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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)

SUPPLEMENTAL MEMORANDUM OF UNDERSTANDING IN RELATION TO POSSIBLE ACQUISITION

This announcement is made by LISI Group (Holdings) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of the Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcement of the Company dated 9 October 2018 (the “**Announcement**”) in relation to the memorandum of understanding entered into between the Company and Valuable Peace Limited relating to the Possible Acquisition. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board wishes to announce that on 6 December 2018 (after trading hours), the Company and the Potential Vendor entered into a supplemental memorandum of understanding (the “**Supplemental MOU**”) to supplement the terms of the MOU. The principal terms of the Supplemental MOU are set out as follows:

1. the Company intends to acquire, and the Potential Vendor intends to sell, at least 51% of the issued share capital of the Target Group;
2. it is in principle agreed that the consideration for the entire issued share capital of the Target Company shall be in the range of HKD2,200,000,000 to HKD2,600,000,000; and
3. the consideration for the interest in the Target Company to be acquired shall be payable and settled by the Company by way of, among others, (i) new shares to be issued by the Company; (ii) promissory note(s) to be issued by the Company; and/or (iii) cash,

subject to further negotiations between the Parties and the terms of the definitive agreement(s) to be negotiated and entered into between the Parties.

The Supplemental MOU is not legally binding, save for certain provisions relating to confidentiality and governing law.

Save for the above, all other terms of the MOU shall remain unchanged.

Further announcement(s) will be made by the Company when there is any further material development on the Possible Acquisition and timely action will be taken to comply with the disclosure/approval requirements under the Listing Rules.

The Board wishes to emphasize that the MOU and the Supplemental MOU are not legally binding and the Possible Acquisition is subject to, among other things, due diligence review on the Target Group by the Company and negotiations on the relevant terms and conditions (including the consideration) which are yet to be finalised. The Possible Acquisition may or may not proceed and potential investors and shareholders of the Company should exercise caution when dealing in the securities of the Company.

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

Hong Kong, 6 December 2018

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, Mr Lau Kin Hon, being non-executive Directors, Mr He Chengying, Mr Cheung Kiu Cho Vincent and Mr Shin Yick Fabian and Mr Kwong Kwan Tong being independent non-executive Directors.