

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: N/A

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: KSL Holdings Limited

Stock code (ordinary shares): 08170

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 15 December 2015.....

A. General

Place of incorporation: Cayman Islands

Date of initial listing on GEM: 5 December 2014

Name of Sponsor(s): Messis Capital Limited

Names of directors: *Executive Directors:*
(please distinguish the status of the directors
- Executive, Non-Executive or Independent
Non-Executive) *Li Kai Shun (Chairman)*
Tam Yi Shek (Chief Executive Officer)
Chan Kin Pong
Tsang Siu Wah
Au Man Yi
Tong Jiangxia

Independent Non-Executive Directors:
Ho Ho Ming
Ko Chi Keung
Ong Chi King

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

| Name | Number of shares of HK\$0.01 each in the share capital of the Company ("Shares") | Approximate percentage of issued shares |
|-----------------------------|--|---|
| Mr. Li Kai Shun | 210,400,000 ^(Note 1) | 51.167% |
| Ms. Lam Joley | 210,400,000 ^(Note 2) | 51.167% |
| Sonic Solutions Limited | 210,400,000 ^(Note 1) | 51.167% |
| Ms. Qin Yongchan | 93,000,000 ^(Note 3) | 22.617% |
| Mr. Wei Chaoyi* (魏朝益) | 93,000,000 ^(Note 4) | 22.617% |
| Fame Vantage Global Limited | 93,000,000 ^(Note 3) | 22.617% |

Notes:

1. These 210,400,000 shares are held by Sonic Solutions Limited. Mr. Li Kai Shun beneficially owns the entire issued share capital of Sonic Solutions Limited and is deemed, or taken to be, interested in all shares held by Sonic Solutions Limited for the purpose of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). Mr. Li Kai Shun is the sole director of Sonic Solutions Limited.
2. Ms. Lam Joley is the spouse of Mr. Li Kai Shun. Accordingly, Ms. Lam is deemed, or taken to be, interested in all shares in which Mr. Li Kai Shun is interested in for the purpose of the SFO.
3. These 93,000,000 shares are held by Fame Vantage Global Limited. Ms. Qin Yongchan beneficially owns the entire issued share capital of Fame Vantage Global Limited and is deemed, or taken to be, interested in all shares held by Fame Vantage Global Limited for the purpose of the SFO.
4. Mr. Wei Chaoyi is the spouse of Ms. Qin Yongchan. Accordingly, Mr. Wei Chaoyi is deemed, or taken to be, interested in all shares, in which Ms. Qin Yongchan is interested in for the purpose of the SFO.

* For identification purpose only

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 July

Registered address:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

Head office and principal place of business:

Office A and Office B, 12th Floor
Billion Plaza 2
10 Cheung Yue Street
Kowloon
Hong Kong

Web-site address (if applicable):

www.kslholdings.com

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Share registrar: **Principal share registrar and transfer office in the Cayman Islands:**

Appleby Trust (Cayman) Ltd.
 Clifton House
 75 Fort Street
 PO Box 1350
 Grand Cayman
 KY1-1108
 Cayman Islands

Branch share registrar and transfer office in Hong Kong:

Tricor Investor Services Limited
 Level 22
 Hopewell Centre
 183 Queen's Road East
 Hong Kong

Auditors:

HLB Hodgson Impey Cheng Limited

31/F, Gloucester Tower
 The Landmark
 11 Pedder Street, Central
 Hong Kong

B. Business activities

The Company and its subsidiaries are principally engaged in the provision of engineering consulting, contracting and project management services in Hong Kong with a focus on geotechnical engineering works.

C. Ordinary shares

Number of ordinary shares in issue:

411,200,000

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 4,000

Name of other stock exchange(s) on

which ordinary shares are also listed: N/A

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D. Warrants

| | |
|--|-----|
| Stock code: | N/A |
| Board lot size: | N/A |
| Expiry date: | N/A |
| Exercise price: | N/A |
| Conversion ratio: <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i> | N/A |
| No. of warrants outstanding: | N/A |
| No. of shares falling to be issued upon the exercise of outstanding warrants: | N/A |

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

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Responsibility statement

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (the “Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Li Kai Shun

Tam Yi Shek

Chan Kin Pong

Tsang Siu Wah

Au Man Yi

Tong Jiangxia

Ho Ho Ming

Ko Chi Keung

Ong Chi King

- 1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*