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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in KSL Holdings Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

This circular, for which the Directors 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 of Hong Kong Limited 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 circular 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 circular misleading.

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**KSL HOLDINGS LIMITED**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8170)**

**PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at Unit 1902, 19/F., Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on 21 January 2019 at 11 a.m. is set out on pages 6 to 7 of this circular. Capitalised terms used on this cover page have the same meanings as those defined in the section headed “Definitions” in this circular.

A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” section of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting and on the website of the Company at [www.kslholdings.com](http://www.kslholdings.com).

27 December 2018

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## CHARACTERISTICS OF GEM

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**GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Announcement”	the announcement of the Company dated 3 December 2018 relating to the Proposed Change of Company Name
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Branch Registrar”	Tricor Investor Services Limited, the branch share registrar of the Company in Hong Kong
“Company”	KSL Holdings Limited, an exempted company with limited liability incorporated in the Cayman Islands whose issued Shares are listed on the GEM
“Directors(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Unit 1902, 19/F., Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on 21 January 2019 at 11 a.m.
“EGM Notice”	the notice of the EGM
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“PRC”	the People’s Republic of China which, for the purposes of this circular, excluding the Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “KSL Holdings Limited” to “China All Nation International Holdings Group Limited” and the adoption of the Chinese name “中國全民國際控股集團有限公司” as the dual foreign name of the Company
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company

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## DEFINITIONS

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“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed to it under the GEM Listing Rules

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## LETTER FROM THE BOARD

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# KSL HOLDINGS LIMITED

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8170)**

*Executive Directors:*

Mr. Lin Ye  
Mr. Au Siu Chung  
Mr. Long Jie  
Mr. Yuan Shuang Shun  
Ms. Xiao Yi Liao Ge

*Registered office:*

Clifton House  
75 Fort Street  
P.O. Box 1350  
Grand Cayman  
KY1-1108, Cayman Islands

*Independent non-executive Directors:*

Ms. Kwong Ka Ki  
Mr. Yu Hua Chang  
Ms. Guo Liying

*Head office and principal place  
of business in Hong Kong:*

Unit 1902, 19/F.  
No. 25 Harbour Road  
Wanchai  
Hong Kong

27 December 2018

*To the Shareholders*

Dear Sir or Madam,

## PROPOSED CHANGE OF COMPANY NAME

### 1. INTRODUCTION

Reference is made to the Announcement in relation to the Proposed Change of Company Name. The purpose of this circular is to provide you with information in respect of the resolution to be proposed at the EGM for approving the Proposed Change of Company Name.

### 2. PROPOSED CHANGE OF COMPANY NAME

The Board has proposed to change the English name of the Company from “KSL Holdings Limited” to “China All Nation International Holdings Group Limited”, and to adopt and register the Chinese name of “中國全民國際控股集團有限公司” as the dual foreign name of the Company, which will form part of the Company’s name.

#### **(i) Conditions of the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the fulfilment of the followings conditions:

- (a) the passing of a special resolution by the Shareholders at the EGM to approve, among others, the Proposed Change of Company Name; and

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## LETTER FROM THE BOARD

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- (b) the Registrar of Companies in Cayman Islands approving the Proposed Change of Company Name.

Subject to the satisfaction of the above conditions, the Proposed Change of Company Name will take effect from the date of issue of the certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands.

The relevant filing with the Registrar of Companies in Cayman Islands will be made after passing of the special resolution at the EGM. Thereafter, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong.

### **(ii) Reasons for the Proposed Change of Company Name**

As disclosed in the annual report of the Company for the year ended 31 July 2018, the Group intends to expand its market footprints into the PRC in the near future. The Board considers that the Proposed Change of Company Name will better reflect the current status of the Group and its direction of future development. Further, the Board considers that the new English and Chinese names of the Company will provide the Company with a new corporate image which will benefit the Company's future business development.

Therefore, the Board considers that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### **(iii) Effects on the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the Shareholders or the Company's daily business operation and its financial position.

All existing share certificates in issue bearing the Company's existing name shall continue to be evidence of legal title and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates bearing the new names of the Company. Once the Proposed Change of Company Name becomes effective, share certificates of the Company will be issued in the new names of the Company and the securities of the Company will be traded on GEM under the new names.

In addition, subject to confirmation by the Stock Exchange, the Company will change the English stock short name of the Company and adopt a Chinese stock short name for trading in the securities on the Stock Exchange after the Change of Company Name becomes effective. Subject to the Change of Company Name becoming effective, the Company will also adopt a new company logo.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the EGM, the effective date of the Proposed Change of Company Name, the new stock short names of the Company for trading of its shares on the GEM and other relevant information as and when appropriate.

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## LETTER FROM THE BOARD

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### 3. EGM

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution approving the Proposed Change of Company Name at the EGM.

The Company will convene the EGM at Unit 1902, 19/F., Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on 21 January 2019 at 11 a.m. at which resolution will be proposed for the purpose of considering, if though fit, approving the resolution set out in the notice of the EGM as set out on pages 6 to 7 of this circular.

A form of proxy for use in connection with the EGM is enclosed herewith. Whether or not you intend to attend the EGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Branch Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time scheduled for holding of the EGM or any adjournment thereof. The completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. If you attend and vote at the EGM, the authority of your proxy will be revoked.

### 4. LISTING RULES REQUIREMENT

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Therefore, the resolution set out in the notice of the EGM will be voted on by way of poll. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed and Rule 17.47(5) of the GEM Listing Rules.

### 5. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company, the Group and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

Yours faithfully,  
For and on behalf of  
**KSL Holdings Limited**  
**Lin Ye**  
*Chairman*

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## NOTICE OF EGM

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# KSL HOLDINGS LIMITED

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8170)**

## NOTICE OF EGM

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of KSL Holdings Limited (the “Company”) will be held at Unit 1902, 19/F., Harbour Centre, No. 25 Harbour Road, Wanchai, Hong Kong on 21 January 2019 at 11 a.m. for the following purpose:

### SPECIAL RESOLUTION

As special business, to consider and, if thought fit, pass the following resolution as special resolution:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Cayman Islands being obtained, the English name of the Company be and is hereby changed from “KSL Holdings Limited” to “China All Nation International Holdings Group Limited” and the Chinese name “中國全民國際控股集團有限公司” be and is hereby adopted as the dual foreign name of the Company (the “**Proposed Change of Company Name**”) with effect from the date of entry of the new names of the Company on the register maintained by the Registrar of Companies in Cayman Islands, and that the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Change of Company Name and to attend any necessary registration and/or filing for and on behalf of the Company.”

Yours faithfully,  
For and on behalf of  
**KSL Holdings Limited**  
**Lin Ye**  
*Chairman*

Hong Kong, 27 December 2018

*Head Office and Principal Place of Business:*

Unit 1902, 19/F.  
Harbour Centre  
No. 25 Harbour Road  
Wanchai  
Hong Kong

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## NOTICE OF EGM

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*Notes:*

1. A member entitled to attend and vote at the EGM is entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and, subject to the provisions of the Memorandum and Articles of Association of the Company, to vote on his behalf. A proxy needs not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish and in such event, the form of proxy shall be deemed to be revoked.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 48 hours before the time scheduled for holding the EGM or any adjournment thereof.
4. In the case of joint holders of shares of the Company, any one of such holders may attend and vote at the EGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. The register of members will be closed from 15 January 2019 to 21 January 2019 both days inclusive, during which no transfer of shares will be registered. In order to be entitled to attend and vote at the EGM to be held on 21 January 2019, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. (Hong Kong Time) on 14 January 2019.
6. As at the date of this notice, the Board comprises five executive directors, namely Mr. Lin Ye, Mr. Au Siu Chung, Mr. Long Jie, Mr. Yuan Shuang Shun and Ms. Xiao Yi Liao Ge; and three independent non-executive directors, namely Ms. Kwong Ka Ki, Mr. Yu Hua Chang and Ms. Guo Liying.