

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



LISI GROUP (HOLDINGS) LIMITED

利時集團（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 526)

GENERAL DISCLOSURE UNDER RULE 13.09 OF THE LISTING RULES

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) in relation to the change of the end date of the lock-up period for the shares of the Company held by Mighty Mark Investments Limited (the “**Vendor**”), a substantial shareholder (as defined under the Listing Rules) of the Company.

Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the circular issued by the Company dated 30 September 2016.

As at the date of this announcement, the Vendor holds 2,000,243,702 Shares, which constitute approximately 26.51% of all the issued share capital of the Company. Pursuant to the Acquisition Agreement, the Vendor undertook to the Company that, among other things, except with the prior written consent from the Company, from the date of the Acquisition Agreement up till 31 March 2019 (or such earlier date as may otherwise be agreed between the Company and the Vendor in writing) (the “**Lock-up End Date**”), the Vendor will not and will procure that its associates (if any) will not, inter alia, offer, lend, pledge, issue or sell any of the Consideration Shares.

On 26 October 2018 (after trading hours), the Board and the Vendor have agreed in writing that the Lock-up End Date is to be changed from 31 March 2019 to 26 October 2018, subject to and conditional upon the following undertakings by the Vendor (the “Undertakings”):

- (1) the Vendor will not, and will procure that its associates (if any) will not, dispose of the whole or any part of the Consideration Shares to any party or parties other than institutional investor(s) and/or professional investor(s) by way of block trade(s); and
- (2) Not less than 10% of the net proceeds received from the sale, pledge and/or charge of the Consideration Shares that is effected on or before 31 March 2019 shall be provided as financial assistance to the Company to fund the development of trading and sales of imported cars business of the Group at the request of the Company from time to time.

REASONS FOR THE CHANGE OF LOCK-UP END DATE

Given that the Vendor has given the Undertakings, the Board considers that it is fair and reasonable and is in line with the interests of the Company and its shareholders to change the Lock-up End Date to 26 October 2018.

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

Hong Kong, 26 October 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 and Mr. Lau Kin Hon being non-executive Directors, Mr. He Chengying, Mr. Cheung Kiu Cho Vincent, Mr. Shin Yick Fabian and Mr. Kwong Kwan Tong being independent non-executive Directors.