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KSL Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock code: 8170)

DISPOSAL OF 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 SPA was entered into on 26 July 2016 among Sonic Solutions, Dr. Li and the Purchaser pursuant to which Sonic Solutions agreed to sell and the Purchaser agreed to purchase 30,000,000 Shares (representing approximately 7.30% of the issued share capital of the Company as at the date of this announcement) at the consideration of HK\$30,000,000 upon the terms and conditions of the SPA. Immediately before the Disposal, Sonic Solutions held 140,080,000 Shares, representing approximately 34.07% of the issued share capital of the Company. Assuming there will be no change to the issued share capital of the Company, immediately following the completion of the Disposal, Sonic Solutions will hold 110,080,000 Shares, representing approximately 26.77% of the issued share capital of the Company and shall cease to be the controlling shareholder 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 Company was informed by Sonic Solutions Limited (“**Sonic Solutions**”), the controlling shareholder of the Company, that a sale and purchase agreement (the “**SPA**”) was entered into on 26 July 2016 among Sonic Solutions, Dr. Li Kai Shun (being an executive director of the Company, the chairman of the board of directors

of the Company and the sole shareholder of Sonic Solutions, “**Dr. Li**”) and an independent third party not connected with the Company and its connected persons (as defined under the GEM Listing Rules) (the “**Purchaser**”) pursuant to which Sonic Solutions agreed to sell and the Purchaser agreed to purchase 30,000,000 shares in the Company (“**Shares**”) (representing approximately 7.30% of the issued share capital of the Company as at the date of this announcement) at the consideration of HK\$30,000,000 (the “**Disposal**”) upon the terms and conditions of the SPA.

Pursuant to the SPA, the completion of the Disposal shall take place on 26 July 2016, being the date of the SPA.

To the best of the Company’s knowledge, information and belief, having made all reasonable enquiries, the Purchaser is a third party independent of the Company and its connected persons (as defined under the GEM Listing Rules).

Immediately before the Disposal, Sonic Solutions held 140,080,000 Shares, representing approximately 34.07% of the issued share capital of the Company. Assuming there will be no change to the issued share capital of the Company, immediately following the completion of the Disposal, Sonic Solutions will hold 110,080,000 Shares (representing approximately 26.77% of the issued share capital of the Company as at the date of this announcement) and shall cease to be the controlling shareholder of the Company (as defined under the GEM Listing Rules). The Company is of the view that the Disposal will not have any significant impact on the business operations and composition of the management of the Company.

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, 26 July 2016

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