

KSL Holdings Limited

(incorporated in the Cayman Islands with limited liability)

Stock Code: 8170

First Quarterly Report 2015/2016

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

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The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors. Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This report, for which the directors (the “Directors”) of KSL Holdings Limited (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (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 report 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 report misleading.

FINANCIAL HIGHLIGHT

- The Group's revenue amounted to approximately HK\$35.6 million for the three months ended 31 October 2015, representing an increase of approximately HK\$5.1 million or approximately 16.6% as compared with the three months ended 31 October 2014.
- The profit attributable to owners of the Company is approximately HK\$7.8 million for the three months ended 31 October 2015, representing a decrease of approximately HK\$0.5 million or approximately 6.7% as compared with the three months ended 31 October 2014 mainly due to the increase in subcontracting charges incurred during the three months ended 31 October 2015.
- The Board does not recommend the payment of dividend for the three months ended 31 October 2015.

FIRST QUARTERLY RESULTS

The board of Directors (the "Board") of the Company is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 31 October 2015, together with the unaudited comparative figures for the corresponding period in 2014, as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME (UNAUDITED)

For the three months ended 31 October 2015

		Three months ended 31 October	
		2015	2014
Notes		HK\$' 000	HK\$' 000
		(Unaudited)	(Unaudited)
Revenue	3	35,608	30,536
Cost of sales	4	<u>(23,008)</u>	<u>(15,414)</u>
Gross profit		12,600	15,122
Other income		333	34
Administrative and other operating expenses		<u>(3,615)</u>	<u>(4,453)</u>
Operating profit		9,318	10,703
Finance costs		<u>(2)</u>	<u>(44)</u>
Profit before income tax		9,316	10,659
Income tax expense	5	<u>(1,537)</u>	<u>(2,322)</u>
Profit and total comprehensive income for the period attributable to owners of the Company		<u>7,779</u>	<u>8,337</u>
		HK cents	HK cents
Basic and diluted earnings per share	7	<u>1.9</u>	<u>2.3</u>

Details of dividends are disclosed in Note 6 to the financial statements.

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

For the three months ended 31 October 2015

	Share capital HK\$' 000	Share premium HK\$' 000	Merger reserve HK\$' 000 (Note 1)	Revaluation reserve HK\$' 000	Retained earnings HK\$' 000	Total HK\$' 000
Balance at 1 August 2015	4,112	24,394	(494)	4,360	60,155	92,527
Profit and total comprehensive income for the period	—	—	—	—	7,779	7,779
Balance at 31 October 2015 (unaudited)	4,112	24,394	(494)	4,360	67,934	100,306
Balance at 1 August 2014 (Note 2)	20	—	—	—	52,810	52,830
Profit and total comprehensive income for the period	—	—	—	—	8,337	8,337
Dividend declared	—	—	—	—	(22,590)	(22,590)
Balance at 31 October 2014 (unaudited)	20	—	—	—	38,557	38,577

Notes:

1. Merger reserve represents the difference between the share capital issued by the Company for acquisition of the subsidiaries pursuant to a reorganisation (the "Reorganisation") for the listing and the aggregate capital of the subsidiaries being acquired at the time of the Reorganisation.
2. For the purpose of the preparation of the unaudited condensed consolidated statement of changes in equity, the balance of the share capital at 31 October 2014 represents the aggregate of the paid up share capital of the subsidiaries comprising the Group prior to the Reorganisation.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 October 2015

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 17 July 2014. The registered office of the Company is located at Clifton House, 75 Fort Street, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands. The headquarters and principal place of business in Hong Kong is located at Office A and Office B, 12th Floor, Billion Plaza 2, 10 Cheung Yue Street, Kowloon, Hong Kong. The Company's issued ordinary shares of HK\$0.01 each have been listed and traded on the GEM since 5 December 2014.

The principal activity of the Company is investment holding. The Group's principal activities are the provision of engineering consulting, contracting and project management services in Hong Kong with a focus on geotechnical engineering works.

2. BASIS OF PREPARATION

The unaudited condensed consolidated financial statements for the three months ended 31 October 2015 have been prepared by the Directors in accordance with Hong Kong Financial Reporting Standards ("HKFRS") issued by the HKICPA and the disclosure requirements of the GEM Listing Rules. HKFRSs include Hong Kong Accounting Standards and Interpretations. Intra-group balances and transactions, if any, have been fully and properly eliminated. The accounting policies and basis of preparation adopted in the preparation of the financial statements for the three months ended 31 October 2015 are consistent with those adopted in the consolidated financial statements of the Company for the year ended 31 July 2015.

The financial statements for the three months ended 31 October 2015 have not been audited by the Company's independent auditors, but have been reviewed by the Company's Audit Committee.

The financial statements for the three months ended 31 October 2015 are presented in Hong Kong dollars ("HK\$"), which is the same functional currency of the Company.

3. REVENUE AND SEGMENT INFORMATION

Revenue, which is also the Group's turnover, represents receipts from provision of engineering consulting, contracting and project management services in the ordinary course of business. Revenue recognised during the three months ended 31 October 2015 are as follows:

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 October 2015

3. REVENUE AND SEGMENT INFORMATION – *continued*

	Three months ended	
	31 October	
	2015	2014
	HK\$' 000	HK\$' 000
	(Unaudited)	(Unaudited)
Engineering consulting	9,837	10,410
Contracting	20,233	18,593
Project management	5,500	1,500
Others	38	33
	<u>35,608</u>	<u>30,536</u>

The management of the Company has determined the operating segments based on the reports reviewed by the Directors, the chief operating decision-maker, that are used to make strategic decisions. The Directors consider the business from a product/service perspective. Principal activities of the segments are as follows:

Engineering consulting: Provision of developing cost-effective engineering designs and obtaining necessary approvals in respect of the engineering designs developed by the Group from the relevant Government authorities or their appointed consultants.

Contracting: Provision of undertaking foundation and related geotechnical works as contractor.

Project management: Provision of overall planning, management, technical advice and supervision of site works.

Others: Organisation of continuing professional development courses, seminars and conferences, provision of related administration services and sales of technical books in Hong Kong.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 October 2015

4. COST OF SALES

	Three months ended 31 October	
	2015 HK\$' 000 (Unaudited)	2014 HK\$' 000 (Unaudited)
Staff costs	2,370	3,155
Subcontracting charges	19,735	11,615
Other expenses	903	644
	<u>23,008</u>	<u>15,414</u>

5. INCOME TAX EXPENSE

	Three months ended 31 October	
	2015 HK\$' 000 (Unaudited)	2014 HK\$' 000 (Unaudited)
Hong Kong profits tax	<u>1,537</u>	<u>2,322</u>
	<u>1,537</u>	<u>2,322</u>

Hong Kong profits tax is calculated at 16.5% of the estimated assessable profit of the Group for the period as stated above.

NOTES TO THE UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three months ended 31 October 2015

6. DIVIDEND

The Board did not recommend the payment of dividend for the three months ended 31 October 2015.

No dividend was paid or proposed to the owners of the Company since its incorporation and up to 31 October 2014. In September 2014, Victor Li & Associates Limited, KSL Engineering Limited and Centre For Research & Professional Development Limited, all being subsidiaries of the Company, declared and paid dividends of an aggregate amount of HK\$22,590,000 to their respective then shareholder.

7. EARNINGS PER SHARE

The calculations of basic earnings per share for the three months ended 31 October 2015 are based on the followings:

	Three months ended 31 October	
	2015 HK\$' 000 (Unaudited)	2014 HK\$' 000 (Unaudited)
Earnings:		
Earnings for the purpose of calculating basic earnings per share (profit for the period attributable to owners of the Company)	7,779	8,337
Number of shares:		
Weighted average number of ordinary shares for the purpose of basic earnings per share	411,200,000	359,800,000

The number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the Reorganisation and capitalisation issue had been effective on 1 August 2014.

No diluted earnings per share was presented as there was no potential ordinary shares in issue during the periods under review.

FINANCIAL REVIEW

Revenue

Our revenue increased from approximately HK\$30.5 million for the three months ended 31 October 2014 to approximately HK\$35.6 million for the three months ended 31 October 2015, representing a growth of approximately 16.6%. Such increase was mainly due to the increase in the Group's revenue derived from the provision of project management services and from undertaking foundation and related geotechnical works as contractor, as a result of the Group's strategies of focusing on its project management business and contracting business, coupled with the overall development of the construction industry in Hong Kong which resulted in more business opportunities in such areas being available in the market.

Cost of Sales

Our cost of sales increased from approximately HK\$15.4 million for the three months ended 31 October 2014 to approximately HK\$23.0 million for the three months ended 31 October 2015, representing an increase of approximately 49.3%. Such substantial increase was mainly attributable to the increase in our subcontracting charges incurred. The Group experienced a substantial increase in its subcontracting charges incurred during the period under review, which was mainly caused by a significant increase in the overall construction costs with respect to the works undertaken by the Group as contractor during the three months ended 31 October 2015 as compared to the corresponding period in 2014 arising from the different geotechnical engineering circumstances pertaining to the different respective projects. As a result, the Group recorded a higher percentage increase in its cost of sales than the percentage increase in its revenue during the period under review, which led to a decrease in the Group's gross profit margin from approximately 49.5% for the three months ended 31 October 2014 to approximately 35.4% for the three months ended 31 October 2015.

Gross Profit

Our gross profit decreased from approximately HK\$15.1 million for the three months ended 31 October 2014 to HK\$12.6 million for the three months ended 31 October 2015 respectively, representing a decrease of approximately 16.7%, as a result of the substantial increase in our cost of sales as discussed above.

Other Income

Our other income amounted to approximately HK\$34,000 and HK\$333,000 for the three months ended 31 October 2014 and 2015 respectively, representing an increase of approximately 879.4%, which was primarily because of the increase in rental income earned from the rental of the investment properties to an independent third party starting from January 2015.

Administrative and Other Operating Expenses

Our administrative and other operating expenses amounted to approximately HK\$4.5 million and HK\$3.6 million for the three months ended 31 October 2014 and 2015 respectively, representing a decrease of approximately 18.8%. Such decrease was primarily due to the listing expenses of approximately HK\$2.0 million incurred during the three months ended 31 October 2014, while there was no such expenses incurred during the period under review, which offset the increase in administrative and other operating expenses after Listing.

MANAGEMENT DISCUSSION AND ANALYSIS

Finance Costs

For the three months ended 31 October 2014 and 2015, our finance costs amounted to approximately HK\$44,000 and HK\$2,000 respectively, representing a decrease of approximately 95.5%. Such decrease was mainly due to the reduction in our interest expense on bank borrowing from approximately HK\$40,000 for the three months ended 31 October 2014 to nil as a result of the full repayment of bank borrowing in October 2014.

Income Tax Expenses

For the three months ended 31 October 2014 and 2015, our income tax expenses amounted to approximately HK\$2.3 million and HK\$1.5 million respectively, representing a decrease of approximately 33.8%. Such decrease was primarily due to the decrease in profit before taxation for the period which was mainly caused by the substantial increase in the cost of sales as discussed above.

Profit for the Period

As a result of the aforesaid and in particular the substantial increase in cost of sales as discussed above, our profit and total comprehensive income for the period attributable to owners of the Company decreased from approximately HK\$8.3 million for the three months ended 31 October 2014 to approximately HK\$7.8 million for the three months ended 31 October 2015, representing a decrease of approximately 6.7%.

Dividend

The Board does not recommend the payment of dividend for the three months ended 31 October 2015.

BUSINESS REVIEW AND OUTLOOK

We are principally engaged in the provision of engineering consulting, contracting and project management services in Hong Kong with a focus on geotechnical engineering works. Geotechnical engineering is a branch of civil engineering concerned with the study and modification of soil and rocks. The geotechnical engineering works in which we participated as a consultant, contractor and/or project manager included foundation design and construction works for building construction projects, excavations and structural designs for the construction of underground facilities, site formation works and landslip preventive works.

The Company's shares (the "Shares") were successfully listed on the GEM (the "Listing") on 5 December 2014 by way of placing ("Placing"). 102,800,000 placing shares (comprising 51,400,000 new shares offered by the Company and 51,400,000 sale shares offered by the selling shareholder) were placed at HK\$0.6 per share pursuant to the Placing. The net proceeds from the Placing were about HK\$21.7 million after deduction of listing-related expenses.

The Directors consider that the continued increase in major infrastructure and construction projects in Hong Kong had led to a general increase in the demand for geotechnical engineering services, resulting in more business opportunities being presented to and secured by our Group and thus the increase in our revenue for the three months ended 31 October 2015 as compared to the same period in 2014.

On the other hand, the Directors are also cautiously monitoring the overall construction costs with respect to the works undertaken by the Group as contractor which are affected by factors including but not limited to the different geotechnical engineering circumstances pertaining to the different projects undertaken by the Group as well as the overall market conditions and costs in the construction industry as well as the overall economy in Hong Kong. Going forward, in developing the Group's contracting business, the Directors will continue to carefully evaluate the potential costs and the geotechnical engineering circumstances pertaining to different potential projects with a view to controlling the Group's overall costs to an acceptable and satisfactory level. From time to time, the Group will consider different business opportunities to increase shareholders' return.

DISCLOSURE OF INTERESTS

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 October 2015, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meanings of Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which any such director or chief executive is taken or deemed to have under such provision of the SFO) or which were required pursuant to Section 352 of the SFO, to be entered in the register of members of the Company, or which were required, pursuant to standard of dealings by Directors as referred to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

(i) Long Position in the Company's Shares

Name of Director	Capacity/Nature	Number of Shares held/ interested in	Approximate percentage of shareholding
Dr. Li Kai Shun (Note 1)	Interest in controlled corporation	303,400,000	73.78%

Note:

- Dr. Li Kai Shun ("Dr. Li") beneficially owns the entire issued share capital of Sonic Solutions Limited ("Sonic Solutions") and is deemed, or taken to be, interested in all the Shares by Sonic Solutions for the purposes of the SFO. Dr. Li is an executive Director, the chairman of the Company and the sole director of Sonic Solutions.

MANAGEMENT DISCUSSION AND ANALYSIS

DISCLOSURE OF INTERESTS – *continued*

A. Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures – *continued*

- (ii) Long position in the ordinary shares of associated corporations

Name of Director	Name of associated corporation	Capacity/Nature	Number of Shares held/ interested in	Percentage of shareholding
Dr. Li	Sonic Solutions	Beneficial owner	1	100%

Save as disclosed above, as at 31 October 2015, none of the Directors and chief executive and their associates had registered an interest or short position in the shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which was required to be recorded in the register required to be kept under Section 352 of the SFO; or was required as otherwise to notify the Company and the Stock Exchange pursuant to the Code of Practice for Securities Transactions by Directors and Designated Employees adopted by the Company.

B. Substantial Shareholders' and Other Persons' Interests and Short Positions in Shares, Underlying Shares and Debentures

As at 31 October 2015, the interest and short positions of the person (other than the Directors or chief executive of the Company) or company which was required to be recorded in the register required to be kept under Section 336 of the SFO were as follows:

Name of Shareholder	Capacity/Nature of interest	Number of Shares held/ interested in	Long/short position	Approximate percentage of total issued share capital of the Company
Dr. Li (Note 1)	Interest in controlled corporation	303,400,000	Long	73.78%
Sonic Solutions (Note 1)	Beneficial owner	303,400,000	Long	73.78%
Ms. Lam Joley (Note 2)	Interest of spouse	303,400,000	Long	73.78%

Notes:

- Dr. Li beneficially owns the entire issued share capital of Sonic Solutions and is deemed, or taken to be, interested in all the Shares held by Sonic Solutions for the purposes of the SFO. Dr. Li is an executive Director, the chairman of the Company and the sole director of Sonic Solutions.
- Ms. Lam Joley is the spouse of Dr. Li and is deemed, or taken to be, interested in all the Shares in which Dr. Li is interested for the purposes of the SFO.

Save as disclosed above, as at 31 October 2015, no person, other than the Directors and chief executive of the Company whose interests are set out in the section “Directors’ and Chief Executives’ Interests and Short Positions in Shares, Underlying Shares and Debentures” above, had notified the Company of an interest or short position in the shares or underlying shares of the Company that was required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

COMPETING INTERESTS

During the three months period ended 31 October 2015, none of the Directors, the controlling shareholders and substantial shareholders, neither themselves nor their respective associates (as defined in the Listing Rules) had held any position or had interest in any businesses or companies that were or might be materially competing with the business of the Group, or gave rise to any concern regarding conflict of interests.

INTEREST OF COMPLIANCE ADVISOR

As at 31 October 2015, as notified by the Company’s compliance advisor, Messis Capital Limited (the “Compliance Advisor”), except for the compliance advisor agreement entered into between the Company and the Compliance Advisor dated on 18 September 2014, neither the Compliance Advisor nor its directors, employees or associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

PURCHASE, SALES OF REDEMPTION OF THE COMPANY’S LISTED SECURITIES

During the three months period ended 31 October and up to the date of this report, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company’s listed securities.

CORPORATE GOVERNANCE CODE

During the three months period ended 31 October and up to the date of this report, the Company has complied with the applicable code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix 15 of the GEM Listing Rules.

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Group has adopted a code of provisions of conduct regarding securities transactions by the Directors (“the Code of Conduct”) on terms no less exacting than the required standards of dealings set out in Rules 5.48 to 5.67 of the GEM Listing Rules. Having made specific enquiries with the Directors, all Directors have confirmed that they have complied with the required standards set out in the Code of Conduct during the three months period ended 31 October and up to the date of this report.

MANAGEMENT DISCUSSION AND ANALYSIS

SHARE OPTION SCHEME

The Company conditionally adopted a share option scheme on 19 November 2014 (“the Scheme”). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

No share option has been granted since the adoption of the Scheme and there was no share option outstanding as at 31 October 2015.

AUDIT COMMITTEE

The Company established an audit committee (“Audit Committee”) on 19 November 2014 with its written terms of reference in compliance with paragraphs C3.3 and C3.7 of the CG Code. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of the Group, nominate and monitor external auditors and to provide advice and comments to the Board on matters related to corporate governance. The Audit Committee consists of three members, namely Mr. Ong Chi King, Mr. Ho Ho Ming and Mr. Ko Chi Keung, all being independent non-executive Directors. Mr. Ong Chi King currently serves as the chairman of the Audit Committee.

The Audit Committee has reviewed the unaudited consolidated financial statements of the Group for the three months ended 31 October 2015.

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

Hong Kong, 15 December 2015

As at the date of this report, 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. HO Ho Ming, Mr. KO Chi Keung and Mr. ONG Chi King.