



KEE HOLDINGS COMPANY LIMITED

開易控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2011)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING
TO BE HELD ON THURSDAY, 5 JANUARY 2017**

I/We^(Note 1) _____

of _____

being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the issued share capital of KEE Holdings Company Limited (the "Company") hereby appoint the Chairman of the meeting^(Note 3) or _____

of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be held at Suite 510, Charter House, 8 Connaught Central, Hong Kong on Thursday, 5 January 2017 at 10:30 a.m. (and at any adjournment thereof) and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the resolution set out in the notice of EGM (the "Notice") as indicated below or, if no such indication is given as my/our proxy thinks fit.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll ^(Note 4).

ORDINARY RESOLUTION ^(Note 5)		FOR	AGAINST
1.	To approve the Framework Cooperation Agreement dated 29 July 2016 (as amended and supplemented by Supplemental Agreements dated 2 September 2016 and 10 November 2016), and the transactions contemplated thereunder (including the annual cap).		

Date: _____

Signature(s) _____ ^(Note 6)

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. A member entitled to attend and vote at the EGM may appoint more than one proxy to attend and on a poll, vote on his behalf, provided that 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. A proxy need not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- The full text of the ordinary resolution is set out in the Notice.
- This form of proxy must be signed by you or your attorney duly authorized in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorized.
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.