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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 RULE 3.8 OF THE TAKEOVERS CODE

This announcement is made by KEE Holdings Company Limited (the “**Company**”) pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to the announcement jointly published by the Company and Glory Emperor Trading Limited on 9 November 2015 in respect of, among other matters, the Offers (the “**Joint Announcement**”), the R3.8 Announcement, the 2nd R3.8 Announcement, the 3rd R3.8 Announcement, the 4th R3.8 Announcement and the announcement dated 8 June 2015 (the “**5th R3.8 Announcement**”) of the Company pursuant to Rule 3.8 of the Takeovers Code (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those used in the Announcements.

The Board wishes to announce that after the Joint Announcement and as of the date of this announcement, 204,000 new Shares have been allotted and issued pursuant to the exercise of 204,000 share options granted under the share option scheme of the Company adopted on 14 December 2010. As a result of the exercise of the 204,000 share options as described above, 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) 426,764,000 Shares; (ii) 9,330,000 vested share options which entitle the holders thereof to subscribe for 9,330,000 new Shares; 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.

WARNING: The Share Transfer Completion is conditional upon the fulfilment or waiver (as the case may be) of the Share Transfer Conditions and the Offers will only be made if the Share Transfer Completion takes place. Accordingly, the Share Transfer may or may not be completed and the Offers may or may not be made. Shareholders and potential investors in the Company are advised to exercise caution when dealing in the Shares, and if they are in doubt about their position, they should consult their professional advisers.

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

Hong Kong, 11 November 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, 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 statements in this announcement misleading.