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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Ming Fai International Holdings Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

(Stock Code: 3828)

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
(2) RE-ELECTION OF RETIRING DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of Ming Fai International Holdings Limited to be held at Pacific Room, 2nd Floor, Island Pacific Hotel Hong Kong, 152 Connaught Road West, Hong Kong on 24 May 2012 at 10:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and the website of the Company ([www.mingfaigroup.com](http://www.mingfaigroup.com)).

Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

23 April 2012

\* *For identification only*

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## DEFINITIONS

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“AGM”	the annual general meeting of the Company to be held at Pacific Room, 2nd Floor, Island Pacific Hotel Hong Kong, 152 Connaught Road West, Hong Kong on 24 May 2012 at 10:00 a.m. or any adjournment thereof (as the case may be);
“AGM Notice”	notice convening the AGM as set out on pages 15 to 18 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as ascribed thereto under the Listing Rules;
“Board”	the board of Directors;
“Company”	Ming Fai International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	17 April 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company (or of such nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time);

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## DEFINITIONS

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“Share Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Share Repurchase Mandate”	the proposed general mandate to be granted to the Directors to permit the repurchase of Shares of up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution granting such mandate;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchase, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

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## LETTER FROM THE BOARD

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

(Stock Code: 3828)

*Executive Directors:*

Mr. CHING Chi Fai (*Chairman*)  
Mr. CHING Chi Keung  
Mr. LIU Zigang  
Mr. LEE King Hay  
Ms. CHAN Yim Ching

*Registered Office:*

P.O. Box 309GT  
Ugland House  
South Church Street  
George Town, Grand Cayman  
Cayman Islands

*Non-executive Director:*

Mr. NG Bo Kwong

*Head Office and principal place of business in*

*Hong Kong:*

Suite 501-502,  
5<sup>th</sup> Floor, Low Block,  
Grand Millennium Plaza,  
181 Queen's Road Central,  
Hong Kong

*Independent non-executive Directors:*

Mr. SUN Kai Lit Cliff *BBS, JP*  
Mr. HUNG Kam Hung Allan  
Mr. MA Chun Fung Horace

23 April 2012

*To the Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
(2) RE-ELECTION OF RETIRING DIRECTORS  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information in respect of (i) the Share Issue Mandate; (ii) the Share Repurchase Mandate; and (iii) the re-election of the retiring Directors, and to seek your approval of the resolutions relating to these matters at the AGM.

\* *For identification only*

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## LETTER FROM THE BOARD

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### 2. GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 669,387,293 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 133,877,458 Shares.

The Share Issue Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to the passing of the following ordinary resolution regarding the Share Repurchase Mandate, an ordinary resolution will also be proposed at the AGM to authorize the Directors to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased pursuant to the Share Repurchase Mandate.

### 3. GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all the powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased pursuant to the Share Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution subject to the Listing Rules. The Share Repurchase Mandate will end on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles, or any other applicable laws; or (iii) the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 669,387,293 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 66,938,729 Shares.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Share Repurchase Mandate, is set out in Appendix I to this circular.

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## **LETTER FROM THE BOARD**

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### **4. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 130 of the Articles, at every annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall then be eligible for re-election at that meeting.

Mr. LIU Zigang, Mr. LEE King Hay, Ms. CHAN Yim Ching and Mr. NG Bo Kwong will retire by rotation at the AGM and being eligible, have offered themselves for re-election at the AGM.

Details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **5. AGM**

Set out on pages 15 to 18 of this circular is the AGM Notice convening the AGM at which, among other things, resolutions will be proposed to approve the Share Issue Mandate, the Share Repurchase Mandate, the extension of the Share Issue Mandate, and the re-election of retiring Directors.

### **6. PROXY ARRANGEMENT**

A form of proxy for use at the AGM is enclosed with this circular. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### **7. VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Therefore, all resolutions proposed to be approved at the AGM will be taken by poll.

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## LETTER FROM THE BOARD

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### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 9. RECOMMENDATION

The Directors believe that the grant of the Share Issue Mandate and the Share Repurchase Mandate, the extension of the Share Issue Mandate and the re-election of the retiring Directors are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**CHING Chi Fai**  
*Chairman*



*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Repurchase Mandate for your consideration.*

## **1. LISTING RULES RELATING TO THE REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the main board of the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed repurchases of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval and that the shares to be repurchased must be fully paid up. A maximum of 10% of the issued share capital as at the date of passing the relevant resolution may be repurchased on the Stock Exchange.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were 669,387,293 Shares in issue. Subject to the passing of the resolution granting the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 66,938,729 Shares representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

## **3. REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing the Shares, they believe that it is in the interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **4. FUNDING OF REPURCHASE**

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of association of the Company and the Articles and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any repurchase of the Shares would be made out of profits of the Company or the proceeds of a fresh issue made for the repurchase or out of capital provided that on the day immediately following the date of repurchase the Company is able to pay its debts as they fall due in the ordinary course of business.

## 5. IMPACT ON REPURCHASES

Whilst the Share Repurchase Mandate, if exercised in full, may have a material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the audited consolidated financial statements contained in the Company's Annual Report for the year ended 31 December 2011. However, the Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 6. MARKET PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

MONTH	PRICE PER SHARE	
	Highest	Lowest
April 2011	HK\$2.91	HK\$2.23
May 2011	HK\$2.52	HK\$2.18
June 2011	HK\$2.67	HK\$1.98
July 2011	HK\$2.33	HK\$2.00
August 2011	HK\$2.22	HK\$1.50
September 2011	HK\$1.70	HK\$0.73
October 2011	HK\$1.27	HK\$0.73
November 2011	HK\$1.18	HK\$0.99
December 2011	HK\$1.10	HK\$0.92
January 2012	HK\$1.04	HK\$0.73
February 2012	HK\$0.98	HK\$0.76
March 2012	HK\$1.18	HK\$0.85
April 2012 ( <i>up to and including the Latest Practicable Date</i> )	HK\$0.90	HK\$0.84

## 7. GENERAL INFORMATION AND UNDERTAKINGS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates, has any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by the Shareholders.

**8. UNDERTAKINGS**

The Directors have undertaken to the Stock Exchange that they will exercise the Share Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles.

**9. TAKEOVERS CODE**

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

**10. SHARE REPURCHASE MADE BY THE COMPANY**

No Shares have been repurchased by the Company in the six months preceding the Latest Practicable Date.

*The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles.*

**EXECUTIVE DIRECTORS****A. Mr. LIU Zigang*****Experience***

Mr. LIU Zigang, aged 47, is an executive Director. Mr. LIU has been responsible for sales and marketing since he joined our Group in May 1995. He oversees direct sales in the Greater China Region as well as the Southeast Asia markets. Mr. LIU has over 10 years of experience in the amenity industry. He has been appointed as an executive Director since 9 July 2007. Mr. LIU completed a course on International Business Management of Tsinghua University organized by Yangtze Delta Region Institute of Tsinghua University, the PRC.

Mr. LIU did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

***Length of Service***

The Company has entered into a service contract with Mr. LIU on 21 September 2010. The initial term of service of Mr. LIU is three years commencing from 21 September 2010 until terminated in accordance with the terms of the service contract. Under the service contract, either party may terminate such service contract at any time by giving to the other not less than three months' prior written notice.

***Relationships***

Mr. LIU has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

So far as the Directors are aware as at the Latest Practicable Date, Mr. LIU was interested in 24,057,200 Shares representing 3.60% of the total issued share capital of the Company.

*Directors' emoluments*

Under the service contract entered into between Mr. LIU and the Company on 21 September 2010, Mr. LIU is currently entitled to an annual emoluments of HK\$500,000, and may subject to the discretion of the Board, be increased. He will also be entitled to a discretionary bonus as decided by the Board. The amount of the increase of annual emoluments and the bonus payable under such service contract is at the discretion of the Board, provided that he shall abstain from voting and not be counted in the quorum in respect of any such determination of the Board in relation to him. The amount of the annual emoluments for Mr. LIU was determined by the Board with reference to market terms and individual merits.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. LIU that need to be brought to the attention of the Shareholders.

**B. Mr. LEE King Hay***Experience*

Mr. LEE King Hay, aged 57, is an executive Director. Mr. LEE is responsible for overseeing manufacturing and business development. Mr. LEE first joined the Group in 1994 and left in 1996 for personal reasons. Subsequently in October 1999, he rejoined the Group as production director overseeing manufacturing. Mr. LEE has over 10 years of experience in the amenity industry. He has been appointed as an executive Director on 9 July 2007. Prior to joining us, Mr. LEE was an aircraft engineer in the Hong Kong and Canadian airline business from 1977 to 1993. Mr. LEE completed the course for Aeronautic Engineering and obtained a Licence in Categories "A" & "C" from Air Service Training in Perth, Scotland and holds aircraft maintenance engineer licences issued by the United Kingdom Civil Aviation Authority, Civil Aviation Department of Hong Kong and Department of Transport Canada.

Mr. LEE did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

*Length of Service*

The Company has entered into a service contract with Mr. LEE on 21 September 2010. The initial term of service of Mr. LEE is three years commencing from 21 September 2010 until terminated in accordance with the terms of the service contract. Under the service contract, either party may terminate such service contract at any time by giving to the other not less than three months' prior written notice.

***Relationships***

Mr. LEE has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

So far as the Directors are aware as at the Latest Practicable Date, Mr. LEE was interested in 5,690,000 Shares representing 0.85% of the total issued share capital of the Company.

***Directors' emoluments***

Under the service contract entered into between Mr. LEE and the Company on 21 September 2010, Mr. LEE is currently entitled to an annual emoluments of HK\$510,000, and may subject to the discretion of the Board, be increased. He will also be entitled to a discretionary bonus as decided by the Board. The amount of the increase of annual emoluments and the bonus payable under such service contract is at the discretion of the Board, provided that he shall abstain from voting and not be counted in the quorum in respect of any such determination of the Board in relation to him. The amount of the annual emoluments for Mr. LEE was determined by the Board with reference to market terms and individual merits.

***Matters that need to be brought to the attention of the Shareholders***

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. LEE that need to be brought to the attention of the Shareholders.

**C. Ms. CHAN Yim Ching*****Experience***

Ms. CHAN Yim Ching, aged 44, is an executive Director. Ms. CHAN has been responsible for sales and marketing since she joined the Group in 1995. She oversees export sales to overseas markets. Ms. CHAN has over 20 years of experience in the amenity industry. Prior to joining the Group, she worked in several companies engaged in amenity business. She has been appointed as an executive Director on 9 July 2007.

Ms. CHAN did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

***Length of Service***

The Company has entered into a service contract with Ms. CHAN on 21 September 2010. The initial term of service of Ms. CHAN is three years commencing from 21 September 2010 until terminated in accordance with the terms of the service contract. Under the service contract, either party may terminate such service contract at any time by giving to the other not less than three months' prior written notice.

***Relationships***

Ms. CHAN has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

***Interests in Shares***

So far as the Directors are aware as at the Latest Practicable Date, Ms. CHAN was interested in 36,887,600 Shares representing 5.52% of the total issued share capital of the Company.

***Directors' emoluments***

Under the service contract entered into between Ms. CHAN and the Company on 21 September 2010, Ms. CHAN is currently entitled to an annual emoluments of HK\$734,400, and may subject to the discretion of the Board, be increased. She will also be entitled to a discretionary bonus as decided by the Board. The amount of the increase of annual emoluments and the bonus payable under such service contract is at the discretion of the Board, provided that she shall abstain from voting and not be counted in the quorum in respect of any such determination of the Board in relation to him. The amount of the annual emoluments for Ms. CHAN was determined by the Board with reference to market terms and individual merits.

***Matters that need to be brought to the attention of the Shareholders***

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Ms. CHAN that need to be brought to the attention of the Shareholders.

**D. Mr. NG Bo Kwong***Experience*

Mr. NG Bo Kwong, aged 56, is a non-executive Director. Mr. NG joined the Group as a management consultant in November 2000 and has over 20 years of management experience in different industries (including the amenity industry). Mr. NG is the honorary chairman of the Chinese Enterprises Competitiveness Advancement Association (中國企業競爭力促進會) and a member of the Hong Kong Management Association (香港管理專業協會). He had assisted a number of medium to large sized enterprises in formulating company development strategies and establishing management systems in the areas of sales and marketing, human resources and production management.

Mr. NG did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

*Length of Service*

The Company has entered into a letter of appointment with Mr. NG on 21 September 2011 for a period of one year unless terminated in accordance with the terms of the letter of appointment.

*Relationships*

Mr. NG has no relationship with any directors, senior management or substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules) of the Company.

*Interests in Shares*

So far as the Directors are aware as at the Latest Practicable Date, Mr. NG was interested in 600,000 Shares representing 0.09% of the total issued share capital of the Company.

*Directors' emoluments*

Under the appointment letter entered into between Mr. NG and the Company on 21 September 2011, Mr. NG is currently entitled to an annual emoluments of HK\$120,000. The amount of the annual emoluments for Mr. NG was determined by the Board with reference to market terms and individual merits.

*Matters that need to be brought to the attention of the Shareholders*

There is no information that is required to be disclosed in respect of such details set out in paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. NG that need to be brought to the attention of the Shareholders.



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## NOTICE OF ANNUAL GENERAL MEETING

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

(Stock Code: 3828)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “AGM”) of Ming Fai International Holdings Limited (the “Company”) will be held at Pacific Room, 2nd Floor, Island Pacific Hotel Hong Kong, 152 Connaught Road West, Hong Kong on 24 May 2012 at 10:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements and the reports of the directors (the “Director(s)”) of the Company and the auditors (the “Auditors”) of the Company for the year ended 31 December 2011.
2. To declare a final dividend of HK\$0.02 per share for the year ended 31 December 2011.
3. To re-elect retiring Directors and to authorise the board of Directors (the “Board”) to determine the remuneration of the Directors.
4. To re-appoint Messrs. PricewaterhouseCoopers as the Auditors and to authorise the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

5. (A) “**THAT:**
  - (i) subject to paragraph (iii) of this resolution, and pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and the same is hereby generally and unconditionally approved;
  - (ii) the approval in paragraph (i) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

\* For identification only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (iii) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (i) of this resolution, otherwise than by way of (a) a Rights Issue (as hereinafter defined); or (b) the exercise of or the grant of any option under any share option scheme of the Company or similar arrangement for the time being adopted for the issue or grant to officers and/or employees of the Company and/or any of its subsidiaries of shares or options to subscribe for or rights to acquire shares of the Company; or (c) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval be limited accordingly; and
  
- (iv) for the purpose of this resolution:
  - (a) **“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.
  
  - (b) **“Rights Issue”** means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for shares in the share capital of the Company open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares in the Company (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognised regulatory body or any stock exchange applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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**(B) “THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of issued shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
  - (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  - (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders in general meeting.”
- (C) “THAT** conditional upon resolutions No. 5(A) and No. 5(B) above being passed, the general mandate granted to the Directors of the company to allot, issue or otherwise deal with additional shares pursuant to resolution No. 5(A) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares repurchased by the Company under the authority granted pursuant to resolution No. 5(B).”

By Order of the Board  
**YIM Wing Sze**  
*Company Secretary*

Hong Kong, 23 April 2012

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (1) A form of proxy for use at the AGM or any adjournment thereof is enclosed.
- (2) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting). The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
- (3) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.
- (4) In case of joint holders of any share, any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, then one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (5) The register of members of the Company will be closed from Thursday, 31 May 2012 to Tuesday, 5 June 2012, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the proposed final dividend, all transfers of shares accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 30 May 2012.
- (6) A circular containing, inter alia, details of the proposed general mandates to issue and repurchase shares of the Company and information of the retiring Directors of the Company who are proposed to be re-elected at the AGM, will be despatched to the shareholders of the Company.