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

**(1) CANCELLATION OF UNVESTED SHARE OPTIONS**

Reference is made to the announcements dated 27 May 2011, 7 December 2012 and 22 July 2014 of KEE Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) and 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**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that with the consent of the relevant grantees, the following 2,701,000 unvested share options were tendered to the Company for cancellation on 12 November 2015:

<b>Grantee</b>	<b>Date of Grant</b>	<b>Number of unvested share options cancelled</b>	<b>Exercise price</b>	<b>Validity Period of the Options</b>
Employees	27 May 2011	276,000	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	450,000	HK\$0.60	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	675,000	HK\$0.60	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	1,300,000	HK\$0.60	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 12 November 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 possible Offers, 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.

## **(2) 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 2,701,000 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) 426,764,000 Shares; and (ii) 9,330,000 vested share options which entitle the holders thereof to subscribe for 9,330,000 new Shares. 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.

## **DEALINGS DISCLOSURE**

Under Rule 3.8 of the Takeovers Code, the respective associates (as defined in the Takeovers Code, including but not limited to persons who own or control 5% or more of any class of relevant securities of the Company) of the Company is hereby reminded to disclose their dealings in any securities of the Company pursuant to the Takeovers Code.

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

### ***“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 seven 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, 13 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 non-executive 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.*