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KSL Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8170)

MEMORANDUM OF UNDERSTANDING IN RESPECT OF THE POSSIBLE ACQUISITION

This announcement is made by KSL Holdings Limited (the “**Company**”) pursuant to Rule 17.10(2)(a) of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company is pleased to announce that on 13 March 2017 (after trading hours), Hang Tai Investment Holdings Limited (“**Hang Tai**”), an indirect wholly-owned subsidiary of the Company, entered into a non-legally binding memorandum of understanding (the “**MOU**”) with Guoking Investment Limited (the “**Vendor**”), a company incorporated in the British Virgin Islands with limited liability and an independent third party of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules), pursuant to which the Company intended to acquire and the Vendor intended to dispose of approximately 80.01% issued share capital of a company (the “**Target Company**”). The aforesaid possible transaction is referred to as the “**Possible Acquisition**”.

The Target Company is a company incorporated in Hong Kong on 14 June 2012 and is principally engaged in investment holding and the principal activity of its principal subsidiary is securities and futures brokerage business.

The consideration payable for the Possible Acquisition shall not be more than HK\$26,000,000, which will be subject to further negotiation between Hang Tai and the Vendor and will be finalised in the formal agreement (the “**Formal Agreement**”) in relation to the Possible Acquisition. Hang Tai shall be entitled to carry out due diligence review of the assets, liabilities, business, financial and other affairs of the Target Company.

Under the MOU, the Vendor shall not directly or indirectly negotiate or agree with any other party relating to the Possible Acquisition or any possible disposal of any equity interest or assets of the Target Company or do anything which is inconsistent with the Possible Acquisition for a period of 90 days from the date of the MOU or such later date as the Vendor and Hang Tai may agree (the “**Exclusive Period**”).

The MOU shall be terminated upon (i) expiry of the Exclusive Period (unless otherwise extended by the parties in the MOU); or (ii) entering into of the Formal Agreement; or (iii) Hang Tai giving 7 days prior notice in writing of termination to the Vendor, whichever is earlier.

The MOU does not create legally binding obligations on the parties in relation to the Possible Acquisition but is legally binding as to such terms relating to Exclusive Period, termination of the MOU and confidentiality. The Possible Acquisition is subject to the negotiation and execution of the Formal Agreement.

Shareholders and potential investors of the Company should note that the MOU may or may not lead to the entering into of the definitive agreement and transactions contemplated thereunder may or may not be consummated. The Possible Acquisition, if materialised, may constitute a notifiable transaction for the Company under the GEM Listing Rules. Should Hang Tai enter into the Formal Agreement or decide to terminate the MOU or there be any material development on the Possible Acquisition, the Company will inform its shareholders and investors by way of announcement(s) in accordance with the GEM Listing Rules as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing on the securities of the Company.

By order of the Board
KSL Holdings Limited
Tong Jiangxia
Chairperson

Hong Kong, 13 March 2017

As at the date of this announcement, the executive Directors are Ms. Tong Jiangxia, Ms. Au Man Yi, Mr. Wang Peng and Mr. He Jian Wen; the non-executive Director is Dr. Li Kai Shun; and the independent non-executive Directors are Mr. Ko Chi Keung, Ms. Chui Pui Yu and Ms. Kwong Ka Ki.

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.