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LISI GROUP (HOLDINGS) LIMITED

利時集團（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 526)

**(1) COMPLETION OF THE MAJOR AND CONNECTED TRANSACTION
IN RELATION TO
ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
ROBUST COOPERATION LIMITED; AND
(2) ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE**

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that the conditions precedent set out in the Agreement have been fulfilled and the Completion took place on 31 July 2019. Upon Completion, the Target Company has become the Company's wholly-owned subsidiary. Accordingly, the financial information of the Target Group will be consolidated into the accounts of the Group. The Consideration Shares will be allotted and issued by the Company to the Vendor in accordance with the terms of the Agreement. The cash in the sum of HK\$300 million will be paid and the Promissory Note will be issued by the Company to the Vendor within 10 Business Days after Completion.

Reference is made to the announcements of the Company dated 3 March 2019 and 30 April 2019 and the circular (“**Circular**”) of the Company dated 28 May 2019 relating to the major and connected transaction in relation to acquisition of the entire issued share capital of Robust Cooperation Limited and allotment and issue of Consideration Shares under Specific Mandate. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as set out in the Circular.

COMPLETION OF THE ACQUISITION

The Board is pleased to announce that all the conditions precedent of the Agreement have been fulfilled and, as agreed between the Vendor, the Purchaser and the Vendor Guarantor, the Acquisition was completed on 31 July 2019. Upon Completion, the Target Company has become the Company’s wholly-owned subsidiary. Accordingly, the financial information of the Target Group will be consolidated into the accounts of the Group. The Consideration Shares will be allotted and issued by the Company to the Vendor in accordance with the terms of the Agreement.

The cash in the sum of HK\$300 million will be paid and the Promissory Note will be issued by the Company to the Vendor within 10 Business Days after Completion.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below for illustrative purposes is the shareholding structure of the Company (i) immediately before allotment of issue of Consideration Shares; and (ii) immediately upon the allotment and issue of the Consideration Shares:

Shareholders	Immediately before the allotment and issue of the Consideration Shares		Immediately upon the allotment and issue of Consideration Shares	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Li Lixin and his associates (<i>Note 1</i>)	2,828,805,680	37.5	2,828,805,680	35.2
Mighty Mark Investments Limited and its associates (<i>Note 2</i>)	1,793,552,456	23.8	1,793,552,456	22.3
Vendor	0	0.0	500,000,000	6.2
Public Shareholders	2,921,662,255	38.7	2,921,662,255	36.3
Total	<u>7,544,020,391</u>	<u>100.0</u>	<u>8,044,020,391</u>	<u>100.0</u>

Note:

1. Mr. Li Lixin's interests in 2,813,239,680 Shares are held as to 17,822,000 Shares personally, 1,313,005,014 Shares through Big-Max Manufacturing Co., Limited and 1,482,412,666 Shares through Shi Hui Holdings Limited. The issued share capital of Big-Max Manufacturing Co., Limited and Shi Hui Holdings Limited are wholly owned by Mr. Li Lixin. Mr. Li Zhangyi, son of Mr. Li Lixin, is beneficially interested in 15,566,000 Shares.
2. Ms. Cheng Weihong is interested in 956,407,702 Shares through Mighty Mark Investments Limited and 733,000,000 Shares through Hopeful Glad Limited. The entire issued share capital of Mighty Mark Investments Limited and Hopeful Glad Limited are owned by Ms. Cheng Weihong. Ms Cheng's associates, being Beasy East Asia Limited and two individuals, are interested in 99,144,754 Shares, 2,000,000 Shares and 3,000,000 Shares respectively.

By order of the Board
LISI GROUP (HOLDINGS) LIMITED
Li Lixin
Chairman

Hong Kong, 31 July 2019

As at the date of this announcement, the Board comprises Mr Li Lixin (Chairman), Mr Tong Shiping, Mr Cheng Jianhe and Ms Jin Yaxue being executive Directors, Ms Cheng Weihong being non-executive Director, Mr He Chengying, Mr Cheung Kiu Cho Vincent, Mr Shin Yick Fabian and Mr Kwong Kwan Tong being independent non-executive Directors.