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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)

DISCLOSEABLE TRANSACTIONS

On 26 August 2015, New JoySun entered into the Trust Agreement with National Trust pursuant to which New JoySun has entrusted National Trust to manage cash funds in the principal amount of RMB150 million for and on behalf of New JoySun.

On 28 July 2015, New JoySun entered into a Wealth Management Agreement with Ningbo Commerce Bank to subscribe for a wealth management product in the principal amount of RMB100 million.

Based on the relevant percentage ratios calculated pursuant to the Listing Rules, each of the Trust Agreement and Wealth Management Agreement constituted a discloseable transaction for the Company under Chapter 14 of the Listing Rules and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

THE TRUST AGREEMENT

Date: 26 August 2015

Parties:

1. 寧波新江廈股份有限公司 (New JoySun Corp.) as the principal and beneficiary;
and
2. 國民信托有限公司 (The National Trust Limited) as the trustee.

Trust arrangement

Pursuant to the Trust Agreement, New JoySun has entrusted National Trust to manage a cash fund in the principal amount of RMB150 million for and on behalf of New JoySun. National Trust will invest the fund at its discretion according to the investment scope under the Trust Agreement, which include government bonds, financial bonds, notes of central bank, bank deposits, cash, wealth management products of banks, trust products and other tools of the currency market. Duration of the trust arrangement is 1 year commencing from the establishment of the trust. National Trust is entitled to a service fee of 0.15% on the trust fund.

To the best knowledge of the Directors having made reasonable enquiries, National Trust is a third party independent of and not connected with the Company and its connected persons. National Trust is a financial institution established in the PRC and is licensed by the China Banking Regulatory Commission to carry on trust business.

THE WEALTH MANAGEMENT AGREEMENT

Date: 28 July 2015

Parties:

1. 寧波新江廈股份有限公司 (New JoySun Corp.); and
2. 寧波通商銀行股份有限公司 (Ningbo Commerce Bank Co. Ltd.).

Wealth management product

Principal amount: RMB100 million

Maturity date: 28 July 2016

Expected return: 5.2% per annum

To the best knowledge of the Directors having made reasonable enquiries, Ningbo Commerce Bank is a third party independent of and not connected with the Company and its connected persons. Ningbo Commerce Bank is a commercial bank established in the PRC.

REASONS FOR THE TRUST AGREEMENT AND WEALTH MANAGEMENT AGREEMENT

The Group is principally engaged in manufacturing and trading of plastic and metal household products, operation of department stores and supermarkets, and wholesale of alcohol, wine, beverages and electrical appliances.

The Trust Agreement and Wealth Management Agreement were intended to be part of the Group's treasury management activities for the purpose of generating better returns for its idle cash.

The Directors are of the view that the terms and conditions of the Trust Agreement and Wealth Management Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios (as defined in Rule 14 of the Listing Rules) for each of the Trust Agreement and Wealth Management Agreement exceeded 5% but below 25%, each of the Trust Agreement and Wealth Management Agreement constituted a discloseable transaction for the Company and were subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and phrases have the following meanings:

“Board”	the board of directors of the Company
“connected persons”	has the meaning ascribed to it in the Listing Rules
“Company”	Lisi Group (Holdings) Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“National Trust”	國民信托有限公司 (The National Trust Limited)
“New JoySun”	寧波新江廈股份有限公司 (New JoySun Corp.), a limited liability company incorporated in the PRC and a wholly owned subsidiary of the Company
“Ningbo Commerce Bank”	寧波通商銀行股份有限公司 (Ningbo Commerce Bank Co. Ltd.)
“PRC”	The People’s Republic of China

“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust Agreement”	the trust agreement dated 26 August 2015 made between New JoySun and National Trust
“Wealth Management Agreement”	the wealth management agreement dated 28 July 2015 made between New JoySun and Ningbo Commerce Bank in relation to the subscription of a wealth management product

By Order of the Board
Lisi Group (Holdings) Limited
Li Lixin
Chairman

Hong Kong, 26 August 2015

As at the date of this announcement, the Board comprises of Mr Li Lixin (chairman), Mr Cheng Jianhe and Ms Jin Yaxue, being executive directors, Mr Lau Kin Hon being non-executive director, Mr He Chengying, Mr Cheung Kiu Cho Vincent and Mr Shin Yick Fabian being independent non-executive directors.