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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)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 8 JANUARY 2016
AND
UPDATE ON THE SPECIAL DEALS**

Financial Adviser to the Company



Shenwan Hongyuan Capital (H.K.) Limited

申萬宏源融資(香港)有限公司

**Independent Financial Adviser to the Code IBC, the Listing Rules IBC
and the Independent Shareholders**



The Board is pleased to announce that all the resolutions proposed at the EGM held on 8 January 2016 were duly passed by the Independent Shareholders by way of poll.

On 6 January 2016, the Executive has conditionally granted its consent to the Special Deals subject to the Special Deals being approved by a vote of the Independent Shareholders at the EGM to be taken on a poll. The condition to the Special Deal imposed by the Executive was duly fulfilled as at the date of this announcement.

Reference is made to the circular (the “**Circular**”) incorporating the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of KEE Holdings Company Limited (the “**Company**”) dated 21 December 2015, in relation to, among other things, the Special Deals, the Disposal Agreements, the Lease Agreements and the Shareholders’ Agreement. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the resolutions proposed at the EGM in relation to the the Special Deals, the Disposal Agreements, the Lease Agreements and the Shareholders' Agreement were duly passed by the Independent Shareholders by way of poll as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To approve the KEE BVI Disposal Agreement and the transactions contemplated thereunder.	31,154,010 (100.000%)	0 (0.000%)
2.	To approve the HK Property Disposal Agreement and the transactions contemplated thereunder.	31,154,010 (100.000%)	0 (0.000%)
3.	To approve the PRC Master Disposal Agreement and the transactions contemplated thereunder.	31,152,010 (99.994%)	2,000 (0.006%)
4.	To approve the Shareholders' Agreement and the transactions contemplated thereunder	31,152,010 (99.994%)	2,000 (0.006%)
5.	To approve the HK Lease Agreement and the transactions contemplated thereunder (including the annual cap)	31,154,010 (100.000%)	0 (0.000%)
6.	To approve the PRC Lease Agreement and the transactions contemplated thereunder (including the annual cap)	31,152,010 (99.994%)	2,000 (0.006%)

Note: The full text of the resolutions is set out in the Notice.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking. As more than 50% of the votes were cast in favour of each of the above resolutions, all the resolutions proposed at the EGM were duly passed as ordinary resolutions.

As at 8 January 2016, being the date of the EGM, the total number of issued Shares was 426,820,000. As disclosed in the Circular, (i) Nicco, Nanhai Jinheming, Classic Winner, Mr. Xu Xipeng, Mr. Xu Xinan, Mr. Chow Hoi Kwang, Albert, their associates, their close associates and parties acting in concert with any of them; (ii) the Offeror, its associates and parties acting in concert with it; and (iii) any Shareholders who are involved in or interested in the Sale and Purchase Agreement, the Disposal Agreements, the Lease Agreements, the Shareholders' Agreement and any transactions contemplated thereunder were required to abstain from voting on all the ordinary resolutions at the EGM to approve the Special Deals, the Disposal Agreements, the Lease Agreements and the Shareholders' Agreement. (i) Nicco, Nanhai Jinheming, Classic Winner, Mr. Xu Xipeng, Mr. Xu Xinan, Mr. Chow Hoi Kwang, Albert, their associates, their close associates and parties acting in concert with any of them; and (ii) the Offeror, its associates and parties acting in concert with it had abstained from voting on all the ordinary resolutions at the EGM to approve the Special Deals, the Disposal Agreements, the Lease Agreements and the Shareholders' Agreement. As at the date of the EGM, Nicco held 310,490,000 Shares and CICC

Financial Products Ltd., a wholly owned subsidiary of CICC, held 4,000 Shares. Accordingly, a total of 116,326,000 Shares held by the Independent Shareholders, representing approximately 27.25% of the issued share capital of the Company as at the date of the EGM, were entitled to attend and vote for or against all the proposed resolutions approving the Special Deals, the Disposal Agreements, the Lease Agreements and the Shareholders' Agreement at the EGM.

Save as disclosed above, (i) no other Shareholder was required to abstain from voting on any of the proposed resolutions at the EGM as required under the Takeovers Code and the Listing Rules; and (ii) no Shareholder was entitled to attend the EGM and vote only against any of the proposed resolutions at the EGM as required under the Listing Rules. Furthermore, save as disclosed above, no Shareholders had stated their intention in the Circular to abstain from voting or vote against the proposed resolutions at the EGM. Save as disclosed above, there were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the EGM.

UPDATE ON THE SPECIAL DEALS

On 6 January 2016, the Executive has conditionally granted its consent to the Special Deals subject to the Special Deals being approved by a vote of the Independent Shareholders at the EGM to be taken on a poll. The condition to the Special Deal imposed by the Executive was duly fulfilled as at the date of this announcement.

WARNING: The Share Transfer Completion and the completion of the Special Deals are conditional upon the fulfilment or waiver (as the case may be) of the Share Transfer Conditions and the conditions of the Special Deals respectively and the Offers will only be made if the Share Transfer Completion takes place. Accordingly, the Share Transfer and the Special Deals 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. Further announcement(s) will be made by the Company as and when appropriate.

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

Hong Kong, 8 January 2016

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.