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**KEE Holdings Company Limited**

**開易控股有限公司**

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

**(Stock Code: 2011)**

**SUPPLEMENTARY ANNOUNCEMENT  
CONTINUING CONNECTED TRANSACTION**

Reference is made to the announcement (“**Announcement**”) issued by KEE Holdings Company Limited (the “**Company**”) on 18 July 2014 in connection with the Master Agreement. Capitalised terms that are not expressly defined in this announcement shall bear the same meaning as that defined in the Announcement.

The Board wishes to announce that KEE Guangdong, Lingfeng Trading and 蘇州德峰紡織品有限公司 Suzhou Defeng Textile Company Limited<sup>#</sup> (“**Suzhou Defeng**”, together with Lingfeng Trading, the “**Supplier Group**”) entered into a supplemental agreement (the “**Supplemental Agreement**”) on 24 July 2014, pursuant to which the Lingfeng Trading Group under the Master Agreement shall be deemed to comprise Lingfeng Trading and Suzhou Defeng rather than Lingfeng Trading and its subsidiaries. All provisions the applicable to the Lingfeng Trading Group under the Master Agreement (including but not limited to the annual caps on the total amount payable by KEE Guangdong under the Master Agreement) shall be applicable to the Supplier Group. The Board also wishes to clarify that the historical amounts paid or payable by the Group to the Lingfeng Trading Group set out in the table headed “Annual Caps” of the Announcement comprise the aggregate historical amounts paid or payable by the Group to the Supplier Group.

Further, the Board wishes to provide additional information in relation to the pricing term of the continuing connected transaction under the Master Agreement as follows:

The Company will obtain quotations from at least two qualified suppliers (including the Supplier Group) for the required processing services, flat knit ribs, equipment or spare parts to determine the fair market value.

The Company will then compare the quotations of the required processing services, flat knit ribs, equipment, and/or spare parts from the suppliers, further negotiate the prices with the suppliers and select the supplier after the internal approval process. During the internal approval process, the Company will take into account the prices as the major factor, but will also consider the delivery time and the payment term offered by the supplier(s) and the Supplier Group. The Company will select the Supplier Group for the required processing services, flat knit ribs, equipment or spare parts if it could offer more favourable terms (including price, delivery time and payment term) to the Company compared to other supplier(s).

## **REASON FOR ENTERING INTO THE SUPPLEMENTAL AGREEMENT**

The purpose of the Supplemental Agreement is to reflect the true intention of KEE Guangdong and the Supplier Group at the time of the entering into of the Master Agreement to provide the mechanism for the operation of the continuing connected transactions between KEE Guangdong and the Supplier Group rather than Lingfeng Trading and its subsidiaries only.

The Directors (including the independent non-executive Directors) are of the view that the Supplemental Agreement has been entered into on normal commercial terms, and the terms thereof are fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

As no Director has any material interest in the Supplemental Agreement, none of the Directors has abstained from voting on the board resolution approving the Supplemental Agreement.

## **INFORMATION OF SUZHOU DEFENG**

Suzhou Defeng is a company incorporated in PRC with limited liability and principally engaged in the business of manufacturing of flat knit ribs.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, both Lingfeng Trading and Suzhou Defeng are wholly owned by Ms. Zhou Ling. As such, Suzhou Defeng is deemed to be a connected person of the Company.

By Order of the Board  
**KEE Holdings Company Limited**  
**Xu Xipeng**  
*Chairman*

Hong Kong, 24 July 2014

*As at the date of this announcement, the executive Directors are Mr. Xu Xipeng, Mr. Xu Xinan and Mr. Chow Hoi Kwang, Albert; the non-executive Director is Mr. Yang Shaolin; and the independent non-executive Directors are Mr. Lin Bin, Mr. Kong Hing Ki and Mr. Tam Yuk Sang, Sammy.*

# *the English translations of Chinese names or words in this announcement, where indicated, are included for information purpose only, and should not be regarded as the official English translation of such Chinese names or words*