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Glory Emperor Trading Limited

耀帝貿易有限公司

(Incorporated in the British Virgin Islands with limited liability)

KEE Holdings Company Limited

開易控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

JOINT ANNOUNCEMENT

- (1) EXTENSION OF LONG STOP DATE;
(2) DELAY IN DESPATCH OF THE CIRCULAR;
AND
(3) DELAY IN DESPATCH OF OFFER DOCUMENT**

**Financial adviser to
Glory Emperor Trading Limited**



China International Capital Corporation Hong Kong Securities Limited

Reference is made to the announcement jointly published by KEE Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) 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.

EXTENSION OF LONG STOP DATE OF THE SALE AND PURCHASE AGREEMENT

Pursuant to the Sale and Purchase Agreement, if any of the Share Transfer Conditions is not fulfilled or waived before 31 December 2015 or such later date as may be agreed between the parties to the relevant documents in writing (the “**SPA Long Stop Date**”), the Share Transfer Completion will not take place.

As additional time is required for the fulfillment of the conditions precedent of the Sale and Purchase Agreement, Nicco, the Offeror, Mr. Xu Xipeng and Mr. Xu Xinan have entered into an extension letter on 27 November 2015 to extend the SPA Long Stop Date from 31 December 2015 to 20 January 2016 or such later date as may be agreed between the parties to the Sale and Purchase Agreement in writing. Save for the above, all other terms and conditions of the Sale and Purchase Agreement shall remain unchanged and continue in full force and effect.

EXTENSION OF LONG STOP DATE OF THE DISPOSAL AGREEMENTS

Pursuant to the Disposal Agreements, if any of the conditions precedent to the Disposal Agreements have not been fulfilled on or before 31 December 2015 or such later date as may be agreed between the parties to the relevant documents in writing (the “**Disposals Long Stop Date**”), the relevant Disposal Agreement shall cease and determine and thereafter neither party to such Disposal Agreement shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof.

As additional time is required for the fulfillment of the conditions precedent of the Disposal Agreements, the parties to the Disposal Agreements have respectively entered into an extension letter on 27 November 2015 to extend the Disposals Long Stop Date from 31 December 2015 to 20 January 2016 or such later date as may be agreed between the parties to the respectively Disposal Agreement in writing. Save for the above, all other terms and conditions of the Disposal Agreements shall remain unchanged and continue in full force and effect.

DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Joint Announcement, a circular containing, among other things, (i) information regarding the Disposal Agreements, the Lease Agreements, the Shareholders’ Agreement; (ii) the recommendation from the Code IBC and the Listing Rules IBC; (iii) the advice of the Independent Financial Adviser on the Disposal Agreements, the Lease Agreements and the Shareholders’ Agreement; (iv) financial information of the Group; (v) the valuation report relating to the properties of the Group; and (vi) the notice of the EGM is expected to be despatched by the Company to the Shareholders on or before 30 November 2015 in accordance with the Listing Rules and the Takeovers Code.

As additional time is required to finalise the information to be included in the Circular, the despatch date of the Circular will be postponed to a date falling on or before 21 December 2015.

DELAY IN DESPATCH OF OFFER DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Offer Document is required to be despatched to the Shareholders within 21 days of the date of the Joint Announcement, i.e. on or before 30 November 2015, or such later date as the Executive may approve.

As the making of the Offers is subject to the Share Transfer Completion and the fulfillment of all conditions precedent to the Sale and Purchase Agreement, an application has been made by the Offeror to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the latest time for the despatch of the Offer Document to the Shareholders and the Option holders, together with the form(s) of acceptance of transfer in relation to the Offer Shares and the form(s) for the cancellation of the Share Options, to within seven days of the fulfilment of all conditions precedent to the Sale and Purchase Agreement or 27 January 2016, whichever is earlier. The Executive has granted consent for such extension.

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 of the directors
Glory Emperor Trading Limited
耀帝貿易有限公司
Director

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

Hong Kong, 30 November 2015

As at the date of this joint announcement, the director of the Offeror is Mr. Liu Chang.

As at the date of this joint 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.

As at the date of this joint announcement, the directors of Zhonghong are Mr. Wang Yonghong, Mr. Cui Wei, Mr. Jin Jie, Mr. Liu Zuming, and the independent directors of Zhonghong are Ms. Li Yaping, Mr. Lin Yingshi and Mr. Lan Qingxin.

The director of the Offeror and the directors of Zhonghong jointly and severally accepts full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Group, its associates and parties acting in concert with the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than any information relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.