

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---

**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 Unit 638, 6/F, KITEC, 1 Trademart Drive, Kowloon Bay, Hong Kong on Friday, 22 May 2015 at 3:00 p.m. is set out on pages 13 to 16 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 2015

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Re-election of Retiring Directors. ....	4
3. Proposed General Mandates to Repurchase and Issue Shares .....	4
4. Annual General Meeting and Proxy Arrangement .....	5
5. Recommendation .....	5
6. General Information .....	5
 <b>Appendix I – Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting</b> .....	
	6
 <b>Appendix II – Explanatory Statement on the Share Buy-back Mandate</b> .....	10
 <b>Notice of Annual General Meeting</b> .....	13

---

## 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 Unit 638, 6/F, KITEC, 1 Trademart Drive, Kowloon Bay, Hong Kong on Friday, 22 May 2015 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 13 to 16 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Audit Committee”	the audit committee of the Company;
“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 2015, 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;

---

## DEFINITIONS

---

“Nicco”	Nicco Worldwide Inc., a limited liability company incorporated in the British Virgin Islands on 3 May 2004;
“Nomination Committee”	the nomination committee of the Company;
“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;
“Remuneration Committee”	the remuneration committee of the Company;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	share(s) of HK\$0.01 each in the issued 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 Buy-back 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 2015

*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 Buy-back 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 23 May 2014, 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 Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 13 and 14 of this circular (i.e. a total of 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 total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 9 of the notice of the Annual General Meeting as set out on pages 14 and 15 of this circular (i.e. a total of 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 number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate.

With reference to the Share Buy-back 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 Buy-back 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 13 to 16 of this circular.

Pursuant to the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll 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 Buy-back Mandate and the 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 Buy-back 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. Yang Shaolin, aged 41**

*Position and Experience*

Mr. Yang Shaolin is a non-executive Director. He was appointed as an executive Director on 6 July 2010 and re-designated to be a non-executive Director on 1 April 2012. Mr. Yang joined the Group in December 2008 and has over 17 years' experience in corporate management and financial management. Mr. Yang worked as an accountant and later as a finance manager in various manufacturing enterprises (including Guangzhou KYH Metal Co., Ltd. for over two and a half years) prior to joining the Group. He obtained a Bachelor's Degree in Economics majoring in accounting from Beijing Wuzi University in 1997, then obtained a MBA Master's Degree from Sun Yat-Sen University in 2012. Mr. Yang is also a member of The Chinese Institute of Certified Public Accountants and a registered tax agent in the PRC.

Mr. Yang was appointed on 22 October 2012 as a chief financial officer of Guangdong Haid Group Co., Ltd. (stock code: 002311), a company whose shares are listed on the Shenzhen Stock Exchange.

*Length of Service*

Mr. Yang has entered into a supplementary service agreement dated 27 December 2013 with the Company under which he agreed to act as a non-executive Director for a period of three years commencing on 1 January 2014 unless terminated in accordance with the terms of the service agreement dated 30 March 2012. 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. Yang does not have any relationships with 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. Yang 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. Yang is entitled to receive an annual Director's fee of HK\$144,000.



---

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

---

### *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. Yang to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and there are no other matters concerning Mr. Yang that need to be brought to the attention of the Shareholders in relation to his re-election.

#### **(2) Mr. Kong Hing Ki, aged 44**

##### *Position and Experience*

Mr. Kong Hing Ki was appointed as an independent non-executive Director on 24 November 2010. He is also the chairman of the Nomination Committee and a member of the Audit Committee. He has over 17 years' experience in accounting, auditing and finance, gained from international accountancy and commercial firms. Currently, he is a financial controller of a company whose ultimate holding company is listed on the main board of the Singapore Exchange Securities Trading Limited, and is an independent non-executive director and the audit committee chairman of Hing Lee (HK) Holdings Limited (stock code: 396), a company whose shares are listed on the Main Board, and also an independent non-executive director and the remuneration committee chairman of RENHENG Enterprise Holdings Limited (stock code: 3628), a company whose shares are listed on the Main Board.

Mr. Kong obtained a Bachelor's Degree in Commerce from The Australian National University and a Master of Business Administration Degree from Deakin University. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a member of CPA Australia.

##### *Length of Service*

Mr. Kong 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 commencing on 1 January 2014 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*

As far as the Directors are aware, Mr. Kong does not have any relationships with other Directors, senior management, substantial shareholders, or controlling shareholders (as defined in the Listing Rules) of the Company.

---

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

---

### *Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Kong personally held 380,000 share options of the Company, which entitle him to subscribe for 380,000 Shares, representing approximately 0.09% of the issued share capital of the Company.

Save as disclosed above, Mr. Kong 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. Kong is entitled to receive an annual Director's fee of HK\$144,000.

### *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. Kong to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and there are no other matters concerning Mr. Kong that need to be brought to the attention of the Shareholders in relation to his re-election.

### **(3) Mr. Tam Yuk Sang, Sammy, aged 51**

#### *Position and Experience*

Mr. Tam Yuk Sang, Sammy was appointed as an independent non-executive Director on 10 August 2010. He is also the chairman of the Remuneration Committee and a member of the Audit Committee. Mr. Tam graduated from the Hong Kong Polytechnic University with a Professional Diploma in Accountancy in 1986 and is a fellow of The Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. He has over 28 years' experience in accounting, auditing and finance. He is currently the president of Essentack Limited, a corporate strategy and management advisory company. He is also an independent non-executive director, the remuneration committee chairman and the audit committee chairman of Opes Asia Development Limited (stock code: 810), a company whose shares are listed on the Main Board.

Mr. Tam resigned as an independent non-executive director, the audit committee chairman and a member of remuneration committee and nomination committee of Kith Holdings Limited (stock code: 1201) and an independent non-executive director and the nomination committee chairman of RENHENG Enterprise Holdings Limited (stock Code: 3628), companies whose shares are both listed on the Main Board, with effect from 1 July 2014 and 31 October 2014 respectively. He had also once been an

---

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

---

independent non-executive director and the audit committee chairman of Long Success International (Holdings) Limited (stock code: 8017), a company whose shares are listed on the Growth Enterprise Market of the Stock Exchange, up to 18 October 2013.

### *Length of Service*

Mr. Tam 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 commencing on 1 January 2014 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*

As far as the Directors are aware, Mr. Tam does not have any relationships with 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. Tam personally held 380,000 share options of the Company, which entitle him to subscribe for 380,000 Shares, representing approximately 0.09% of the issued share capital of the Company.

Save as disclosed above, Mr. Tam 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. Tam is entitled to receive an annual Director's fee of HK\$144,000.

### *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. Tam to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules; and there are no other matters concerning Mr. Tam that need to be brought to the attention of the Shareholders in relation to his re-election.

*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 Buy-back 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 Buy-back 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 Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 41,500,000 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE BUY-BACK**

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

Shares buy-back 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 buy-back will benefit the Company and the Shareholders.

## **3. FUNDING OF SHARE BUY-BACK**

The Company may only apply funds legally available for share buy-back 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 SHARE BUY-BACK**

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 2014) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back 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.

**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:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2014</b>		
April	0.425	0.385
May	0.49	0.385
June	0.52	0.44
July	0.66	0.45
August	0.74	0.53
September	0.84	0.57
October	0.69	0.57
November	0.75	0.59
December	0.68	0.55
<b>2015</b>		
January	0.65	0.56
February	0.60	0.55
March	0.63	0.53
April (up to the Latest Practicable Date)	0.62	0.57

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close 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 Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core 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 Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. TAKEOVERS CODE**

If as a result of a buy-back of Shares pursuant to the Share Buy-back 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 Buy-back 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 Buy-back 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. SHARE BUY-BACK 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 Unit 638, 6/F, KITEC, 1 Trademart Drive, Kowloon Bay, Hong Kong on Friday, 22 May 2015 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 2014;
2. To declare a final dividend for the year ended 31 December 2014;
3. To re-elect Mr. Yang Shaolin, a retiring director, as a non-executive director;
4. To re-elect Mr. Kong Hing Ki, a retiring director, as an independent non-executive director;
5. To re-elect Mr. Tam Yuk Sang, Sammy, 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.
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“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 repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the said mandate shall be limited accordingly; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**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 number of shares 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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said mandate shall be limited accordingly; and



---

## NOTICE OF ANNUAL GENERAL MEETING

---

(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. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the 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 number 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 the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 8 of the Notice, provided that such number shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution.”

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

Hong Kong, 17 April 2015

---

## 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, 20 May 2015 to Friday, 22 May 2015, 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, 19 May 2015.
5. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Friday, 29 May 2015 to Monday, 1 June 2015 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, 28 May 2015.