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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)

**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 CONTINUED SUSPENSION OF TRADING**

This announcement is made by the Company pursuant to Rules 3.7 and 3.8 of the Takeovers Code and Rule 13.09 of the Listing Rules on the Stock Exchange and the Inside Information Provision (as defined under the Listing Rules) under Part XIVA of the SFO.

The Board announces that the Company was informed by the controlling shareholder of the Company, Nicco (a company which holds 310,490,000 Shares, representing approximately 72.789% of the existing issued share capital of the Company as at the date of this announcement), that the MOU was entered into on 29 June 2015 (after trading hours) between Nicco as possible vendor and the Possible Purchaser as possible purchaser in relation to the possible sale and purchase of all of the 310,490,000 Sale Shares held by Nicco.

The Company has been informed by Nicco that no legally binding agreements had been entered into in respect of the Possible Transaction as at the date of this announcement. The discussions are still in progress and the Possible Transaction may or may not proceed. If the Possible Transaction materializes, it may lead to a change in control of the Company and a mandatory cash offer under 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 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 remain 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) 426,560,000 Shares and (ii) 9,534,000 share options. 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 hereof.

DEALING DISCLOSURE

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 and potential investors of the Company shall be aware that the MOU is non-legally binding in respect of the terms and conditions of the Possible Transaction. There is no assurance that any transaction mentioned in this announcement will materialize or eventually be consummated and the discussions may or may not lead to a general offer. Shareholders and potential investors of the Company are urged to exercise extreme caution when dealing in the Shares and/or other securities of the Company.

CONTINUED SUSPENSION OF TRADING

As at the date of this announcement, the Company is in the process of preparing the detailed announcement in relation to the MOU pursuant to the Takeovers Code and the Listing Rules (the “**Full Announcement**”). The Full Announcement will be published as soon as possible.

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 1:00 p.m. on 29 June 2015 and will remain suspended pending publication of the Full Announcement

DEFINITIONS

“Board”	the board of Directors
“Company”	KEE Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the non-legally binding memorandum of understanding dated 29 June 2015 entered into between Nicco as the possible vendor and the Possible Purchaser as the possible purchaser in relation to the Possible Transaction
“Nicco”	Nicco Worldwide Inc., a company incorporated in the British Virgin Islands with limited liability, which is the holder of the Sale Shares
“Possible Purchaser”	an independent third party as possible purchaser for the Possible Transaction
“Possible Transaction”	the possible sale and purchase of all the Sale Shares held by Nicco pursuant to the MOU

“PRC”	the People’s Republic of China, and for the purpose of this announcement, which shall exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Sale Shares”	the 310,490,000 Shares held by Nicco representing approximately 72.789% of the existing issued share capital of the Company as at the date of this announcement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the issued capital of the Company
“Shareholder(s)”	holder(s) of issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 10 July 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 nonexecutive 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