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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)

HOLDING ANNOUNCEMENT

Reference is made to the announcements of KEE Holdings Company Limited (the “**Company**”) dated 10 July 2015, 29 July 2015, 10 August 2015 and 20 August 2015 (the “**Previous Announcements**”) pursuant to Rules 3.7 and 3.8 of the Takeovers Code. Unless otherwise defined, terms used in this announcement shall have the same meanings as those used in the Previous Announcements.

The Company makes this holding announcement to inform the shareholders of the Company (the “**Shareholders**”) and potential investors, amongst others, the status of the Possible Transaction.

TERMINATION OF THE SUBSCRIPTION AGREEMENT

On 20 August 2015, the Company as issuer and the Purchaser as subscriber entered into a subscription agreement (the “**Subscription Agreement**”), pursuant to which the Company conditionally agreed to issue, and the Purchaser conditionally agreed to subscribe for, in cash, up to HK\$600,000,000 aggregate principal amount of zero per cent coupon convertible bonds with an initial conversion price of HK\$0.96 per Share (the “**Convertible Bonds**”).

Rule 14.82 of the Listing Rules provides that where for any reason, the assets of an issuer consist wholly or substantially of cash or short-dated securities, it will not be regarded as suitable for listing and trading in its securities will be suspended.

Pursuant to a letter dated 25 September 2015 from the Stock Exchange, the Stock Exchange decided that (i) the Company would become a cash company under Rule 14.82 of the Listing Rules upon completion of the issue of the Convertible Bonds and the Disposals; (ii) if the Company were to proceed with the issue of the Convertible Bonds and the Disposals, trading in the Company's shares would need to be suspended immediately upon completion of the issue of the Convertible Bonds and the Disposals; and (iii) in light of the above, no listing approval would be granted for any conversion shares which might be allotted and issued upon the exercise of the conversion rights attached to the Convertible Bonds.

The Board announces that, in order to resolve the cash company issue under Rule 14.82 of the Listing Rules, on 9 October 2015, the Company and the Purchaser entered into a termination agreement to terminate the Subscription Agreement by mutual consent with immediate effect.

Since the Sale and Purchase Agreement and the Disposal Agreements are not conditional upon the closing of the Subscription, the transactions contemplated under the Sale and Purchase Agreement and the Disposal Agreements will continue to proceed in accordance with the terms and conditions of the Sale and Purchase Agreement and the Disposal Agreements. A joint announcement setting out the details of the Sale and Purchase Agreement, the Disposal Agreements and the Possible Offers (the "**Joint Announcement**") is being prepared and will be published by the Purchaser and the Company in accordance with the Listing Rules and Rule 3.5 of the Takeovers Code as soon as practicable.

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.

WARNING: THE POSSIBLE OFFERS ARE POSSIBILITIES ONLY. AS THE POSSIBLE OFFERS WILL ONLY BE MADE, AMONG OTHERS, AFTER THE COMPLETION OF THE SALE AND PURCHASE AGREEMENT AND THE COMPLETION OF THE DISPOSAL AGREEMENTS, WHICH ARE SUBJECT TO A NUMBER OF CONDITIONS, THE POSSIBLE OFFERS MAY OR MAY NOT PROCEED. SHAREHOLDERS AND POTENTIAL INVESTORS ARE THEREFORE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES OF THE COMPANY, AND IF THEY ARE IN DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR PROFESSIONAL ADVISERS.

Trading in the Shares has been suspended since 1:00 p.m. on 29 June 2015 and will remain suspended pending the publication of the Joint Announcement

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

Hong Kong, 15 October 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.