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**KEE Holdings Company Limited**

**開易控股有限公司**

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

**(Stock Code: 2011)**

**RE-DESIGNATION OF DIRECTORS,  
RESIGNATION OF THE CHIEF FINANCIAL OFFICER  
AND JOINT COMPANY SECRETARY, AND  
CHANGES OF THE CHAIRMEN OF THE REMUNERATION COMMITTEE AND  
THE NOMINATION COMMITTEE**

The Board announces that:

1. Mr. Yang Shaolin, an executive Director, will be re-designated to be the non-executive Director and will resign as the chief financial officer and joint company secretary of the Company with effect from 1 April 2012;
2. Mr. Chow Hoi Kwang, Albert, a non-executive Director, will be re-designated to be an executive Director with effect from 1 April 2012;
3. Mr. Xu Xipeng, an executive Director, resigned from his position as the chairman of the Remuneration Committee with effect from 16 March 2012. In place of Mr. Xu Xipeng, Mr. Tam Yuk Sang, Sammy, an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee. Mr. Xu Xipeng remains as a member of the Remuneration Committee; and
4. Mr. Xu Xinan, an executive Director, resigned from his position as the chairman of the Nomination Committee with effect from 16 March 2012. In place of Mr. Xu Xinan, Mr. Kong Hing Ki, an independent non-executive Director, has been appointed as the chairman of the Nomination Committee. Mr. Xu Xinan remains as a member of the Nomination Committee.

## **RE-DESIGNATION OF MR. YANG TO BE THE NON-EXECUTIVE DIRECTOR AND HIS RESIGNATION OF THE CHIEF FINANCIAL OFFICER AND JOINT COMPANY SECRETARY**

The board (the “**Board**”) of directors (the “**Directors**”) of KEE Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Yang Shaolin (“**Mr. Yang**”) will be re-designated to be the non-executive Director and cease to be an executive Director with effect from 1 April 2012. Further, Mr. Yang will resign as the chief financial officer and joint company secretary of the Company with effect from 1 April 2012. Mr. Yang has confirmed that he has no disagreement with the Board and there are no other matters relating to his resignation that need to be brought to the attention of the shareholders of the Company. Upon Mr. Yang’s resignation as a joint company secretary of the Company, Ms. Li Yan Wing, Rita will remain as the company secretary of the Company who satisfies Rule 8.17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The brief biographical details of Mr. Yang are set out below in pursuance of Rule 13.51(2) of the Listing Rules.

Mr. Yang, aged 38, joined the Group in December 2008 and has been an executive Director since 6 July 2010. He has over 14 years of experience in corporate management and financial management. Mr. Yang worked as an accountant and later as a finance manager in various manufacturing enterprises prior to joining the Group. He obtained a Bachelor’s Degree in Economics majoring in accounting from Beijing Wuzi University (北京物資學院) in 1997. Mr. Yang is also a member of the Chinese Institute of Certified Public Accountants and a registered tax agent in China.

Save as disclosed above, Mr. Yang has not held any other directorship in any other listed companies in Hong Kong or overseas during the past three years.

Mr. Yang is appointed for a term of three years commencing from 1 April 2012, and shall be subject to the provisions of the Company’s articles of association.

Mr. Yang will be entitled to a non-executive Director’s fee of HK\$120,000 per annum, which shall be subject to review by the remuneration committee of the Company (the “**Remuneration Committee**”) and approved by the Board with reference to the prevailing market level of remuneration for a similar position and also his duties, responsibilities and experience. Other than the aforesaid, Mr. Yang is not entitled to any other emoluments for holding office as a non-executive Director.

Save as disclosed above and as of the date of this announcement, Mr. Yang does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company which is required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

Save as disclosed above, Mr. Yang is not aware of any other matters that are required to be disclosed pursuant to the Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders of the Company.

## **RE-DESIGNATION OF MR. CHOW TO BE AN EXECUTIVE DIRECTOR**

The Board announces that Mr. Chow Hoi Kwang, Albert (“**Mr. Chow**”), the non-executive Director, will be re-designated to be an executive Director with effective from 1 April 2012.

The brief biographical details of Mr. Chow are set out below in pursuance of Rule 13.51(2) of the Listing Rules.

Mr. Chow, aged 60, has been the non-executive Director since 6 July 2010. Mr. Chow joined the Group in 2005 and has advised the Group on business strategy and internal controls. Mr. Chow has over 20 years’ experience in corporate management and holds a Bachelor Degree of Commerce from McMaster University in Canada. Mr. Chow is also a member of the Society of Management Accountant of Canada (also known as CMA Canada). Mr. Chow’s work experience prior to joining the Company (except during 1996 to 1999 when he retired from work and lived in Canada) includes: (i) from 1988 to 1991, as the regional finance director of Frank Small & Associate Limited, an Australia market research company; (ii) from 1992 to 1996, as the chief operating officer and director and one of the founders of Asia Market Intelligence Limited, a market research company in Hong Kong; and (iii) from 1999 until now, as the managing director, the founder and the sole shareholder of Inetol Cyber Limited of Hong Kong, a company engaged in manufacturing and trading of headwear.

Save as disclosed above, Mr. Chow has not held any other directorship in any other listed companies in Hong Kong or overseas during the past three years.

Mr. Chow is appointed for a term of three years commencing from 1 April 2012, and shall be subject to the provisions of the Company’s articles of association. He will be entitled to an executive Director’s fee of HK\$300,000 per annum, which shall be subject to review by the Remuneration Committee and the Board from time to time. Other than the aforesaid, Mr. Chow is not entitled to any other emoluments for the new position. His Director’s fee will be subject to any adjustment that the Board may deem appropriate and approve by reference to his new duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above and as of the date of this announcement, Mr. Chow does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company, nor does he have any interest in the shares of the Company which is required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, Mr. Chow is not aware of any other matters that are required to be disclosed pursuant to the Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders of the Company.

## **CHANGES OF THE CHAIRMEN OF THE REMUNERATION COMMITTEE AND THE NOMINATION COMMITTEE**

The Board announces that Mr. Xu Xipeng, an executive Director, resigned from his position as the chairman of the Remuneration Committee with effect from 16 March 2012, and remains as a member of the Remuneration Committee. In place of Mr. Xu Xipeng, Mr. Tam Yuk Sang, Sammy, an independent non-executive Director, has been appointed as the chairman of the Remuneration Committee with effect from 16 March 2012.

As a result, the composition of the Remuneration Committee is now as follows:

Mr. Tam Yuk Sang, Sammy (chairman)  
Mr. Xu Xipeng  
Mr. Lin Bin

The Board also announces that Mr. Xu Xinan, an executive Director, resigned from his position as the chairman of the nomination committee of the Company (the “**Nomination Committee**”) with effect from 16 March 2012, and remains as a member of the Nomination Committee. In place of Mr. Xu Xinan, Mr. Kong Hing Ki, an independent non-executive Director, has been appointed as the chairman of the Nomination Committee with effect from 16 March 2012.

As a result, the composition of the Nomination Committee is now as follows:

Mr. Kong Hing Ki (chairman)  
Mr. Xu Xinan  
Mr. Lin Bin

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

Hong Kong, 30 March 2012

As at the date of this announcement, the Directors are:

**Executive Directors:**

Mr. Xu Xipeng

Mr. Xu Xinan

Mr. Yang Shaolin *(to be re-designated to be the non-executive Director from 1 April 2012)*

**Non-executive Director:**

Mr. Chow Hoi Kwang, Albert *(to be re-designated to be an executive Director from 1 April 2012)*

**Independent non-executive Directors:**

Mr. Lin Bin

Mr. Kong Hing Ki

Mr. Tam Yuk Sang, Sammy