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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)

**UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS
AND
ANNOUNCEMENT PURSUANT TO RULES 3.7 AND 3.8 OF
THE TAKEOVERS CODE AND RULE 13.09 OF THE LISTING RULES AND
INSIDE INFORMATION PROVISIONS UNDER PART XIVA OF THE SECURITIES
AND FUTURES ORDINANCE
AND
RESUMPTION OF TRADING**

This announcement is made by KEE Holdings Company Limited (the “**Company**”) at the request of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and pursuant to Rules 3.7 and 3.8 of The Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) and Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange and the Inside Information Provision under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“**SFO**”).

Unusual price and trading volume movements

The board of directors (the “**Directors**”) of the Company (the “**Board**”) has noted the increases in the price and trading volume of the shares of the Company (the “**Shares**”) on 14 May 2015. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board confirms that, save as disclosed herein, it is not aware of any reasons for such increases in the price and trading volume of the Shares or of any 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.

Pursuant to Rules 3.7 and 3.8 of the Takeovers Code and Rule 13.09 of the Listing Rules and inside information provisions under Part XIVA of the SFO

The Board was informed by the controlling shareholder of the Company, Nicco Worldwide Inc. (“**Nicco**”) (a company which holds 310,490,000 Shares, representing approximately 73.02% of the existing issued share capital of the Company as at the date of this announcement), that it has preliminarily discussed with an independent third party and the introducer for another independent third party of a possible disposal of its Shares (the “**Potential Disposal**”).

In compliance with Rule 3.7 of the Takeovers Code, the Company will make monthly announcement(s) setting out the progress of the aforesaid discussions until an announcement of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with an offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and the Takeovers Code (as the case may be). The Board understands that at present that the discussion is at an initial stage and no definitive terms have been agreed. Shareholders of the Company and potential investors should note that were the Potential Disposal be materialised or eventually be consummated, it may result in a mandatory general offer, in accordance with Rule 26.1 of the Takeovers Code for all the Shares and the relevant securities of the Company (other than those already owned by or agreed to be acquired by the such possible purchaser and parties acting in concert with it).

Nicco is ultimately and beneficially owned as to 49.75% by Mr. Xu Xipeng, the chairman of the Company and the executive Director, as to 49.75% by Mr. Xu Xinan, the chief executive officer of the Company and the executive Director, and as to 0.50% by Mr. Chow Hoi Kwang, Albert, the executive Director, as at the date of this announcement. No options were granted to Mr. Xu Xipeng, Mr. Xu Xinan or Mr. Chow Hoi Kwang, Albert under the share option scheme of the Company adopted on 14 December 2010 which were remaining outstanding as at the date of this announcement.

In compliance with Rule 3.8 of the Takeovers Code, the relevant securities of the Company in issue as at the date of this announcement comprise (i) 425,206,000 Shares and (ii) 10,888,000 outstanding options granted under the share option scheme of the Company adopted on 14 December 2010. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

The associates (within the meaning ascribed thereto under the Takeovers Code, including but not limited to any person holding 5% or more of a class of relevant securities of the Company) of the Company are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved. Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

“Executive” referred to above has the meaning ascribed to it under the Takeovers Code.

Shareholders of the Company and potential investors shall be aware that no legally binding agreement has been entered into for the Potential Disposal as at the date of this announcement. Accordingly, there is no certainty that the Potential Disposal or any similar transaction will materialise or ultimately be consummated and the discussions may or may not lead to a general offer. Shareholders of the Company and potential investors are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 1:00 p.m. on Thursday, 14 May, 2015 pending the release of this announcement. The Company has applied to the Stock Exchange for resumption of trading in the Shares with effect from 9:00 a.m. on Thursday, 21 May, 2015.

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

Hong Kong, 20 May 2015

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.

All the Directors jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.