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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)**

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

The Board announces that on 10 November 2016 (after trading hours), Zhonghong, Tianjin Vitality and Tianjin Jinhui, entered into the Second Supplemental Agreement to make certain amendments to the Framework Cooperation Agreement (as supplemented by the Supplemental Agreement). Pursuant to the Second Supplemental Agreement, (a) the term of the Framework Cooperation Agreement shall commence from the Effective Date to 31 December 2017 (instead of 30 June 2017); and (b) if the Independent Shareholders' Approval is not obtained at the EGM on or before 31 December 2016 (instead of 30 September 2016) or such other date as Zhonghong, Tianjin Vitality and Tianjin Jinhui may agree in writing, the Framework Cooperation Agreement shall terminate with immediate effect. Save as amended by the Second Supplemental Agreement, all other terms and conditions of the Framework Cooperation Agreement (as supplemented by the Supplemental Agreement) remain unchanged. The amendments were made in view of the postponement of the expected date of EGM and the expected Effective Date.

As disclosed in the announcement dated 31 October 2016 of the Company, a circular containing, among other matters, (i) further details of the Framework Cooperation Agreement (as amended and supplemented by the Supplemental Agreement and the Second 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 November 2016.

Reference is made to the announcements of KEE Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 29 July 2016 and 2 September 2016 (the “**Announcements**”) in relation to the Framework Cooperation

Agreement and the announcements of the Company dated 19 August 2016 and 31 October 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 Announcements unless otherwise stated.

The Board announces that on 10 November 2016 (after trading hours), Zhonghong, Tianjin Vitality and Tianjin Jinhui, entered into a second supplemental agreement (the “**Second Supplemental Agreement**”) to make certain amendments to the Framework Cooperation Agreement (as supplemented by the Supplemental Agreement). Pursuant to the Second Supplemental Agreement, (a) the term of the Framework Cooperation Agreement shall commence from the Effective Date to 31 December 2017 (instead of 30 June 2017); and (b) if the Independent Shareholders’ Approval is not obtained at the EGM on or before 31 December 2016 (instead of 30 September 2016) or such other date as Zhonghong, Tianjin Vitality and Tianjin Jinhui may agree in writing, the Framework Cooperation Agreement shall terminate with immediate effect. Save as amended by the Second Supplemental Agreement, all other terms and conditions of the Framework Cooperation Agreement (as supplemented by the Supplemental Agreement) remain unchanged. The amendments were made in view of the postponement of the expected date of EGM and the expected Effective Date.

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 amended and supplemented by the Supplemental Agreement and the Second 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 31 October 2016 of the Company, a circular containing, among other matters, (i) further details of the Framework Cooperation Agreement (as amended and supplemented by the Supplemental Agreement and the Second 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 November 2016.

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

Hong Kong, 10 November 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