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## **KSL Holdings Limited**

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

**(Stock code: 8170)**

### **PLACING OF EXISTING 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 Placing Agreement was entered into on 5 February 2016 (after trading hours) between Sonic Solutions and the Placing Agent for the Placing, on a best-effort basis, of up to 87,000,000 Placing Shares held by Sonic Solutions to the Places at HK\$2.70 per Placing Share before the end of the Placing Period.

Assuming all of the 87,000,000 Placing Shares are placed out, upon completion of the Placing, the number of Shares held by Sonic Solutions will decrease from 210,400,000 Shares to 123,400,000 Shares, representing a decrease of shareholding from approximately 51.167% to approximately 30.010% of the existing issued share capital 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 PLACING AGREEMENT**

The Company was informed by Sonic Solutions Limited (“**Sonic Solutions**”), the controlling shareholder of the Company, that a placing agreement (the “**Placing Agreement**”) was entered into on 5 February 2016 (after trading hours) between Sonic Solutions and Kingston Securities Limited (the “**Placing Agent**”) for the offer by way of a private placing (the “**Placing**”), on a best-effort basis, of up to 87,000,000 shares in the Company (the “**Placing Shares**”) held by Sonic Solutions to any professional, institutional or other investors or any of their respective subsidiaries or associates procured by the Placing Agent to purchase the Placing

Shares pursuant to the Placing Agent’s obligations under the Placing Agreement (the “**Placees**”) at HK\$2.70 per Placing Share during the period from the date of the Placing Agreement to 31 March 2016 (the “**Placing Period**”). However, the Placing Agent will not transact any Placings falling within the period during which the directors of the Company (the “**Directors**”) are not allowed to deal under Rule 5.55 and Rule 5.56(a) of the GEM Listing Rules.

## **THE SHAREHOLDING STRUCTURE UPON COMPLETION OF THE PLACING**

The 87,000,000 Placing Shares represent approximately 21.158% of the existing issued share capital of the Company. As at the date of this announcement, Sonic Solutions holds 210,400,000 shares in the Company (the “**Shares**”), representing approximately 51.167% of the existing issued share capital of the Company. Assuming all of the 87,000,000 Placing Shares are placed out, upon completion of the Placing, the number of Shares held by Sonic Solutions will decrease 123,400,000 Shares, representing a decrease of shareholding to approximately 30.010% of the existing issued share capital of the Company.

The following is a summary of the shareholding structure of the Company as at the date of this announcement and immediately upon completion of the Placing (assuming all of the 87,000,000 Placing Shares are placed out):-

	<b>Shareholding as at the date of this announcement</b>		<b>Shareholding immediately upon completion of the Placing (assuming all of the 87,000,000 Placing Share are placed out)</b>	
	<i>Approximate Number of Shares held</i>	<i>Approximate % of Shares in issue</i>	<i>Approximate Number of Shares held</i>	<i>Approximate % of Shares in issue</i>
Controlling shareholder	210,400,000	51.167	123,400,000	30.010
Public	<u>200,800,000</u>	<u>48.833</u>	<u>287,800,000</u>	<u>69.990</u>
Total	<u>411,200,000</u>	<u>100.00</u>	<u>411,200,000</u>	<u>100.00</u>

## **THE PLACEES**

Pursuant to the Placing Agreement, the Placing Agent shall use all reasonable endeavours to ensure that the Placees and their ultimate beneficial owners shall be third parties independent of and not connected nor acting in concert (as defined in the Codes on Takeovers and Mergers and Share Buy-backs) with the Company or any of its connected persons (as defined in the GEM Listing Rules).

The Company does not expect that the placing of existing shares by the controlling shareholder will have any adverse effect on the operations of the Company and its subsidiaries.

**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, 5 February 2016

*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, Ms. Au Man Yi and Ms. Tong Jiangxia; 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](http://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](http://www.kslholdings.com).*