

**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 14 February 2016.....

**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:  
(please distinguish the status of the directors  
- Executive, Non-Executive or Independent  
Non-Executive)

*Executive Directors:*  
Li Kai Shun (Chairman)  
Tam Yi Shek (Chief Executive Officer)  
Chan Kin Pong  
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

<b>Name</b>	<b>Number of shares of HK\$0.01 each in the share capital of the Company (“Shares”)</b>	<b>Approximate percentage of issued shares</b>
Mr. Li Kai Shun	155,600,000 <sup>(Note 1)</sup>	37.84%
Ms. Lam Joley	155,600,000 <sup>(Note 2)</sup>	37.84%
Sonic Solutions Limited	155,600,000 <sup>(Note 1)</sup>	37.84%

Notes:

- These 155,600,000 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.*
- 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 or the SFO.*

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](http://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

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Auditors:

**HLB Hodgson Impey Cheng Limited**

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

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**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

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

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

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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

\_\_\_\_\_  
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.*