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KSL Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8170)

CHANGE OF COMPLIANCE ADVISER

The board (the “**Board**”) of directors (the “**Directors**”) of KSL Holdings Limited (the “**Company**”) announces that the Company and Messis Capital Limited (“**Messis**”) have mutually agreed to terminate the compliance adviser’s agreement entered into between the Company and Messis dated 22 September 2014, with effect from 25 February 2016 (the “**Termination**”) due to the consideration of fee levels.

Save as disclosed in this announcement, the Board and Messis confirm that, as at the date of this announcement, there are no other matters relating to the Termination that need to be drawn to the attention of the shareholders of the Company and/or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board further announces that Dakin Capital Limited (“**Dakin**”) has been appointed as the new compliance adviser to the Company as required under Rule 6A.27 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) with effect from 25 February 2016 until the date, pursuant to Rule 6A.19 of the GEM Listing Rules, on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of the financial results of the Company for the second full financial year commencing after the date of initial listing of the Company (being the financial year ending 31 July 2017), or until the compliance adviser agreement entered into between the Company and Dakin is terminated in accordance with its terms, whichever is earlier.

Dakin is a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong.

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

Hong Kong, 24 February 2016

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 at least 7 days from the day of its posting. This announcement will also be published on the Company’s website at www.kslholdings.com.