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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)

SECOND SUPPLEMENTAL ACQUISITION AGREEMENT IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF MEGA CONVENTION GROUP LIMITED

Reference is made to the announcements of the Company dated 9 August 2016 and 29 September 2016, and the circular of the Company dated 30 September 2016 (the “**Circular**”). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

SECOND SUPPLEMENTAL ACQUISITION AGREEMENT IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF MEGA CONVENTION GROUP LIMITED

On 27 October 2016 (after trading hours of the Stock Exchange), the Company and the Vendor entered into a second supplemental agreement to the Acquisition Agreement (the “**Second Supplemental Acquisition Agreement**”), pursuant to which the parties agreed to supplement certain procedural matters contemplated under the Acquisition Agreement.

As stated in the Circular, (i) the allotment and issue of Tranche B Consideration Shares shall be subject to the satisfaction of the Target Audited Net Profit by the Target Group for the financial year ending 31 December 2016; and (ii) the allotment and issue of Tranche C Consideration Shares shall be subject to the satisfaction of the Target Audited Net Profit by the Target Group for the financial year ending 31 December 2017 and conditional upon the Vendor having reduced its shareholding in the Company if the General Offer Obligation has been triggered as a result of the allotment and issue of Tranche C Consideration Shares, or the Vendor having obtained a whitewash waiver from the Executive waiving the General Offer Obligation pursuant to Note 1 on Dispensations from Rule 26 of the Takeovers Code.

In view of the above, pursuant to the Second Supplemental Acquisition Agreement, the parties confirmed and acknowledged that for the purposes of fulfilment of condition (iii) under the paragraph headed “Letter from the Board – Conditions precedent of the Acquisition” in the Circular (i.e. the listing committee of the Stock Exchange having approved the listing of, and permission to deal in, the Consideration Shares), the definition of Consideration Shares refers to Tranche A Consideration Shares only.

Save for the above, all other principal terms and conditions of the Acquisition Agreement shall remain unchanged and continue in full force and effect.

Reasons for the Second Supplemental Acquisition Agreement

The Second Supplemental Acquisition Agreement was entered into by the parties to clarify certain procedural matters contemplated under the Acquisition Agreement and the Board considers that the supplement made pursuant to the Second Supplemental Acquisition Agreement will better reflect the intention of the parties with respect to the Acquisition, and enables the Company to proceed with the intended Acquisition in accordance with the Listing Rules.

The Board considers that the terms of the Second Supplemental Acquisition Agreement are fair and reasonable and the entering into of the Second Supplemental Acquisition Agreement is in the interests of the Company and the Shareholders as a whole.

Shareholders and potential investors should note that completion of the Acquisition is subject to the conditions precedent under the paragraph headed “Conditions Precedent of the Acquisition” in the Circular, which may or may not be fulfilled. The Acquisition may or may not proceed. Shareholders and potential investors of the Company should exercise caution when they deal or contemplate dealing in the Shares and other securities of the Company.

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

Hong Kong, 27 October 2016

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.