

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

KSL Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8170)

DISPOSAL OF SHARES BY THE CONTROLLING SHAREHOLDER

This announcement is made pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The Company was informed by Sonic Solutions, the controlling shareholder of the Company, that the SPA was entered into on 10 November 2015 among Sonic Solutions, Dr. Li, the Purchaser and the Purchaser Guarantor pursuant to which Sonic Solutions agreed to sell and the Purchaser agreed to purchase 93,000,000 Shares (representing approximately 22.62% of the issued share capital of the Company as at the date of this announcement) at the consideration of HK\$93,000,000 upon the terms and conditions of the SPA. Immediately before the Disposal, Sonic Solutions held 303,400,000 Shares, representing approximately 73.78% of the issued share capital of the Company. Assuming there will be no change to the issued share capital of the Company, immediately following the completion of the Disposal, Sonic Solutions will hold 210,400,000 Shares, representing approximately 51.17% of the issued share capital of the Company and will remain the controlling shareholder of the Company.

This announcement is made by KSL Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”).

The Company was informed by Sonic Solutions Limited (“**Sonic Solutions**”), the controlling shareholder of the Company, that a sale and purchase agreement (the “**SPA**”) was entered into on 10 November 2015 among Sonic Solutions, Dr. Li Kai Shun (being an executive director of the Company, the chairman of the board of

directors of the Company and the sole shareholder of Sonic Solutions, “**Dr. Li**”), an independent third party not connected with the Company and its connected persons (as defined under the GEM Listing Rules (the “**Purchaser**”) and the sole shareholder of the Purchaser (the “**Purchaser Guarantor**”) pursuant to which Sonic Solutions agreed to sell and the Purchaser agreed to purchase 93,000,000 shares in the Company (“**Shares**”) (representing approximately 22.62% of the issued share capital of the Company as at the date of this announcement) at the consideration of HK\$93,000,000 (the “**Disposal**”) upon the terms and conditions of the SPA.

Pursuant to the SPA, the completion of the Disposal shall take place on 9 May 2016 (or such other date as shall be agreed among the parties to the SPA).

To the best of the Company’s knowledge, information and belief, having made all reasonable enquiries, each of the Purchaser and its ultimate beneficial owner is a third party independent of the Company and its connected persons (as defined under the GEM Listing Rules).

Immediately before the Disposal, Sonic Solutions held 303,400,000 Shares, representing approximately 73.78% of the issued share capital of the Company. Assuming there will be no change to the issued share capital of the Company, immediately following the completion of the Disposal, Sonic Solutions will hold 210,400,000 Shares (representing approximately 51.17% of the issued share capital of the Company as at the date of this announcement) and will remain the controlling shareholder of the Company (as defined under the GEM Listing Rules). The Company is of the view that the Disposal will not have any significant impact on the business operations and composition of the management of the Company.

Shareholders and other investors of the Company are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
KSL Holdings Limited
Li Kai Shun
Chairman

Hong Kong, 10 November 2015

As at the date of this announcement, the executive Directors are Dr. Li Kai Shun, Mr. Tam Yi Shek, Mr. Chan Kin Pong, Mr. Tsang Siu Wah and Ms. Au Man Yi; and the independent non-executive Directors are Mr. Ko Chi Keung, Mr. Ho Ho Ming and Mr. Ong Chi King.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange’s website at www.hkexnews.hk for 7 days from the date of its posting. This announcement will also be posted on the Company’s website at www.kslholdings.com.