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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)**

### **INSIDE INFORMATION LETTER OF INTENT IN RESPECT OF A POTENTIAL ACQUISITION**

This announcement is made by Lisi Group (Holdings) Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **LETTER OF INTENT IN RESPECT OF A POTENTIAL ACQUISITION**

##### **Letter of Intent**

On 22 October 2024 (after trading hours), (i) Manukura (CMCI) Limited (the “**Vendor**”) as vendor, (ii) More Concept Limited (the “**Purchaser**”) (a wholly-owned subsidiary of the Company), as purchaser, and (iii) the Company and Mr. Li Lixin (“**Mr. Li**”) (the controlling shareholder and an executive director of the Company), as guarantors, entered into a letter of intent (the “**LOI**”) in respect of the exclusive negotiation of a potential transaction involving the acquisition by the Group of the entire issued share capital (the “**Sale Shares**”) of Emerald Holding (Luxembourg) S.à.r.l (the “**Target Company**”), a company incorporated in Luxembourg with limited liability, which is wholly-owned by the Vendor (the “**Potential Acquisition**”).

##### **Consideration**

The consideration for the Potential Acquisition is expected to be between USD300 million and USD320 million, subject to adjustment due to due diligence and valuation of business, assets and cash of the Target Company and its subsidiaries.

### **Conditions precedent**

The completion of the Potential Acquisition is subject to, among others, all requirements under the applicable laws, regulations and rules (including but not limited to the Listing Rules) having been complied with.

### **Deposit**

Pursuant to the LOI, the Company agreed to pay a deposit in the sum of USD6.9 million as refundable deposit to the Vendor (the “**Deposit**”). In the event that no definitive agreement in respect of the Potential Acquisition is entered into between the parties to the LOI (the “**Parties**”) upon expiry of the Exclusivity Period (as defined below) or the LOI is terminated by the Parties in writing, the Deposit shall be returned to the Company.

### **Guarantors**

Each of the Company and Mr. Li has irrevocably and unconditionally, as primary obligors, severally but not jointly undertaken and guaranteed, the full and prompt, complete and due performance by the Purchaser of all and any of its obligations under the LOI.

### **Exclusivity Period**

The Vendor agreed that it shall not, within 5 months from the date of the LOI (or such longer period as agreed by the Parties in writing) (the “**Exclusivity Period**”), directly or indirectly, enter or agree to enter into any (or continue any existing) discussions, negotiations or agreements with any person (other than the Company and its affiliates) for the sale, transfer or other disposal of the Sale Shares (or any part of it) or business of the Target Company or otherwise any transaction(s) that might be in conflict with the transaction contemplated under the LOI.

The LOI shall be in effect until the earlier of (a) the execution of definitive agreement in respect of the Potential Acquisition; or (b) expiry of the Exclusivity Period; or (c) the termination of the LOI by the Parties in writing.

### **Non-legally binding**

The LOI, except for the provisions relating to the Deposit, the Guarantors, the Exclusivity Period, confidentiality provisions and governing law provisions, is not legally binding. As at the date of this announcement, the terms of the Potential Acquisition are subject to further negotiations between the Parties and no legally binding agreement in relation to the Potential Acquisition has been entered into.

## **Reasons and benefits of the Potential Acquisition**

The Group have been seeking investment opportunities from time to time with a view to diversify and enhance their asset portfolio, broaden their sources of income and accelerate further growth of the Group as a whole. Based on the information available to the Company at this stage, the Target Company is based in Luxembourg and is a technology group delivering digital solutions across various technology sub-sectors. The Potential Acquisition, if materialize, will contribute to the business development of the Group on the international level in the long run.

**The Potential Acquisition is subject to the entering into of the definitive agreement and will be conditional upon the fulfilment of conditions precedent to the definitive agreement. The Potential Acquisition therefore may or may not proceed. If the Potential Acquisition materialises, it may constitute notifiable transaction for the Company under Chapter 14 of the Listing Rules. The Company will publish further announcements in compliance with the Listing Rules as when and appropriate. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

By Order of the board of Directors  
**Lisi Group (Holdings) Limited**  
**Li Lixin**  
*Chairman and Executive Director*

Hong Kong, 22 October 2024

*As at the date of this announcement, the Board comprises Mr Li Lixin, Mr Cheng Jianhe and Ms Jin Yaxue being the executive Directors, Mr He Chengying, Mr Shin Yick Fabian and Mr Kwong Kwan Tong being the independent non-executive Directors.*