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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)**

## **SUPPLEMENTAL AGREEMENT IN RELATION TO THE CONTINUING CONNECTED TRANSACTION**

The Board announces that on 2 September 2016 (after trading hours), in order to enhance the sales efficiency and implement the district-oriented management and sales, Tianjin Vitality, Zhonghong and Tianjin Jinhui, which is an indirect wholly-owned subsidiary of the Company, entered into the Supplemental Agreement, pursuant to which Tianjin Jinhui will be appointed as a joint exclusive agent with Tianjin Vitality for the sales of the property projects developed by the Zhonghong Group including the related sales planning, organization and promotion activities for the period commencing from the Effective Date to 30 June 2017. Tianjin Jinhui will be principally engaged in enterprise sales planning, enterprise image planning, conference services, exhibition display services, real estate information consultation and real estate agency. Pursuant to the Supplemental Agreement, all the rights and obligations of Tianjin Vitality under the Framework Cooperation Agreement will be jointly enjoyed or borne by Tianjin Jinhui and Tianjin Vitality. The actual district delineation between Tianjin Vitality and Tianjin Jinhui will be determined by Tianjin Vitality and Tianjin Jinhui. Save as amended by the Supplemental Agreement, all other terms and conditions of the Framework Cooperation Agreement remain unchanged.

As disclosed in the announcement dated 19 August 2016 of the Company, a circular containing, among other matters, (i) further details of the Framework Cooperation Agreement (as supplemented by the Supplemental Agreement); (ii) the letter from an independent financial adviser to the Independent Board Committee and the Independent Shareholders; (iii) the recommendation of the Independent Board Committee to the Independent Shareholders; and (iv) a notice to convene the EGM will be despatched to the Shareholders on or before 30 September 2016.

Reference is made to the announcement of KEE Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 29 July 2016 (the “**Announcement**”) in relation to the Framework Cooperation Agreement and the

announcement of the Company dated 19 August 2016 in relation to the delay in despatch of the Circular. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise stated.

Pursuant to the Framework Cooperation Agreement, Zhonghong has agreed to engage Tianjin Vitality as the exclusive agent for the sales of the property projects developed by the Zhonghong Group including the related sales planning, organisation, promotion and sales activities commencing from the Effective Date to 30 June 2017.

The Board announces that on 2 September 2016 (after trading hours), in order to enhance the sales efficiency and implement the district-oriented management and sales, Tianjin Vitality, Zhonghong and Tianjin Jinhui Tianjin Company Limited<sup>#</sup> (天津金惠天金有限公司) (“**Tianjin Jinhui**”), which is an indirect wholly-owned subsidiary of the Company, entered into a supplemental agreement (the “**Supplemental Agreement**”), pursuant to which Tianjin Jinhui will be appointed as a joint exclusive agent with Tianjin Vitality for the sales of the property projects developed by the Zhonghong Group including the related sales planning, organization and promotion activities for the period commencing from the Effective Date to 30 June 2017. Tianjin Jinhui will be principally engaged in enterprise sales planning, enterprise image planning, conference services, exhibition display services, real estate information consultation and real estate agency. Pursuant to the Supplemental Agreement, all the rights and obligations of Tianjin Vitality under the Framework Cooperation Agreement will be jointly enjoyed or borne by Tianjin Jinhui and Tianjin Vitality. The actual district delineation between Tianjin Vitality and Tianjin Jinhui will be determined by Tianjin Vitality and Tianjin Jinhui. Save as amended by the Supplemental Agreement, all other terms and conditions of the Framework Cooperation Agreement remain unchanged.

The Directors (excluding the independent non-executive Directors whose views will be given after considering the recommendation from the independent financial adviser of the Company) are of the view that the Framework Cooperation Agreement (as supplemented by the Supplemental Agreement) and the transactions contemplated thereunder are fair and reasonable, on normal commercial terms, in the ordinary and usual course of business of the Group and in the interests of the Company and its Shareholders as a whole.

As disclosed in the announcement dated 19 August 2016 of the Company, a circular containing, among other matters, (i) further details of the Framework Cooperation Agreement (as supplemented by the Supplemental Agreement); (ii) the letter from an independent financial adviser to the Independent Board Committee and the Independent Shareholders; (iii) the recommendation of the Independent Board Committee to the Independent Shareholders; and (iv) a notice to convene the EGM will be despatched to the Shareholders on or before 30 September 2016.

By Order of the Board  
**KEE Holdings Company Limited**  
**Wu David Hang**  
*Chairman*

Hong Kong, 2 September 2016

*As at the date of this announcement, the directors of the Company are:*

*Executive Directors:*

Mr. Wu David Hang

Mr. Hou Jian

*Independent non-executive Directors:*

Mr. Wong Yik Chung John

Mr. Tse Calvin Kai Chuen

Mr. Leung Ka Tin

# The English translation or transliteration of the Chinese name(s) in this announcement, where indicated, is included for information purposes only, and should not be regarded as the official English name(s) of such Chinese name(s).