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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 previous R3.8 Announcements and the announcement dated 25 January 2016 of the Company (the “**11th R3.8 Announcement**”) pursuant to Rule 3.8 of the Takeovers Code (collectively, the “**R3.8 Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those used in the R3.8 Announcements.

The Board wishes to announce that after the 11th R3.8 Announcement, an aggregate of 1,290,000 vested share options (the “**Share Options**”) under the share option scheme of the Company adopted on 14 December 2010 have been cancelled upon acceptance of the Option Offer by certain Optionholders.

As a result of the cancellation of the 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 comprises 434,804,000 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.

## **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.

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

Hong Kong, 29 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.*