue, additional working capital may be employed and available for the operations to capitalize on newly presented business opportunities, the Coal Acquisition and other potential acquisition, including but not limited to the Pawn Acquisition. The net proceeds of the Rights Issue was approximately HK\$27.9 million. The Rights Issue is consistent with the strategic plans of the Group, and is therefore fair and reasonable, and in the interests of the Company and the Shareholders as a whole. The net proceeds from the Rights Issue will (a) enable the Group to use the best endeavour to make appropriate decision and on a timely manner; (b) has sufficient financial resources to negotiate with other potential vendors; and (c) to facilitate the completion of potential acquisition (including Coal Acquisition and Pawn Acquisition).

As part of its business plan, the Board will continue to explore and evaluate new businesses and investment opportunities (including Pawn Acquisition) which could be of good potential and/or long-term benefit to the Group and the Shareholders.

The Board will take a cautious and conservative approach in the evaluation and timing of potential projects or investments, including Coal Acquisition and Pawn Acquisition and constantly keep reviewing the Group's strategies and operations with a view to improve its business performance and Company's shareholders' returns. As the Directors have experienced in receiving proposals from potential vendors in respect of potential investment projects from time to time, the Board considers there are possibilities that the Group would identify suitable investment opportunities having greater potential returns which may broaden the Group's business scope, provide additional income sources, and may enhance the earnings per share of the Group, have arisen and will arise from time to time by taking advantage of the good market sentiments in future.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATION

As at 30 June 2013, 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 (i) were required to be notified to the Company and the 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 (ii) were recorded in the register required to be kept by the Company under Section 352 of the SFO; or (iii) which were required to be notified to the Company and the Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

Long positions in the Shares

| Name of Directors | Capacity | Number of ordinary shares held | Approximate percentage of shareholding in the Company |
|-----------------------------------|--|--------------------------------------|--|
| Mr. Wong Wai Sing ("Mr. Wong") | Beneficial owner | 36,400 | 0.01 |
| | Interest of a controlled corporation (Note) | 75,676 (Note) | 0.01 |

Note: Mr. Wong is the chairman of the Company and an executive Director. Of the 112,076 Shares, 75,676 Shares are held by Ming Kei International Holding Company Limited ("MKIH"), a company which is wholly and beneficially owned by Mr. Wong, the sole executive director of MKIH. Accordingly he is deemed to be interested in such 75,676 Shares.

Save for those disclosed above, as at 30 June 2013, none of the Directors or chief executives of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to Company and the Exchange pursuant to the Model Code.

COMPLIANCE WITH THE MODEL CODE FOR 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. Having made specific enquiries by the Company, the Directors have confirmed that they have complied with the provisions of Model Code throughout the Period.

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

The register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO showed that, as at 30 June 2013, the following companies had interests in more than 5% of the Company's issued share capital:

LONG POSITION IN THE SHARES OF THE COMPANY

| Name of substantial shareholder | Number of shares interested | | | Percentage* of the issued share capital of the Company |
|----------------------------------|-----------------------------|----------------------|-----------------|--|
| | Direct interests | Deemed interests | Total interests | |
| Vitasmart Limited | 35,000,000 | – | 35,000,000 | 6.94% |
| Chan Yin Kan, Katie ("Ms. Chan") | – | 58,900,000 (Note) | 58,900,000 | 11.67% |
| Lau Kim Hung, Jack ("Mr. Lau") | 23,900,000 | 35,000,000 (Note) | 58,900,000 | 11.67% |

Note: The share capital of Vitasmart Limited wholly and beneficially owned by Mr. Lau. Accordingly, Mr. Lau was deemed to be interested in the 35,000,000 shares of the Company held by Vitasmart Limited. Ms. Chan, being the spouse of Mr. Lau, is deemed to be interested in 35,000,000 Shares held by Vitasmart Limited and 23,900,000 Shares held by Mr. Lau. Mr. Lau is the father-in-law of Tsang Ho Ka, Eugene, a non-executive Director of the Company.

* *The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at 30 June 2013.*

Save as disclosed above, the directors of the Company are not aware of any person (other than the directors of the Company whose interests are set out in the section headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any Associated Corporation" above) who, as at 30 June 2013, had an interest or a short position in the shares or underlying shares of the Company which would fall to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO, or which would be recorded in the register kept by the Company under Section 336 of the SFO.

INTERESTS IN A COMPETING BUSINESS

As at 30 June 2013, 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 might compete with the business of the Group, or have any other conflict of interests with the Group.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor its subsidiaries has purchased, redeemed, sold or cancelled any of the Company's listed securities during the Period.

CORPORATE GOVERNANCE PRACTICES

Throughout the Period, the Company has been fully compliant with all the code provisions set out in Appendix 15 Corporate Governance Code (the "CG Code") of the GEM Listing Rules with the exception of the following deviations:

CODE PROVISION A.4.1

Code Provision A.4.1 of the CG Code stipulates that non-executive directors should be appointed for a specific term, subject to re-election.

DEVIATION

Non-executive Directors are not appointed for a fixed term. The Bye-laws of the Company stipulate that every director (including executive or non-executive directors) shall be subject to retirement for re-election at least once every three years. Therefore, the Company has adopted adequate measures to ensure the corporate governance of the Company complies with the same level to that required under the CG Code.

CODE PROVISION A.6.7

Code provision A.6.7 of the CG Code stipulates that the independent non-executive Directors and other non-executive Directors should attend general meetings and develop a balanced understanding of the views of shareholders.

DEVIATION

Mr. Tsang Ho Ka, Eugene ("Mr. Tsang"), the non-executive Director, and Mr. Ho Chi Wai ("Mr. Ho"), Mr. Chen Yihua and Ms. Cui Ying ("Ms. Cui") are the independent non-executive Directors of the Company were unable to attend the annual general meeting (the "AGM 2013") of the Company held on 2 August 2013 as they had other important business engagement.

Mr. Wong and Mr. Tsang, the non-executive Directors, and Mr. Kwok, Mr. Ho and Ms. Cui, the independent non-executive Directors, were unable to attend the special general meeting of the Company held on 3 June 2013 as they had other important business engagement.

CODE PROVISION E.1.2

Code provision E.1.2 of the CG Code stipulates that the chairman of the board should attend the annual general meeting.

DEVIATION

The chairman of the Board, Mr. Wong, was unable to attend the AGM 2013 as he had other important business engagement. However, Mr. Chow Pak Wah, Oliver, had chaired the AGM 2013 in accordance with Bye-laws of the Company.

AUDIT COMMITTEE

The unaudited condensed consolidated financial statements of the Group for the Period have been reviewed by the audit committee of the Company, which was of the opinion that the preparation of such financial information complied with the applicable accounting standards, the GEM Listing Rules and other applicable legal requirements and that adequate disclosures have been made.

By order of the Board of
Ming Kei Holdings Limited
Ho Pui Tin, Terence

Chief Executive Officer and Executive Director

Hong Kong, 13 August 2013

As at the date of this announcement, the executive Directors are Mr. Wong Wai Sing, Mr. Ho Pui Tin, Terence and Mr. Chow Pak Wah, Oliver, the non-executive Director is Mr. Tsang Ho Ka, Eugene and the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Ho Chi Wai, Ms. Cui Ying and Mr. Chen Yihua.

This announcement, 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 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 herein or this announcement misleading.

This 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.mkhld.com.