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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)

**(I) COMPLETION OF
VERY SUBSTANTIAL ACQUISITION
IN RELATION TO THE ACQUISITION OF
THE ENTIRE EQUITY INTERESTS IN
AND SHAREHOLDER'S LOANS TO
PRIMA FINANCE HOLDINGS LIMITED;
AND**

(II) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all conditions precedent to the Acquisition had been fulfilled and the Completion took place on 25 June 2014.

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

The Board has noted the recent increases in the price and trading volume of the Shares. Having made such enquiry with respect to the Company as is reasonable in the circumstances, save for the Completion, the Board confirms that it is not aware of any reasons for these price or volume movements or of any inside information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

* For identification purposes only

References are made to the announcement of Ming Kei Holdings Limited (the “**Company**”) dated 23 December 2013 and the circular of the Company dated 30 May 2014 (the “**Circular**”) in relation to, among other things, the Acquisition and the announcement of the Company dated 18 June 2014 in relation to the poll results of the SGM held on 18 June 2014. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the conditions precedent to the Acquisition had been fulfilled and the Completion took place on 25 June 2014. As a result of the Completion, the Company had (i) issued the Promissory Notes in the aggregate principal amount of HK\$50,000,000 to Exuberant Global and its nominee; (ii) allotted and issued the Convertible Bonds in the principal amount of HK\$255,630,000 (HK\$6,699,179 of which is withheld by the Purchaser as the Deferred Convertible Bonds), HK\$117,550,000 and HK\$47,020,000 to Exuberant Global, Bustling Capital and Time Prestige respectively; and (iii) allotted and issued 174,200,000, 67,000,000 and 26,800,000 Consideration Shares to Exuberant Global, Bustling Capital and Time Prestige respectively in the amount of HK\$60,970,000, HK\$23,450,000 and HK\$9,380,000 respectively.

Following the Completion, the Target has become an indirect wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the consolidated financial statements of the Company.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The following table sets forth the shareholding structure of the Company immediately following the Completion:

	Immediately following the Completion	
	<i>Number of Shares</i>	<i>Approximately %</i>
Substantial Shareholder		
Mr. Lau and his associates (<i>Note 1</i>)	120,000,000	12.39
The Purchaser’s Guarantor and his associates (<i>Note 2</i>)	112,076	0.01
The Vendors		
Exuberant Global	174,200,000	17.99
Bustling Capital	67,000,000	6.92
Time Prestige	26,800,000	2.77
Public Shareholders	580,268,208	59.92
Total	968,380,284	100.00

Notes:

1. Mr. Lau, a substantial Shareholder, is the beneficial owner of 23,900,000 Shares and is interested in 96,100,000 Shares, through Vitasmart, a company wholly and beneficially owned by him. Ms. Chan is the spouse of Mr. Lau. Mr. Lau and Ms. Chan are the father-in-law and mother-in-law respectively of Mr. Tsang, a non-executive Director and vice-chairman of the Company.
2. The Purchaser's Guarantor, who is also an executive Director and the chairman of the Company, is the beneficial owner of 36,400 Shares and is interested in 75,676 Shares, through MKIH, a company wholly and beneficially owned by him.

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

The Board has noted the recent increases in the price and trading volume of the Shares. Having made such enquiry with respect to the Company as is reasonable in the circumstances, save for the Completion, the Board confirms that it is not aware of any reasons for these price or volume movements or of any inside information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the SFO.

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

Hong Kong, 25 June 2014

As at the date of this announcement, the executive Directors are Mr. Wong Wai Sing, Mr. Ho Pui Tin, Terence and Mr. Han Jianli, the non-executive Director is Mr. Tsang Ho Ka, Eugene, and the independent non-executive Directors are Mr. Kwok Kam Tim, Mr. Du Hui 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.mingkeiholdings.com.