

**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 CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting (the “EGM”) of the Company to be held at Suite 510, Chater House, 8 Connaught Road Central, Hong Kong on 18 November 2019 at 11:00 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying 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 54, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

24 October 2019

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 16 October 2019 in respect of, among other matters, the Change of Company Name
“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “KEE Holdings Company Limited” to “China Apex Group Limited”, and to adopt and register the Chinese name of “中國恒泰集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “開易控股有限公司”
“Company”	KEE Holdings Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 2011)
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on 18 November 2019 at 11:00 a.m. or any adjournment thereof to consider and, if thought fit, approve, among other matters, the Change of Company Name, the notice of which is set out on pages 5 to 6 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong



**KEE HOLDINGS COMPANY LIMITED**

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*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2011)**

*Executive Directors:*

Mr. Wu David Hang (*Chairman*)

Mr. Yau Chi Chiu

*Independent non-executive Directors:*

Mr. Yau Pak Yue

Mr. Lu Nim Joel

Mr. Leung Ka Tin

*Registered office:*

4th Floor, Harbour Place

103 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

24 October 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 16 October 2019 in respect of, among other matter, the proposed Change of Company Name. The purpose of this circular is to provide the Shareholders information in respect of the special resolution to be proposed at the EGM regarding the Change of Company Name and notice for convening the EGM.

**PROPOSED CHANGE OF COMPANY NAME**

The Board proposed to change the English name of the Company from “KEE Holdings Company Limited” to “China Apex Group Limited”, and to adopt and register the Chinese name of “中國恒泰集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “開易控股有限公司”.

## **LETTER FROM THE BOARD**

### **Conditions for the Change of Company Name**

The Change of Company Name is subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. Upon the Change of Company Name becoming effective, the Company will comply with the necessary registration and/or filing procedures in Hong Kong.

### **Effect of the Change of Company Name**

The Change of Company Name will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing existing name of the Company will, after the Change of Company Name, continue to be evidence of legal title and valid for all purposes (including for the purposes of trading, settlement, registration and delivery). Accordingly, there will not be any arrangement for the exchange of the share certificates of the Company under its existing name for new share certificates under the new name of the Company. Once the Change of Company Name becomes effective, share certificates of the Company will be issued only in the new name of the Company. In addition, subject to the confirmation by the Stock Exchange, the Company will change the English and Chinese stock short names of the Company for trading in the securities on the Main Board of the Stock Exchange after the Change of Company Name becomes effective.

Further announcement(s) will be made by the Company in relation to the effective dates of the Change of Company Name and the change of the English and Chinese stock short names.

### **Reason for the Change of Company Name**

The Board considers that the Change of Company Name will better reflect the current status of the Group. The Board believes that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company's future business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

## LETTER FROM THE BOARD

### EGM

A notice convening the EGM to be held at Suite 510, Chater House, 8 Connaught Road Central, Hong Kong on 18 November 2019 at 11:00 a.m. is set out on pages 5 to 6 of this circular for the purpose of considering and, if thought fit, passing the special resolution approving the Change of Company Name.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at Level 54, 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 EGM (i.e. no later than 11:00 a.m. on 16 November 2019 (Hong Kong Time)) or at any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or at any adjournment thereof (as the case may be) if you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the special resolution to be proposed at the EGM.

### 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.

### RECOMMENDATION

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

By Order of the Board  
**KEE Holdings Company Limited**  
**Wu David Hang**  
*Chairman*



**KEE HOLDINGS COMPANY LIMITED**

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of KEE Holdings Company Limited (the “Company”) will be held at Suite 510, Chater House, 8 Connaught Road Central, Hong Kong on 18 November 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendment, the following resolution of the Company as a special resolution of the Company:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of the Companies in Cayman Islands, the English name of the Company be changed from “KEE Holdings Company Limited” to “China Apex Group Limited”, and to adopt and register the Chinese name of “中國恒泰集團有限公司” as the dual foreign name of the Company in place of its existing Chinese name of “開易控股有限公司” (the “**Change of Company Name**”) with effect from the date of registration as set out in the certificate of incorporation on change of name issued by the Registrar of Companies in the Cayman Islands, and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By Order of the Board  
**KEE Holdings Company Limited**  
**Wu David Hang**  
*Chairman*

Hong Kong, 24 October 2019

*Notes:*

1. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. 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.

## NOTICE OF EGM

2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a certified copy thereof, must be lodged, at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting (i.e. no later than 11:00 a.m. on 16 November 2019 (Hong Kong time)) or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said person as present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. The register of members of the Company will be closed from 12 November 2019 to 18 November 2019, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfers 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:00 p.m. on 11 November 2019.