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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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The logo for KEE Holdings Company Limited, consisting of the letters 'K', 'E', and 'E' in a bold, stylized, sans-serif font. The 'K' is the largest and most prominent, with the two 'E's to its right, all in black.

**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**

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A notice convening the Annual General Meeting of KEE Holdings Company Limited to be held at Level 27, World Wide House, 19 Des Voeux Road, Central, Hong Kong on Wednesday, 30 May 2018 at 11:00 a.m. is set out on pages 16 to 19 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 and transfer office 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.

27 April 2018

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## 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 Level 27, World Wide House, 19 Des Voeux Road, Central, Hong Kong on Wednesday, 30 May 2018 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 19 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Ascent”	Ascent International Holdings Limited, a company listed on the Main Board of the Stock Exchange (Stock code: 0264), and 60.09% owned by Zhonghong;
“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”	23 April 2018, 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 GEM 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 Co., 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. Yau Chi Chiu

*Independent Non-executive Directors:*

Mr. Yau Pak Yue

Mr. Lu Nim Joel

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

27 April 2018

*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 Article 86(3) of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office until the following general meeting of the Company and shall then be eligible for re-election and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election. Also, in accordance with Articles 87(1) and (2) of the Articles of Association, one-third of the existing Directors shall retire at the Annual General Meeting. One executive Director namely Mr. Yau Chi Chiu and three independent non-executive Directors namely Mr. Yau Pak Yue, Mr. Leung Ka Tin and Mr. Lu Nim Joel shall retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

Brief biographical details of Mr. Yau Chi Chiu, Mr. Yau Pak Yue, Mr. Leung Ka Tin and Mr. Lu Nim Joel which are required to be disclosed by the Listing Rules are set out in Appendix I to this circular.

Mr. Yau Pak Yue, Mr. Leung Ka Tin and Mr. Lu Nim Joel, being independent non-executive Directors, eligible for re-election at the Annual General Meeting, have made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Yau Pak Yue, Mr. Leung Ka Tin and Mr. Lu Nim Joel are independent in accordance with the independence guidelines. Also, in view of their integrity, extensive knowledge and experience, the Company recommends Mr. Yau Pak Yue, Mr. Leung Ka Tin and Mr. Lu Nim Joel to be re-elected as independent non-executive Directors.

### 3. PROPOSED GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES

At the annual general meeting of the Company held on 19 May 2017, 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 8 of the notice of the Annual General Meeting as set out on pages 16 and 17 of this circular (i.e. a total of 46,480,400 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 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

## LETTER FROM THE BOARD

on pages 17 and 18 of this circular (i.e. a total of 92,960,800 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 (the “**Extension 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.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 16 to 19 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 and transfer office 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 in person at the Annual General Meeting if you so wish.

#### **5. CLOSURE OF REGISTER OF MEMBERS**

For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 25 May 2018 to Wednesday, 30 May 2018, 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 and transfer office 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 Thursday, 24 May 2018.

## LETTER FROM THE BOARD

### 6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate, the Issuance Mandate and the Extension 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.

### 7. 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.

### 8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of the Board  
**KEE Holdings Company Limited**  
**Wu David Hang**  
*Chairman*



*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. Yau Chi Chiu, aged 41**

*Position and Experience*

Mr. Yau was appointed as an executive Director with effect from 12 April 2018. Mr. Yau joined the Company on 26 February 2018 as the chief financial officer. He was also appointed as the company secretary of the Company, the authorised representative of the Company under the Listing Rules and the authorised representative of the Company under the Companies Ordinance with effect from 28 February 2018. Mr. Yau is a fellow member of the Association of Chartered Certified Accountants and a practising member of the Hong Kong Institute of Certified Public Accountants. Mr. Yau holds a Bachelor of Accounting degree from The University of Hong Kong. Mr. Yau has extensive experience in the areas of financial accounting, auditing, taxation, company secretarial and management accumulated mainly from working for an international accounting firm and People's Food Holdings Limited, a company engaged in feed production, hog production, slaughtering, the production, distribution and sale of fresh pork and processed meat products, with the last position as the chief financial officer and company secretary.

*Length of Service*

Pursuant to a service agreement entered into between the Company and Mr. Yau dated 12 April 2018, the Company appointed Mr. Yau as executive Director for an initial term of three years commencing from 12 April 2018, which is terminable by either party by giving to the other two months' prior notice in writing. Mr. Yau's appointment will be subject to normal retirement and re-election pursuant to the Articles of Association.

*Relationships*

Save as disclosed above and as far as the Directors are aware, Mr. Yau 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. Yau 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, in addition to the remuneration for being the chief financial officer and the company secretary of the Company, Mr. Yau will be entitled to a director's remuneration of HK\$845,000 per annum. The remuneration of Mr. Yau was determined with reference to the prevailing market conditions, director's duties and responsibilities and performance.

*Directorships*

Save as disclosed, Mr. Yau did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

*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. Yau which are required 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. Yau that need to be brought to the attention of the Shareholders in relation to his re-election.

**(2) Mr. Yau Pak Yue, aged 49***Position and Experience*

Mr. Yau was appointed as an independent non-executive Director with effect from 28 July 2017. He is also the chairman of Audit Committee and Remuneration Committee and member of Nomination Committee. Mr. Yau obtained his Bachelor of Commerce (majoring in Accountancy) from the University of Wollongong in Australia. He was the chief knowledge officer of Guangzhou Chengfa Capital Company Limited, a state-owned fund management company, from May 2015 to January 2017. Prior to that, he was the chief executive officer of Taiyang International Cold Chain (Group) Limited from March 2014 to July 2014, and a partner at Deloitte & Touche Financial Advisory Services Limited from June 2005 to November 2012. He has over 20 years of experience in mergers and acquisitions transaction supports and financial due diligence. Mr. Yau is also a fellow member the Hong Kong Institute of Certified Public Accountants and CPA Australia. He is currently serving as independent non-executive director for Ascent which is listed on the Stock Exchange.

*Length of Service*

Pursuant to a letter of appointment entered into between the Company and Mr. Yau dated 28 July 2017, the Company appointed Mr. Yau as independent non-executive Director for an initial term of three years commencing from 28 July 2017 unless terminated in accordance with the terms of the letter of appointment. He is also subject to retirement and re-election requirements in accordance with the Articles of Association.

*Relationships*

Save as disclosed above and as far as the Directors are aware, Mr. Yau 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. Yau 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 letter of appointment, Mr. Yau is entitled to receive an annual Director's fee of HK\$144,000.

*Directorships*

Save as disclosed, Mr. Yau did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

*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. Yau which are required 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. Yau that need to be brought to the attention of the Shareholders in relation to his re-election.

**(3) Mr. Leung Ka Tin, aged 64***Position and Experience*

Mr. Leung was appointed as an independent non-executive Director with effect from 17 February 2016. He is also the member of Audit Committee, Nomination Committee and Remuneration Committee. Mr. Leung holds a Diploma in Financial Management. Mr. Leung has over 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 has extensive experience in the corporate finance field. He served as directors for the following companies listed on the Stock Exchange or the GEM operated by the Stock Exchange, namely China Kingstone Mining Holdings Limited (stock code: 1380), Wealth Glory Holdings Limited (stock code: 8269) and Ascent. He is currently serving as an independent non-executive director for PanAsialum Holdings Company Limited (stock code: 2078) 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 letter of appointment, which expired on 17 February 2017. Pursuant to a letter of appointment further entered into between the Company and Mr. Leung dated 17 February 2017, the Company appointed Mr. Leung as independent non-executive Director for an initial term of three years commencing from 17 February 2017 unless terminated in accordance with the terms of the letter of appointment. He is also subject to retirement and re-election requirements in accordance with the Articles of Association.

*Relationships*

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 letter of appointment, Mr. Leung is entitled to receive an annual Director's fee of HK\$144,000.

*Directorship*

Save as disclosed, Mr. Leung did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

*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 which are required 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.

**(4) Mr. Lu Nim Joel, aged 60***Position and Experience*

Mr. Lu was appointed as an independent non-executive Director with effect from 4 August 2017. He is also the member of Audit Committee, Remuneration Committee and Nomination Committee. Mr. Lu obtained his Bachelor of Science and Master of Business Administration from the University of Toronto in Canada. Mr. Lu has more than 30 years of financial experience in the banking industry. Mr. Lu is a chartered financial analyst, and was licensed as an Executive Officer by the Hong Kong Monetary Authority and Responsible Officer by the Securities and Futures Commission respectively in his previous employment. Mr. Lu was a managing director and the head of investments at Rothschild Wealth Management (Hong Kong) Limited from June 2012 and to July 2016. Prior to his last position, Mr. Lu served as a director in the Asset Management Division at Credit Suisse (Hong Kong) Limited and managing director at the Private Bank division of Barclays Bank PLC in Hong Kong. Mr. Lu has also served as an independent non-executive director of Link Holdings Limited, a company listed on the GEM operated by the Hong Kong Stock Exchange (stock code: 8237) from December 2015 to July 2017.

*Length of Service*

Pursuant to a letter of appointment entered into between the Company and Mr. Lu dated 4 August 2017, the Company appointed Mr. Lu as independent non-executive Director for an initial term of three years commencing from 4 August 2017 unless terminated in accordance with the terms of the letter of appointment. He is also subject to retirement and re-election requirements in accordance with the Articles of Association.

*Relationships*

Save as disclosed above and as far as the Directors are aware, Mr. Lu 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. Lu 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 letter of appointment, Mr. Lu is entitled to receive an annual Director's fee of HK\$144,000.

*Directorships*

Save as disclosed, Mr. Lu did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange or other major appointments or professional qualifications during the three years preceding the Latest Practicable Date.

*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. Lu which are required 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. Lu 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 464,804,000 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 during the period from the Latest Practicable Date to the date of the Annual General Meeting, i.e. being 464,804,000 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 46,480,400 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 2017) 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:

<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2017</b>		
April	1.50	1.13
May	1.71	0.94
June	1.56	1.15
July	1.37	1.15
August	1.19	0.91
September	1.35	1.07
October	1.26	1.00
November	1.30	1.03
December	1.19	1.04
<b>2018</b>		
January	1.17	1.07
February	1.30	1.00
March	1.20	1.05
April (up to the Latest Practicable Date)	1.07	1.00

## **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. EFFECT OF THE 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 and belief of the Directors, as at the Latest Practicable Date, Mr. Wang Yong Hong and parties acting in concert with him were interested in 326,089,600 Shares representing approximately 70% 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 approximately 78% of the issued share capital of the Company and such increase will not give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

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).



**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 Level 27, World Wide House, 19 Des Voeux Road, Central, Hong Kong on Wednesday, 30 May 2018 at 11:00 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 2017;
2. To re-elect Mr. Yau Chi Chiu, a retiring Director, as an executive Director;
3. To re-elect Mr. Yau Pak Yue, a retiring Director, as an independent non-executive Director;
4. To re-elect Mr. Leung Ka Tin, a retiring Director, as an independent non-executive Director;
5. To re-elect Mr. Lu Nim Joel, a retiring Director, as an independent non-executive Director.
6. To authorize the board of Directors (the “Board”) to fix the respective Directors’ remuneration;
7. To re-appoint BDO Limited as the auditor of the Company 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 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;

## NOTICE OF ANNUAL GENERAL MEETING

- (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.”
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 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 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,

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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).”

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 thereto an amount representing the aggregate number of shares which 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, 27 April 2018

## 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 and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell 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 Friday, 25 May 2018 to Wednesday, 30 May 2018, 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 and transfer office 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 Thursday, 24 May 2018.