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*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 3828)

## **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that the conditions of the Placing have been fulfilled and the Placing was completed on 11 December 2012 in accordance with the terms and conditions of the Placing Agreement. An aggregate of 45,585,550 Placing Shares were issued to the Placee at the Placing Price of HK\$1.00 per Placing Share.

Reference is made to the announcement of Ming Fai International Holdings Limited (the “Company”) dated 4 December 2012 (the “Announcement”) in relation to, inter alia, the placing of Placing Shares under general mandate. Unless otherwise states, capitalised terms used herein shall have the same meanings as defined in the Announcement.

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## **CHANGE OF SHAREHOLDING STRUCTURE**

As at the date of this announcement, the Company has 696,807,697 Shares in issue.

The shareholding structures of the Company (i) immediately before completion of the Placing; and (ii) immediately after completion of the Placing are as follows:

Shareholders	Immediately before completion of the Placing		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Prosper Well Concert Group	211,462,200	32.47%	211,462,200 <i>(Note 1)</i>	30.35%
Placee	–	–	45,585,550	6.54%
Other public Shareholders	<u>439,759,947</u>	<u>67.53%</u>	<u>439,759,947</u>	<u>63.11%</u>
Total	<u><u>651,222,147</u></u>	<u><u>100%</u></u>	<u><u>696,807,697</u></u>	<u><u>100%</u></u>

*Note:*

1. The 211,462,200 Shares are held in the following manners:
  - (a) 10,114,000 Shares are held by Mr. Ching Chi Fai (the chairman and an executive director) as beneficial owner in his own capacity. Ms. Lo Kit Ling is Mr. Ching Chi Fai's spouse and is deemed interested in the Shares in which Mr. Ching Chi Fai is interested in.
  - (b) 165,166,600 Shares are held by Prosper Well International Limited which is wholly-owned by Mr. Ching Chi Fai. As such, Mr. Ching Chi Fai is deemed interested in 165,166,600 Shares, and in aggregate interested in 175,280,600 Shares.
  - (c) 32,499,600 Shares are held by Targetwise Trading Limited, which is owned as to 50% by Mr. Ching Chi Keung, an executive Director and 50% by Ms. Chan Yim Ching, an executive Director. Ms. Po Fung Kiu is the spouse of Mr. Ching Chi Keung. As such, she is deemed interested in the Shares interested by Mr. Ching Chi Keung through Targetwise Trading Limited. Mr. Lee King Keung is the spouse of Ms. Chan Yim Ching. As such, he is deemed interested in the Shares interested by Ms. Chan Yim Ching through Targetwise Trading Limited. Mr. Lee King Keung is interested in 194,000 Shares and also interested in 194,000 share options and upon exercised, will entitle him additional 194,000 Shares, as such, Ms. Chan Yim Ching is also deemed interested in those shares upon exercised.

- (d) 3,682,000 Shares are held as to 3,100,000 Shares by Mr. Ching Tsun Wah, a son of Mr. Ching Chi Fai, as to 580,000 Shares by Ms. Ching Mei Lin, a younger sister of Mr. Ching Chi Fai and as to 2,000 Shares by Ms. Wong King Kam, mother of Ms. Chan Yim Ching. Mr. Ching Tsun Wah is also interested in 775,000 share options and upon exercised, will entitle him additional 775,000 Shares. Ms. Ching Mei Lin is also interested in 100,000 share options and upon exercised, will entitle her additional 100,000 Shares.

By order of the Board  
**Ming Fai International Holdings Limited**  
**CHING Chi Fai**  
*Chairman*

Hong Kong, 11 December 2012

*As at the date of this announcement, the executive Directors are Mr. CHING Chi Fai, Mr. CHING Chi Keung, Mr. LIU Zigang, Mr. LEE King Hay and Ms. CHAN Yim Ching; the non-executive Director is Mr. NG Bo Kwong; and the independent non-executive Directors are Mr. SUN Kai Lit Cliff, Mr. HUNG Kam Hung Allan and Mr. MA Chun Fung Horace.*

\* *For identification purpose only*