

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



KEE Holdings Company Limited

開易控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

**DISCLOSEABLE TRANSACTION
IN RELATION TO
INVESTMENT IN A FUND**

THE INVESTMENTS

Reference is made to the announcement of the Company dated 17 July 2017 in relation to the subscription for Participating Shares in the Segregated Portfolio of Fullgoal SPC (“**First Investment**”).

The Board announces that on 21 August 2017, the Company has entered into the Subscription Agreement with Fullgoal SPC, pursuant to which the Company has agreed to further subscribe for Participating Shares in the Segregated Portfolio of Fullgoal SPC at a total consideration of HK\$45,000,000 (“**Second Investment**”). Fullgoal SPC is a segregated portfolio company managed by the Manager. Fullgoal SPC has certain investment objectives that are further set out in this announcement.

LISTING RULES IMPLICATION

As the Investments were made within a 12-month period and were entered into by the Company with the same party involving the acquisition of Participating Shares in the Segregated Portfolio, the Investments will be aggregated as a single transaction pursuant to Rule 14.22 of the Listing Rules. As certain applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Second Investment, when aggregated with the First Investment, exceed 5% but are less than 25%, the entering into of the Subscription Agreement and the Investments constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

Shareholders and potential investors of the Company should be aware that completion of the Second Investment is subject to the acceptance of Fullgoal SPC and the Second Investment may or may not proceed. Accordingly, the Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

THE SECOND INVESTMENT

Date

21 August 2017

Parties to the Subscription Agreement

- (a) the Company; and
- (b) Fullgoal SPC, for the account of the Segregated Portfolio

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, Fullgoal SPC and its ultimate beneficial owners are Independent Third Parties of the Company.

Purpose of the Second Investment

According to the offering memorandum of Fullgoal SPC in respect of the Segregated Portfolio, the primary investment objective of the Segregated Portfolio is to generate long term capital appreciation for its shareholders by investing in, amongst others, financial equities listed on the Stock Exchange, high yielding debt instruments traded or issued in Asian markets, investment funds with investment strategies of investing in the foregoing, and interest bearing instruments and convertible bonds, high-yield, non-investment grade investments and unrated securities which might be unlisted with high yield and high risks. The Segregated Portfolio seeks to invest in the abovementioned securities the issuer of which are engaged in the cultural, travelling, leisure or property development industries.

Principal amount of the Second Investment

The Company has agreed to subscribe for Participating Shares in the Segregated Portfolio at a total consideration of HK\$45,000,000. The consideration for the Second Investment will be satisfied by (i) the internal resources of the Company and/or (ii) the proceed from the disposal of the entire interests in Neo Ocean Ventures Limited and the details of which is referred to the announcement of the Company dated 18 July 2017. Upon completion, the Company will become a holder of the Participating Shares. The Participating Shares are non-voting, participating and redeemable shares of Fullgoal SPC. The Company is not entitled to nominate any person to be directors of Fullgoal SPC. The Second Investment will be accounted for as available for sale financial assets of the Company.

To the Director's knowledge, information and belief, as at the date of this announcement, the Company is the sole shareholder of the Segregated Portfolio holding 5,500 Participating Shares and the only subscriber subscribing for the Participating Shares in the current offer period for the Segregated Portfolio.

Basis of the principal amount of the Second Investment

The amount of the Second Investment has been determined upon arms-length basis negotiation between the parties of the Subscription Agreement after taking into account the benefits of the Second Investment as set out in the relevant section below.

Investment Period

The investment period of the Segregated Portfolio shall be three years, subject to the extension or early termination with the unanimous consent of the holders of the Participating Shares of Fullgoal SPC. The Manager shall procure the liquidation of the investments of the Segregated Portfolio within two years of the expiry of the investment period.

Management Fee

The Manager is entitled to an annual management fee from the Segregated Portfolio of 0.22% of the net asset value attributable to Participating Shares.

Performance Fee

In addition to management fee, the Manager is entitled to a performance fee from the Segregated Portfolio equivalent to 30% of the gain exceeding an annual internal rate of return of 20% (after deducting all costs, expenses and management fee) in respect of a disposal of an investment by the Segregated Portfolio.

INFORMATION OF FULLGOAL SPC

Fullgoal SPC is a segregated portfolio company incorporated under the laws of the Cayman Islands with limited liability. Fullgoal SPC is registered as a “segregated portfolio company” with the Registrar of Companies of the Cayman Islands. Fullgoal SPC has appointed the Manager as its investment manager.

INFORMATION OF THE MANAGER

The Manager is a company incorporated in Hong Kong with its registered office at Room 2404-5, Man Yee Building, 68 Des Voeux Road Central, Hong Kong. The Manager is licensed by the Securities and Futures Commission of Hong Kong to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities as defined in the Securities and Futures Ordinance in Hong Kong.

INFORMATION OF THE COMPANY

The Company was incorporated in the Cayman Islands as an exempted company with limited liability. The Group is principally engaged in the business of producing finished zippers, enterprise sales planning, enterprise image planning, business information consultation, conference services, exhibition display services, real estate information consultation and real estate agency services in China.

REASONS FOR AND BENEFITS OF THE SECOND INVESTMENT

The Segregated Portfolio seeks to invest in securities the issuer of which are engaged in the cultural, travelling, leisure or property development industries and aims to benefit from the high-speed growth of such industries in the PRC and globally. The investment in the Segregated Portfolio will help enhancing the Company's economic benefits as well as social image.

The Directors consider that the Second Investment under the Subscription Agreement is on normal commercial terms, are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATION

As the Investments were made within a 12-month period and were entered into by the Company with the same party involving the acquisition of Participating Shares in the Segregated Portfolio, the Investments will be aggregated as a single transaction pursuant to Rule 14.22 of the Listing Rules. As certain applicable percentage ratios stipulated under Rule 14.07 of the Listing Rules in respect of the Second Investment, when aggregated with the First Investment, exceed 5% but are less than 25%, the entering into of the Subscription Agreement and the Investments constitute a discloseable transaction for the Company under Chapter 14 of the Listing Rules.

Shareholders and potential investors of the Company should be aware that completion of the Second Investment is subject to the acceptance of Fullgoal SPC and the Second Investment may or may not proceed. Accordingly, the Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following expressions shall have the following meanings:

“Board”	board of the Directors
“Company”	KEE Holdings Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“First Investment”	the investment of up to HK\$55,000,000 in Fullgoal SPC by the Company pursuant to the subscription agreement entered into between the Company and Fullgoal SPC dated 17 July 2017
“Fullgoal SPC”	Fullgoal China Access RQFII Fund SPC, a segregated portfolio company incorporated under the laws of the Cayman Islands with limited liability
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	parties who are not connected persons to the Company pursuant to Chapter 14A of the Listing Rules
“Investments”	together, the First Investment and the Second Investment
“Listing Rules”	the Rules Governing the Listing of Securities of the Stock Exchange
“Manager”	Fullgoal Asset Management (HK) Ltd., a company incorporated under the laws of Hong Kong
“Participating Shares”	non-voting, participating and redeemable Class G shares in the share capital of Fullgoal SPC
“PRC”	the People’s Republic of China
“Second Investment”	the investment of up to HK\$45,000,000 in Fullgoal SPC by the Company pursuant to the Subscription Agreement
“Segregated Portfolio”	Fullgoal Strategic Growth Fund Segregated Portfolio, a segregated portfolio created by Fullgoal SPC

“Share(s)”	the ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Agreement”	the agreement entered into between the Company and Fullgoal SPC dated 21 August 2017, pursuant to which the Company has agreed to subscribe for Participating Shares in the Segregated Portfolio at a total consideration of HK\$45,000,000
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

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

Hong Kong, 21 August 2017

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

Executive Directors:

Mr. Wu David Hang

Ms. Feng Xiaoying

Independent non-executive Directors:

Mr. Yau Pak Yue

Mr. Lu Nim Joel

Mr. Leung Ka Tin