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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of KEE Holdings Company Limited (the “**Company**”) will be held at Suite 510, Chater House, 8 Connaught Road, Central, Hong Kong on Thursday, 5 January 2017 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution to be proposed as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the framework cooperation agreement (the “**Framework Cooperation Agreement**”) dated 29 July 2016 and entered into between 天津活力營銷顧問有限公司 (Tianjin Vitality Marketing Consultancy Company Limited[#]) (“**Tianjin Vitality**”), a company established in the People’s Republic of China (the “**PRC**”) with limited liability and an indirect wholly-owned subsidiary of the Company and 中弘控股股份有限公司 (Zhonghong Holding Co., Limited[#]) (“**Zhonghong**”, which together with its subsidiaries, the “**Zhonghong Group**”), a joint stock company established under the laws of the PRC with limited liability, the shares of which are quoted on the Shenzhen Stock Exchange (Stock code: 000979.SZ) (as amended and supplemented by supplemental agreements (the “**Supplemental Agreements**”) dated 2 September 2016 and 10 November 2016 respectively and entered into between Tianjin Vitality, Zhonghong and 天津金惠天金有限公司 (Tianjin Jinhui Tianjin Company Limited[#]) (“**Tianjin Jinhui**”), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, in respect of the engagement of Tianjin Vitality and Tianjin Jinhui as the joint exclusive agents for the sales of the property projects developed by the Zhonghong Group including the related sales planning, organisation, promotion and sales activities for the period commencing from the date on which the Framework Cooperation Agreement becomes effective (the “**Effective Date**”) to 31 December 2017 with the maximum aggregate annual cap of RMB130,000,000 (copies of the Framework Cooperation Agreement and the

Supplemental Agreements are marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (b) the annual cap of RMB130,000,000, being the maximum annual aggregate amount payable by the Zhonghong Group to Tianjin Vitality and Tianjin Jinhui under the Framework Cooperation Agreement (as amended and supplemented by the Supplemental Agreements) during the term of the Framework Cooperation Agreement (as amended and supplemented by the Supplemental Agreements), be and is hereby approved, confirmed and ratified; and
- (c) any one or more of the director(s) of the Company be and is/are hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things as he/they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Framework Cooperation Agreement (as amended and supplemented by the Supplemental Agreements) and the transactions contemplated thereunder.”

The English translation or transliteration of the Chinese name(s) in this notice, 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, 15 December 2016

As at the date of this notice, 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

Notes:

1. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint one or, if he is the holder of two or more shares, more than one person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he so wishes. In that event, his form of proxy will be deemed to have been revoked.
4. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof.