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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)**

**VOLUNTARY ANNOUNCEMENT  
SALES FRAMEWORK AGREEMENT  
IN RELATION TO SALES AGENCY**

The Board is pleased to announce that on 29 September 2016, Sanya Luhuitou, Hainan Xinjia, Tianjin Jinhui and Tianjin Vitality entered into the Sales Framework Agreement, pursuant to which Sanya Luhuitou and Hainan Xinjia have agreed to engage Tianjin Jinhui and Tianjin Vitality as the joint exclusive agent for the sales of properties under Project Lu Tai and Project Blue Green respectively, including the related sales planning, organisation, promotion and sales activities for a term of one year commencing from the date of the Sales Framework Agreement.

This is a voluntary announcement made by KEE Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for keeping the shareholders of the Company and the potential investors informed of the latest business development of the Company.

**THE SALES FRAMEWORK AGREEMENT**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that on 29 September 2016, Sanya Luhuitou Tourist Zone Development Company Limited<sup>#</sup> (三亞鹿回頭旅遊區開發有限公司) (“**Sanya Luhuitou**”), Hainan Xinjia Tourism Development Company Limited<sup>#</sup> (海南新佳旅業開發有限公司) (“**Hainan Xinjia**”), Tianjin Jinhui Tianjin Company Limited<sup>#</sup> (天津金惠天金有限公司) (“**Tianjin Jinhui**”), an indirect wholly-owned subsidiary of the Company, and Tianjin Vitality Marketing Consultancy Company Limited<sup>#</sup> (天津活力營銷顧問有限公司) (“**Tianjin Vitality**”), an indirect wholly-owned subsidiary of the Company entered into a sales framework agreement (the “**Sales Framework Agreement**”), pursuant to which Sanya Luhuitou and Hainan Xinjia have agreed to engage Tianjin Jinhui and Tianjin Vitality as the joint exclusive agent for the sales of properties under a property project (“**Project Lu Tai**”) located at Luhuitou Bandao, Sanya, Hainan, the People’s Republic of China (the “**PRC**”) and property project (“**Project**

**Blue Green**”) located at Luhuitou Bandao, Sanya, Hainan, the PRC, including the related sales planning, organisation, promotion and sales activities for a term of one year commencing from the date of the Sales Framework Agreement.

To the best of the Director’s knowledge, information and belief, having made all reasonable enquiries, Sanya Luhuitou, Hainan Xinjia and their ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

### **Project details**

During the term of the Sales Framework Agreement, the estimated total saleable gross floor area of the properties to be sold under Project Lu Tai will be approximately 27,720 square metres; the estimated unit selling price of the properties will be approximately RMB35,000 per square metre; and the estimated total sales amount will be approximately RMB970,200,000 (equivalent to approximately HK\$1,135,134,000).

During the term of the Sales Framework Agreement, the estimated total saleable gross floor area of the properties to be sold under Project Blue Green will be approximately 57,995 square metres; the estimated unit selling price of the properties will be approximately RMB35,000 per square metre; and the estimated total sales amount will be approximately RMB2,029,825,000 (equivalent to approximately HK\$2,374,895,250).

### **Sale Price**

Sanya Luhuitou and Hainan Xinjia shall be entitled to request Tianjin Jinhui and Tianjin Vitality to sell the properties under Project Lu Tai and Project Blue Green at a price not less than the amount agreed by Tianjin Jinhui, Tianjin Vitality, Sanya Luhuitou and Hainan Xinjia.

### **Commission**

Sanya Luhuitou and Hainan Xinjia shall pay to Tianjin Jinhui and Tianjin Vitality a commission of 5% of the sales amount received by Sanya Luhuitou and Hainan Xinjia for the sales of properties under Project Lu Tai and Project Blue Green.

The rate of the commission was arrived at after arm’s length negotiations between Tianjin Jinhui, Tianjin Vitality, Sanya Luhuitou and Hainan Xinjia based on the type, location and construction progress of the properties under Project Lu Tai and Project Blue Green.

### **Management of sales personnel**

Tianjin Jinhui and Tianjin Vitality shall be responsible for the allocation of sales personnel for Project Lu Tai and Project Blue Green and be responsible for the organisation, management and assessment of such sales personnel. Tianjin Jinhui and Tianjin Vitality may from time to time engage third party sales agents for the sales of the properties under Project Lu Tai and Project Blue Green.

### **Advertising and promotion**

Tianjin Jinhui and Tianjin Vitality shall have the right to formulate sales plan and conduct advertising and promotion based on the actual circumstances.

## **Broadcast of television commercial on CCTV**

Pursuant to the Sales Framework Agreement, Tianjin Jinhui and Tianjin Vitality shall put television commercial on CCTV for Project Lu Tai and Project Blue Green. The advertising costs shall be borne as to 50% by Hainan Xinjia and Sanya Luhuitou, and as to 50% by Tianjin Jinhui and Tianjin Vitality. The amount of the advertising costs to be shared between Hainan Xinjia and Sanya Luhuitou shall be in proportion to the actual sales amount received by Hainan Xinjia and Sanya Luhuitou respectively under Project Lu Tai and Project Blue Green during the term of the Sales Framework Agreement.

## **REASONS FOR AND BENEFITS OF THE ENTERING INTO OF THE SALES FRAMEWORK AGREEMENT**

The Group is principally engaged in manufacturing finished zippers and other garment accessories in China. In order to diversify and expand the business scope of the Group, Tianjin Vitality and Tianjin Jinhui are principally engaged in enterprise sales planning, enterprise image planning, business information consultation, conference services, exhibition display services, real estate information consultation and real estate agency.

Hainan Xinjia is a company established in the PRC with limited liability and is principally engaged in property development, hotel development, garden greening engineering and food and beverage business. It has obtained the land use right at the south of Luhuitou, Sanya, Hainan, the PRC for the development of hotels, golf course and service apartments. Sanya Luhuitou is a company established in the PRC with limited liability and its principal business is the development of Luhuitou Bandao and property management. Project Lu Tai and Project Blue Green are the property projects developed by Hainan Xinjia and Sanya Luhuitou located at Luhuitou Bandao, Sanya, Hainan, the PRC including residential units, villas, commercial properties and hotels.

The Directors consider that the entering into of the Sales Framework Agreement will provide the Company with opportunities to develop its real estate agency business and broaden the Company's business spectrum by providing sales planning, organisation and promotion services for property projects to its clients. For the above reasons, the Board is of the view that the entering into the Sales Framework Agreement is in the interests of the Company and its shareholders as a whole.

*For ease of reference and unless otherwise specified in this announcement, sums in HK\$ and RMB in this announcement have been translated at the rate RMB1.0 = HK\$1.17. This does not mean that HK\$ could be converted into RMB, or vice versa, based on such exchange rate.*

# 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).

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

Hong Kong, 30 September 2016

*As at the date of this announcement, the Directors 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