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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in KEE Holdings Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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KEE

KEE HOLDINGS COMPANY LIMITED

開易控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2011)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of KEE Holdings Company Limited to be held at Room 729, 7/F, KITEC, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 23 May 2014 at 3:00 p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.kee.com.cn>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

17 April 2014

DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Room 729, 7/F, KITEC, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 23 May 2014 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	KEE Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and the subsidiaries or, where the context so requires, in respect of the period prior to the Company becoming the holding company of the present subsidiaries, the present subsidiaries of the Company;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Latest Practicable Date”	9 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	the stock market operated by the Stock Exchange, which excludes the Growth Enterprise Market and the options market;
“Memorandum of Association”	the memorandum of association of the Company;

DEFINITIONS

“Nicco”	Nicco Worldwide Inc., a limited liability company incorporated in the British Virgin Islands on 3 May 2004;
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shares(s)”	share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Repurchase Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	the Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong.

LETTER FROM THE BOARD

KEE

KEE HOLDINGS COMPANY LIMITED

開易控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2011)

Executive Directors:

Mr. Xu Xipeng (*Chairman*)
Mr. Xu Xinan (*Chief Executive Officer*)
Mr. Chow Hoi Kwang, Albert

Non-executive Director:

Mr. Yang Shaolin

Independent Non-executive Directors:

Mr. Lin Bin
Mr. Kong Hing Ki
Mr. Tam Yuk Sang, Sammy

Registered Office:

3rd Floor, Queensgate House
113 South Church Street
P.O. Box 10240
Grand Cayman KY1-1002
Cayman Islands

Principal Place of Business

in Hong Kong:

Unit B, 16/F, YHC Tower
Nos.1, 1A and 1B Sheung Yuet Road
Kowloon Bay
Kowloon
Hong Kong

17 April 2014

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the re-election of the retiring Directors; and (ii) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate to repurchase Shares and to issue new Shares respectively.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Articles 87(1) and (2) of the Articles of Association, three of the existing Directors shall retire at the Annual General Meeting. All of the retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 24 May 2013, general mandates were granted to the Directors to repurchase and issue Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to purchase Shares on the Stock Exchange of not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 14 and 15 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$415,000 (equivalent to 41,500,000 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 15 and 16 of this circular (i.e. an aggregate nominal amount of Shares up to HK\$830,000 (equivalent to 83,000,000 Shares) on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the aggregate nominal amount of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

With reference to the Share Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 14 to 17 of this circular.

Pursuant to the Company's Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.kee.com.cn>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

5. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Repurchase Mandate and Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Share Repurchase Mandate) to this circular.

Yours faithfully,
For and on behalf of the Board
KEE Holdings Company Limited
Xu Xipeng
Chairman

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Xu Xipeng, aged 48

Position and Experience

Mr. Xu Xipeng is an executive Director, one of the Company's founders and chairman of the Board. He is also a member of the Remuneration Committee of the Company. Mr. Xu is responsible for the formulation of development strategies, overseeing of the overall business of the Group and the operation of the Board. Mr. Xu has over 21 years of experience in the zipper industry, especially on overall management and production supervision. He was appointed as an executive Director on 6 July 2010.

Mr. Xu Xipeng has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of Service

Mr. Xu Xipeng has entered into a supplementary service agreement dated 27 December 2013 with the Company under which he agreed to act as an executive Director for a period of three years commencing on 1 December 2013 unless terminated in accordance with the terms of the service agreement dated 14 December 2010. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

Relationships

Mr. Xu Xipeng is a shareholder of Nicco (a Substantial Shareholder, as defined in the Listing Rules) and the elder brother of Mr. Xu Xinan (an executive Director and chief executive officer).

Save as disclosed above and in the immediately following section "Interests in Shares", Mr. Xu Xipeng does not have any relationships with any other Directors, senior management, Substantial Shareholders, or Controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu Xipeng was deemed to be interested in 310,490,000 Shares, representing approximately 74.81% of the issued share capital of the Company. Such Shares were held by Nicco, which is beneficially owned as to 49.75% by Mr. Xu Xipeng and 49.75% by Mr. Xu Xinan.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Save as disclosed above, Mr. Xu Xipeng was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Under the supplementary service agreement, Mr. Xu Xipeng is entitled to receive an annual salary of HK\$653,979 which may, subject to the discretion of the Board, be increased. He is also entitled to discretionary bonuses as decided by the Board. The amount of the annual salary increment and the bonus payable under such service agreement is at the discretion of the Board, provided that the respective parties to such service agreement shall abstain from voting and not be counted in the quorum in respect of any such determination of the Board in relation to him. Apart from the aforesaid, he is also eligible to participate in the share option scheme of the Company.

Information that Needs to be Disclosed and Matters that Need to be Brought to the Attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Xu Xipeng to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Xu Xipeng that need to be brought to the attention of the Shareholders in relation to his re-election.

(2) Mr. Xu Xinan, aged 43

Position and Experience

Mr. Xu Xinan is an executive Director, one of the Company's founders and chief executive officer of the Company. He is also a member of the Nomination Committee of the Company. Mr. Xu is responsible for the implementation of the decisions of the Board and the overall guidance and supervision of the Company's business. Mr. Xu has over 21 years of experience in the zipper industry, especially on overall management, and sales and marketing. He was appointed as an executive Director on 6 July 2010.

Mr. Xu Xinan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of Service

Mr. Xu Xinan has entered into a supplementary service agreement dated 27 December 2013 with the Company under which he agreed to act as an executive Director for a period of three years commencing on 1 December 2013 unless terminated in accordance with the terms of the service agreement dated 14 December 2010. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Relationships

Mr. Xu Xinan is a shareholder of Nicco (a Substantial Shareholder) and the younger brother of Mr. Xu Xipeng (an executive Director and chairman of the Board).

Save as disclosed above and in the immediately following section “Interests in Shares”, Mr. Xu Xinan does not have any relationships with any other Directors, senior management, Substantial Shareholders, or Controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Xu Xinan was deemed to be interested in 310,490,000 Shares, representing approximately 74.81% of the issued share capital of the Company. Such Shares were held by Nicco, which is beneficially owned as to 49.75% by Mr. Xu Xipeng and 49.75% by Mr. Xu Xinan.

Save as disclosed above, Mr. Xu Xinan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director’s Emoluments

Under the supplementary service agreement, Mr. Xu Xinan is entitled to receive an annual salary of HK\$585,704 which may, subject to the discretion of the Board, be increased. He is also entitled to discretionary bonuses as decided by the Board. The amount of the annual salary increment and the bonus payable under such service agreement is at the discretion of the Board, provided that the respective parties to such service agreement shall abstain from voting and not be counted in the quorum in respect of any such determination of the Board in relation to him. Apart from the aforesaid, he is also eligible to participate in the share option scheme of the Company.

Information that Needs to be Disclosed and Matters that Need to be Brought to the Attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Xu Xinan to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Xu Xinan that need to be brought to the attention of the Shareholders in relation to his re-election.

(3) Mr. Lin Bin, aged 51

Position and Experience

Mr. Lin Bin is an independent non-executive Director. He was appointed as an independent non-executive Director on 10 August 2010. He is also the chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Lin graduated from Jiangxi University of Finance and

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Economics (江西財經大學) in 1984 with a Bachelor's Degree in Economics majoring in industrial accounting. Mr. Lin obtained his Doctorate Degree in Economics (Accountancy) from the University of Xiamen (廈門大學) in 1997. Mr. Lin has served in various positions as tutor, lecturer and associate professor in the Faculty of Economics and Management in East China Jiaotong University (華東交通大學). Currently, Mr. Lin is a professor of the department of accountancy in Sun Yat-Sen University (中山大學). His roles in public services include:

- the vice chairman of the Association of Internal Audit of Guangdong Province (廣東省內部審計協會);
- the vice chairman of the Audit Society of Guangdong Province (廣東省審計學會);
- a committee member of the Committee of Accounting Education of the Accounting Society of China (中國會計學會會計教育專業委員會); and
- a member of the Consultation Team for Enterprise Internal Control Standards of the Ministry of Finance of the PRC (中華人民共和國財政部企業內部控制標準委員會諮詢專家組).

Mr. Lin resigned as a director of the Department of Accountancy in Sun Yat-Sen University after January 2013 and resigned as a director of the Education Centre of Master of Professional Accounting (會計學碩士專業教育中心) of Sun Yat-Sen University since 13 March 2013.

Mr. Lin also acts as an independent (non-executive) director of:

- Guangzhou Baiyun International Airport Company Limited (廣州白雲國際機場股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange; and
- Guangzhou Zhujiang Brewery Co., Ltd. (廣州珠江啤酒股份有限公司), a company whose shares are listed on the Shenzhen Stock Exchange.

Mr. Lin resigned as an independent (non-executive) director of Shenzhen Aisidi Company Limited (深圳市愛施德股份有限公司) and Anhui SaunaKing Company Limited (安徽桑樂金股份有限公司), companies whose shares are both listed on the Shenzhen Stock Exchange, respectively in September and December 2013.

Length of Service

Mr. Lin has entered into a supplementary service agreement dated 27 December 2013 with the Company under which he agreed to act as an independent non-executive Director for a period of three years unless terminated in accordance with the terms of

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

the appointment letter dated 14 December 2010. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

Relationships

As far as the Directors are aware, Mr. Lin does not have any relationships with other Directors, senior management, Substantial Shareholders, or Controlling Shareholders of the Company.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Lin was interested in 380,000 Shares, representing approximately 0.09% of the issued share capital of the Company.

Save as disclosed above, Mr. Lin was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's Emoluments

Under the supplementary service agreement, Mr. Lin is entitled to receive an annual Director's fee of HK\$168,000.

Information that Needs to be Disclosed and Matters that Need to be Brought to the Attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Lin to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.52(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders in relation to his re-election.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 415,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 415,000,000 Shares, the Directors would be authorized under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$415,000 (equivalent to 41,500,000 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that the granting of the Share Repurchase Mandate is in the best interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2013) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT ON THE SHARE REPURCHASE MANDATE

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the following months were as follows:

Month	Highest HK\$	Lowest HK\$
2013		
April	0.50	0.465
May	0.495	0.45
June	0.49	0.40
July	0.425	0.34
August	0.425	0.325
September	0.42	0.38
October	0.465	0.39
November	0.465	0.40
December	0.71	0.41
2014		
January	0.65	0.49
February	0.53	0.425
March	0.62	0.40
April (up to the Latest Practicable Date)	0.425	0.395

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. Xu Xipeng, Mr. Xu Xinan and Nicco were interested in 310,490,000 Shares representing approximately 74.81% of the total issued share capital of the Company. In the event that the Directors exercise the proposed Share Repurchase Mandate in full, the aggregate shareholding of Mr. Xu Xipeng, Mr. Xu Xinan and Nicco would be increased to approximately 83.12% of the issued share capital of the Company.

The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING

KEE

KEE HOLDINGS COMPANY LIMITED

開易控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2011)

Notice is hereby given that an annual general meeting of KEE Holdings Company Limited (the “Company”) will be held at Room 729, 7/F, KITEC, 1 Trademart Drive, Kowloon Bay, Kowloon, Hong Kong on Friday, 23 May 2014 at 3:00 p.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2013;
2. To declare a final dividend for the year ended 31 December 2013;
3. To re-elect Mr. Xu Xipeng, a retiring director, as an executive director;
4. To re-elect Mr. Xu Xinan, a retiring director, as an executive director;
5. To re-elect Mr. Lin Bin, a retiring director, as an independent non-executive director;
6. To authorize the board of directors of the Company (the “Board”) to fix the respective directors’ remuneration;
7. To re-appoint KPMG as the auditors and to authorize the Board to fix their remuneration.

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

8. **“THAT:**
 - (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to purchase its shares in accordance with all applicable laws, rules and regulations;

NOTICE OF ANNUAL GENERAL MEETING

(b) the total nominal amount of shares of the Company to be purchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

9. “**THAT:**

(a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

(b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

NOTICE OF ANNUAL GENERAL MEETING

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said mandate shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

10. “**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board
KEE HOLDINGS COMPANY LIMITED
Xu Xipeng
Chairman

Hong Kong, 17 April 2014

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and on a poll, vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopwell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Wednesday, 21 May 2014 to Friday, 23 May 2014, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the above meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopwell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 May 2014.
5. For determining the entitlement to the proposed final dividend, the Register of Members of the Company will be closed from Friday, 30 May 2014 to Tuesday, 3 June 2014 during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrars in Hong Kong, Tricor Investor Services Limited, at the above address, for registration not later than 4:30 p.m. on Thursday, 29 May 2014.