
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.

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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 Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Tuesday, 31 May 2016 at 10:00 a.m. is set out on pages 15 to 18 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.

21 April 2016

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 Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Tuesday, 31 May 2016 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 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; |
| “close associate(s)” | has the meaning ascribed to it under Rule 1.01 of the Listing Rules; |
| “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 of this circular; |
| “Latest Practicable Date” | 18 April 2016, 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; |

DEFINITIONS

| | |
|--------------------------|---|
| “Main Board” | the stock market operated by the Stock Exchange, which excludes the Growth Enterprise Market and the options market; |
| “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 share 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 of this circular; |
| “Shareholder(s)” | holder(s) of Share(s); |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited; |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Shares Buy-backs issued by the Securities and Futures Commission in Hong Kong; and |
| “Zhonghong” | 中弘控股股份有限公司 (Zhonghong Holding Company Limited*). |

* *English translation or transliteration of the Chinese names in this circular, where indicated, is for information purpose only, and should not be regarded as the official English names of such Chinese names.*



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. Wu David Hang
(Chairman & Chief Executive Officer)
Mr. Hou Jian

Independent Non-executive Directors:

Mr. Wong Yik Chung John
Mr. Tse Calvin Kai Chuen
Mr. Leung Ka Tin

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:*

Suite 510, Chater House
8 Connaught Road
Central
Hong Kong

21 April 2016

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

Pursuant to Provision A.4.2 of Appendix 14 of the Listing Rules, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Therefore, Mr. Wu David Hang, Mr. Hou Jian, Mr. Wong Yik Chung, John, Mr. Tse Calvin Kai Chuen and Mr. Leung Ka Tin will retire and being eligible, other themselves for re-election at the AGM.

Brief biographical 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 22 May 2015, 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 a general and unconditional mandate (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 9 of the notice of the Annual General Meeting as set out on pages 15 and 16 of this circular (i.e. a total of 43,480,400 Shares on the basis that the issued share capital of the Company remains unchanged during the period from the Latest Practicable Date to the date of the Annual General Meeting);
- (b) the granting of a general and unconditional mandate (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 10 of the notice of the Annual General Meeting as set out on pages 16 and 17 of this circular (i.e. a total of 86,960,800 Shares on the basis that the issued share capital of the Company remains unchanged during the period from the Latest Practicable Date to 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 15 to 18 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
Wu David Hang
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. Wu David Hang (“Mr. Wu”), aged 53

Position and Experience

Mr. Wu was appointed as an Executive Director, Chairman of the Board, Chief Executive officer and Authorized Representative of the Company on 17 February 2016. He is a vice president of overseas business development of 中弘卓業集團有限公司 (Zhonghong Zhuoye Group Company Limited*), which is controlling shareholder of Zhonghong and holds approximately 34.51% of the issued shares of Zhonghong. Prior to this, he was an investment banker, with a focus on cross-border transactions in Asia markets, especially in China market for many years. From 1996 to 2004, Mr. Wu served as a vice president of the Corporate Finance and Investment Banking group at Citigroup. From 2004 to 2007, Mr. Wu worked as a principal at Marco Polo Partners in New York. From 2007 to 2009, he worked at China Power Development Corp. New York, a renewable energy development firm, as one of the founding members. From 2009 to 2015, Mr. Wu served as a managing director of Herakles Capital International, a New York based investment banking firm. Mr. Wu obtained his MBA degree from University of District of Columbia, USA and his Bachelor of Science degree from University of Electronic Science and Technology of China.

Mr. Wu is currently an executive director, chairman of the Board, chief executive officer and authorized representative of Chanco International Group Limited (“Chanco”), a company listed on the Main Board of Stock Exchange (stock code: 264). Chanco is 66.1%-owned by Zhonghong.

Length of Service

As at the Latest Practicable Date, Mr. Wu has not entered into any service agreement with the Company in relation to his appointment as an Executive Director. Mr. Wu is not appointed for a specific term but he is subject to retirement by rotation and re-election in accordance with Articles of Association.

Relationships

Saved as disclosed above and as far as the Directors are aware, Mr. Wu 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. Wu 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.

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

Director's Emoluments

Mr. Wu will be entitled to receive a director's fee to be determined by the Board and the Remuneration Committee with reference to his duties, responsibilities, qualifications, experiences and the prevailing market conditions.

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. Wu 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. Wu that need to be brought to the attention of the Shareholders in relation to his re-election.

(2) Mr. Hou Jian, aged 29

Position and Experience

Mr. Hou was appointed as an executive Director of the Company on 17 February 2016. He graduated from Inner Mongolia Finance and Economics College with a bachelor of arts degree in public affairs administration. He served as an accounting clerk at 北京中弘投資有限公司 (Beijing Zhonghong Investment Company Limited*), a wholly-owned subsidiary of Zhonghong, from October 2009 to March 2010. He served as an accountant for Zhonghong from March 2010 to May 2011 and a fund manager for Zhonghong from June 2011 to February 2015. Since 5 February 2015, he has been serving as a senior fund manager for Zhonghong.

He is also currently an executive director and authorized representative of Chanco.

Length of Service

As at the Latest Practicable Date, Mr. Hou has not entered into any service agreement with the Company in relation to his appointment as an Executive Director. Mr. Hou is not appointed for a specific term but he is subject to retirement by rotation and re-election in accordance with Articles of Association.

Relationships

Saved as disclosed above and as far as the Directors are aware, Mr. Hou 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, Mr. Hou was not interested nor deemed to be interested in any Shares or underlying Shares of the Company nor its associated corporations pursuant to Part XV of the SFO as at the Latest Practicable Date.

Director's Emoluments

Mr. Hou will be entitled to receive a director's fee to be determined by the Board and the Remuneration Committee with reference to his duties, responsibilities, qualifications, experiences and the prevailing market conditions.

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. Hou 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. Hou that need to be brought to the attention of the Shareholders in relation to his re-election.

(3) Mr. Wong Yik Chung John, aged 48

Position and Experience

Mr. Wong was appointed as an independent non-executive Director of the Company on 17 February 2016. He is also the Chairman of Audit Committee and member of Nomination and Remuneration Committee. Mr. Wong is a member of The Australian Society of Certified Practising Accountants (ASCPA) and a member of the Hong Kong Institute of Certified Public Accountants. He has worked in several international accounting firms for around 10 years. He specializes in listing audits (primarily for companies in mainland China seeking to be listed overseas) and financial advisory business for listed companies, including mergers and acquisitions and restructuring. Over the past three years, Mr. Wong served as directors for a number of companies listed on the Shenzhen Stock Exchange, and the Stock Exchange. He is currently serving as independent non-executive directors for the following companies which are listed on the Stock Exchange, namely EcoGreen International Group Limited (stock code: 2341), Perfect Optonics Limited (stock code: 8311), Long Ji Tai He Holding Limited (stock code: 1281) and Chanco.

Length of Service

Pursuant to a letter of appointment entered into between the Company and Mr. Wong dated 17 February 2016, the Company appointed Mr. Wong as Independent Non-executive Director for an initial term of one year commencing from 17 February 2016 unless terminated in accordance with the terms of the service agreement. 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

Save as disclosed above and as far as the Directors are aware, Mr. Wong 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, Mr. Wong was not interested nor deemed to be interested in any Shares or underlying Shares of the Company nor its associated corporations pursuant to Part XV of the SFO as at the Latest Practicable Date.

Director's Emoluments

Under the service agreement, Mr. Wong 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. Wong 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. Wong that need to be brought to the attention of the Shareholders in relation to his re-election.

(4) Mr. Tse Calvin Kai Chuen, aged 51

Position and Experience

Mr. Tse was appointed as an independent non-executive Director of the Company on 17 February 2016. He is also the member of Audit Committee, Nomination Committee and Remuneration Committee. Mr. Tse obtained his Bachelor of Economics degree from Macquarie University. Mr. Tse is a member of the Certified Practising Accountants (Australia) and has over 20 years of experience in accounting and finance as well as over 10 years of management experience in computer software and information technology projects. He worked in Polymedia Presentations Company as an accountant from 1988 to 1990. He served as a director in Corporate Comm. Systems, a private company, from 1991 to 2003 and in HK Rugby Football Union, a non-governmental organization, from 2000 to 2002. In addition, he worked in the following companies which are listed on the Stock Exchange, (i) as a finance director in New Times Group, the holding company of China Innovation Investment Limited (stock code: 1217) in 2004 and (ii) as a consultant to Haywood Investments Limited (stock code: 905) in 2005. He also served as a consultant to Jermajesty Holdings, a subsidiary of GoConnect Holdings which is listed on the Australian Securities Exchange (stock code: ASX-GCN) from 2013 to 2015.

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

Length of Service

Pursuant to a letter of appointment entered into between the Company and Mr. Tse dated 17 February 2016, the Company appointed Mr. Tse as Independent Non-executive Director for an initial term of one year commencing from 17 February 2016 unless terminated in accordance with the terms of the service agreement. 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. Tse 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, Mr. Tse was not interested nor deemed to be interested in any Shares or underlying Shares of the Company nor its associated corporations pursuant to Part XV of the SFO as at the Latest Practicable Date.

Director's Emoluments

Under the service agreement, Mr. Tse 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. Tse 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. Tse that need to be brought to the attention of the Shareholders in relation to his re-election.

(5) Mr. Leung Ka Tin, aged 62

Position and Experience

Mr. Leung was appointed as Independent Non-Executive Directors on 17 February 2016. He is also the Chairman of Remuneration Committee and the member of Audit Committee and Nomination Committee. Mr. Leung holds a Diploma in Financial Management. He has 25 years of management experience in banking, treasury operation, project finance, logistics and human resource management. He was a senior management team member of various financial institutions including First Pacific Group, Nedcor Asia (previously known as Nedfinance), BfG Germany and Delta Asia Financial Group as well as companies in the logistics and telecommunication sectors including EAS Da Tong Group and Trident Telecom Ventures Limited. Mr. Leung also

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

has extensive experience in the corporate finance field. He served as directors for the following companies listed on the Stock Exchange, namely China Kingstone Mining Holdings Limited (stock code: 1380) and Chanco. He is currently serving as independent non-executive director of Wealth Glory Holdings Limited (stock code: 8269) which is listed on the Stock Exchange.

Length of Service

Pursuant to a letter of appointment entered into between the Company and Mr. Leung dated 17 February 2016, the Company appointed Mr. Leung as Independent Non-executive Director for an initial term of one year commencing from 17 February 2016 unless terminated in accordance with the terms of the service agreement. He is also subject to retirement and re-election at the Annual General Meeting in accordance with the Articles of Association.

Relationships

Save as disclosed above and as far as the Directors are aware, Mr. Leung 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, Mr. Leung was not interested nor deemed to be interested in any Shares or underlying Shares of the Company nor its associated corporations pursuant to Part XV of the SFO as at the Latest Practicable Date.

Director's Emoluments

Under the service agreement, Mr. Leung's 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. Leung 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. Leung 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 434,804,000 Shares.

Subject to the passing of the ordinary resolution set out in item 9 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 during the period from the Latest Practicable Date to the date of the Annual General Meeting, i.e. being 434,804,000 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 43,480,400 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 it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to buy-back Shares on the Stock Exchange.

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 as a whole.

The Share Buy-back Mandate will only be exercised when the Directors believe that such buy-back will benefit the Company and the Shareholders as a whole. The Directors have no present intention to buy-back any Shares.

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. The Company will not buy-back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

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 2015) in the event that the Share Buy-back Mandate was exercised 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. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

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 <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|-------------------------------|------------------------------|
| 2015 | | |
| April | 0.98 | 0.60 |
| May | 1.99 | 0.91 |
| June | 2.39 | 1.30 |
| July | N/A* | N/A* |
| August | N/A* | N/A* |
| September | N/A* | N/A* |
| October | N/A* | N/A* |
| November | 2.18 | 2.13 |
| December | 2.43 | 2.13 |
| 2016 | | |
| January | 2.29 | 2.21 |
| February | 2.28 | 1.81 |
| March | N/A [#] | N/A [#] |
| April (up to the Latest Practicable Date) | N/A [#] | N/A [#] |

* Trading in the Shares has been suspended from 1:00 p.m. 30 June 2015 to 9 November 2015.

[#] Trading in the Shares has been suspended since 18 February 2016.

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 has any present intention to sell any Shares to the Company or its subsidiaries 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 that, so far as the same may be applicable, they will exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Articles of Association, 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. Wang Yong Hong and his parties acting in concert with him were interested in 326,089,600 Shares representing approximately 75% 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. Wang Yong Hong and his parties acting in concert with him would be increased to 83.33% 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 six months preceding 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 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 Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong on Tuesday, 31 May 2015 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “Directors”) and auditors of the Company for the year ended 31 December 2015;
2. To re-elect Mr. Wu David Hang, a retiring Director, as an executive Director;
3. To re-elect Mr. Hou Jian, a retiring Director, as an executive Director;
4. To re-elect Mr. Wong Yik Chung John, a retiring Director, as an independent non-executive Director;
5. To re-elect Mr. Tse Calvin Kai Chuen, a retiring Director, as an independent non-executive Director;
6. To re-elect Mr. Leung Ka Tin, a retiring Director, as an independent non-executive Director;
7. To authorize the board of Directors (the “Board”) to fix the respective directors’ remuneration;
8. To re-appoint KPMG as the auditors of the Company and to authorize the Board to fix their remuneration;
9. 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;

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(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

(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.”

10. 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

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- (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

- (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).”

- 11. 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 9 and 10 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 10 of the Notice be and is hereby extended by the addition thereto an amount representing the aggregate number of shares which

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have been repurchased by the Company pursuant to the mandate referred to in resolution set out in item 9 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
Wu David Hang
Chairman

Hong Kong, 21 April 2016

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 Thursday, 26 May 2016 to Tuesday, 31 May 2016, 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, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 25 May 2016.