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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)

**(1) CLARIFICATION ANNOUNCEMENT;
(2) CANCELLATION OF UNVESTED SHARE OPTIONS; AND
(3) UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY
PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

(1) CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement (the “**Previous Announcement**”) issued by KEE Holdings Company Limited (the “**Company**”) on 10 July 2015. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Previous Announcement.

The Company would like to clarify that (i) in addition to the 9,534,000 share options which are vested and in issue as at the date of the Previous Announcement, there were 15,846,000 share options which were in issue but unvested as at the date of the Previous Announcement; and (ii) the relevant securities of the Company in issue as at the date of the Previous Announcement shall additionally comprise those 15,846,000 unvested share options.

(2) CANCELLATION OF UNVESTED SHARE OPTIONS

Reference is made to the announcements dated 27 May 2011, 7 December 2012 and 22 July 2014 of the Company.

The Board announces that with the consent of the relevant grantees, the following 13,145,000 unvested share options were tendered to the Company for cancellation on 27 July 2015:

Grantee	Date of Grant	Number of unvested share options cancelled	Exercise price	Validity Period of the Options
Employees	27 May 2011	2,520,000	HK\$1.39	From the day after the 2015 annual results for the year ending 31 December 2015 being announced to the day the 2016 annual results for the year ending 31 December 2016 being announced
Employees	7 December 2012	2,510,000	HK\$0.6	From the day after the 2015 annual results for the year ending 31 December 2015 being announced to the day the 2017 annual results for the year ending 31 December 2017 being announced
Employees	7 December 2012	3,765,000	HK\$0.6	From the day after the 2016 annual results for the year ending 31 December 2016 being announced to the day the 2017 annual results for the year ending 31 December 2017 being announced
Employees	22 July 2014	4,350,000	HK\$0.6	From the day after the 2015 annual results for the year ending 31 December 2015 being announced to the day the 2016 annual results for the year ending 31 December 2016 being announced

The Board has resolved to cancel the above unvested share options with effect from 27 July 2015. The above unvested share options were granted to the relevant grantees as an incentive for them to perform well and remain with the Group for the years ending 31 December 2015, 31 December 2016 and/or 31 December 2017 (as the case may be). In view of the potential general offer under the Takeovers Code, the above unvested share options would no longer serve the original purpose for which they were granted. As such, the Company has requested and the relevant grantees have agreed with the Company to cancel the above unvested share options. No compensation has been paid to and no other arrangement has been made with the relevant grantees in respect of the cancellation of the above unvested share options.

(3) UPDATE ON THE NUMBER OF RELEVANT SECURITIES OF THE COMPANY PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

The Board wishes to announce that following the cancellation of 13,145,000 unvested share options, the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company in issue as at the date of this announcement comprise (i) 426,560,000 Shares; (ii) 9,534,000 vested share options; and (iii) 2,701,000 unvested 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.

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

Hong Kong, 29 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 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.