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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)

COMPLETION OF VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION

The Board is pleased to announce that all conditions precedent under the Sale & Purchase Agreement have been fulfilled and completion of the Acquisition took place on 30 August 2013.

COMPLETION OF VERY SUBSTANTIAL ACQUISITION AND CONNECTED TRANSACTION

Reference is made to the announcement of the Company dated 5 March 2013 and the circular (the “Circular”) of the Company dated 22 May 2013 in relation to, amongst other things, the Acquisition, and the announcement of the Company dated 7 June 2013 in relation to poll results of the special general meeting (the “SGM”) of the Company held on the same day. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that, following the approval of the Independent Shareholders at the SGM and the granting of the listing of and permission to deal in the Consideration Shares and the Conversion Shares by the Listing Committee of the Stock Exchange, all conditions precedent under the Sale & Purchase Agreement have been fulfilled and completion of the Acquisition took place on 30 August 2013.

Upon completion of the Acquisition and pursuant to the Sale & Purchase Agreement, the Company allotted and issued 1,700,00,000 Consideration Shares and issued the Consideration Convertible Bonds in the principal amount of HK\$382,800,000 to Shi Hui.

Following completion of the Acquisition, members of the Target Group became subsidiaries of the Company and the financial results of the Target Group are consolidated into the financial statements of the Group since 30 August 2013.

SHAREHOLDING STRUCTURE OF THE COMPANY

The following table illustrates the shareholding structure of the Company immediately before and after completion of the Acquisition as well as the effects of the issue of the Conversion Shares on the shareholding structure of the Company based on the issued share capital and shareholding structure of the Company as at the date of this announcement and assuming full exercise of the conversion rights attaching to the Consideration Convertible Bonds at the initial conversion price, assuming no further Shares will be allotted and issued by the Company after the date of this announcement:

Name of Shareholders	Immediately before completion of the Acquisition		Immediately after completion of the Acquisition		Immediately after the allotment and issue of the Conversion Shares (assuming issue of maximum number of Conversion Shares – for illustration purpose only, as this would not happen given that there will not be sufficient public float)		Immediately after the allotment and issue of the Conversion Shares to the extent that immediately after such conversion, there will be a sufficient public float	
	Approximate % of the issued share capital of the Company		Approximate % of the issued share capital of the Company		Approximate % of the issued share capital of the Company		Approximate % of the issued share capital of the Company	
	No. of Shares	share capital of the Company	No. of Shares	share capital of the Company	No. of Shares	share capital of the Company	No. of Shares	share capital of the Company
Shi Hui	0	0	1,700,000,000	40.70	2,976,000,000	54.57	2,028,919,326	45.03
Big-Max	1,350,493,014	54.52	1,350,493,014	32.33	1,350,493,014	24.77	1,350,493,014	29.97
Sub-total for Mr. Li Li Xin and his associates	1,350,493,014	54.52	3,050,493,014	73.03	4,326,493,014	79.34	3,379,412,340	75
Public Shareholders	1,126,470,780	45.48	1,126,470,780	26.97	1,126,470,780	20.66	1,126,470,780	25
Total	2,476,963,794	100	4,176,963,794	100	5,452,963,794	100	4,505,883,120	100

By Order of the Board
LISI GROUP (HOLDINGS) LIMITED
Li Li Xin
Chairman

Hong Kong, 30 August 2013

As at the date of this announcement, the Board comprises Mr. Li Li Xin (Chairman) and Mr. Cheng Jian He being executive Directors, Mr. Xu Jin and Mr. Lau Kin Hon being non-executive Directors, Mr. He Chengying, Mr. Cheung Kiu Cho Vincent and Mr. Shin Yick Fabian being independent non-executive Directors.