

LISI GROUP (HOLDINGS) LIMITED

利時集團（控股）有限公司

(a company incorporated in Bermuda with limited liability)

(stock code : 526)

(the “Company”)

INSIDE INFORMATION POLICY

(Adopted by the Company pursuant to the board resolution passed on 21 March 2025)

1. Purpose

The Company is committed to:

- (a) comply with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the Securities and Futures Ordinance (the “**SFO**”) and other regulatory requirements in relation to the disclosure of inside information (as defined below, the “**Inside Information**”);
- (b) prevent uneven, inadvertent or selective dissemination of Inside Information; and
- (c) ensure shareholders and the public are provided with full, accurate and timely information about the activities and the financial condition of the Company and its subsidiaries (collectively, the “**Group**”).

This policy aims to set out guidelines to the directors, officers and relevant employees of the Group in managing the dissemination of the Inside Information of the Company in accordance with the applicable laws and regulations. The term “relevant employee” refers to employee of the Group, in the role of his position or duties, is likely to be in possession of the unpublished inside information.

2. Definition of Inside Information

Under the SFO, Inside Information, in relation to a listed corporation, means information that:

- (a) is specific about:
 - (i) the corporation;
 - (ii) a shareholder or officer of the corporation; or
 - (iii) the listed securities of the corporation or their derivatives; and
- (b) is not generally known to the persons who are accustomed or would be likely to deal in the listed securities of the corporation but would if generally known to them be likely to materially affect the price of the listed securities.

The definition of Inside Information is the same as that of “relevant information” used in section 245 of the SFO which applies to insider dealing.

The determination that Inside Information exists and must be disclosed or kept strictly confidential is a complex business and legal judgment, dependent on prevailing market conditions and the potential financial, operational and overall impact of the information on the Company.

Examples of Inside Information are set out in the attached Appendix but they are not exhaustive.

3. Announcement of Inside Information

- (i) The Company and/or officers must disclose Inside Information (unless exemption and waiver under paragraph 8 below) to the public as soon as reasonably practicable.
- (ii) The Board of Directors (the “**Board**”) of the Company shall take reasonable precautions for preserving the confidentiality of Inside Information and the relevant announcement (if applicable) before publication.
- (iii) All Inside Information must be treated strictly confidential.
- (iv) Disclosure must be made in a manner that provides the public with an equal, timely and effective access to the information, such as through the electronic publication system operated by the Stock Exchange and the Company’s website.

4. Duty of Directors and Officers

Every director, manager or secretary or any other persons involved in the management of the Company must take all reasonable measures from time to time to ensure that proper safeguards have been made to prevent a breach of a disclosure requirement in relation to the Company.

5. Restriction on Sharing Non-public Information

Generally, no employee or director may disclose, discuss or share with outside parties (except for communication with the Group’s advisers who owe a duty of confidentiality, e.g. lawyers, auditors and other categories of persons as allowed under the Part XIVA of the SFO) the information of price-sensitive nature about the Group that has not been released to the public.

6. Handling of Rumours

If there are rumours in the public, concerns should be addressed to the Board for determination as to whether the public disclosure is required.

7. Unintentional Selective Disclosure

Director(s) or employee(s) who become aware of any non-public price-sensitive information having been divulged, that may fall into the category of Inside Information, should immediately inform the Executive Director of the Company who will notify the Chairman of the Company of the same accordingly. If it is determined that unintentional selective disclosure occurs, the Company will promptly make an announcement to provide full disclosure to the public.

8. Exemption and Wavier to the Disclosure of Inside Information

Disclosure of Inside Information is not required if and so long as the circumstances of the case fall within one of the following safe harbours under the Part XIVA of the SFO:

- (i) the disclosure is prohibited or restricted by an enactment or a court order;
- (ii) the information concerns an incomplete proposal or negotiation (e.g. in the brain-storming stage);
- (iii) the information concerned is a trade secret; or
- (iv) when the Government’s Exchange Fund or central bank provides liquidity support.

With the exception of safe harbour (i) as above, all other safe harbours will be applicable only if the Company has taken reasonable precautions for preserving the confidentiality of the information and the confidentiality of the information is actually preserved.

9. Reporting Procedures

Upon identifying or becoming aware of potential Inside Information or receiving enquiry from the public on Inside Information or market rumours by any of the directors or employees of the Company, he or she shall immediately report the potential Inside Information or the enquiry to Mr. Cheng Jianhe, the Executive Director of the Company (the “Responsible Officer”).

Upon awareness of the situation and receipt of the relevant information, the Responsible Officer shall, after consultation with the Company Secretary and relevant advisers of the Company, decide whether the potential Inside Information is subject to the disclosure and/or other requirements under the Listing Rules and the SFO and shall notify the Chairman of the Company. The Board of Directors of the Company may determine whether to make an announcement to provide full disclosure to the public.

10. Compliance and Reporting

The Responsible Officer must promptly bring to the attention of the Chairman of the Company any information he or she may have in the event of any material violation of any applicable laws, rules or regulations or a violation of this policy regarding Inside Information. If the result of an investigation indicates that corrective action is required, the Board will decide the course of actions for rectifying the problem and avoiding the likelihood of its recurrence.

11. Review and Disclosure of this Policy

- (a) The Company Secretary shall make recommendations to the Board on amendments to this Policy, if necessary, in order to ensure strict compliance with the changing regulatory requirements.
- (b) The Board shall, if and when appropriate, propose amendments to this Policy to ensure strict compliance with the changing regulatory requirements and effectiveness of the Policy.
- (c) Any amendments to this Policy shall be approved by the Board.
- (d) This Policy will be published on the Company’s website so that the public, including the media and other stakeholders, understand the Company’s statutory disclosure obligations and compliance.

APPENDIX

Examples of possible Inside Information

- Changes in performance, or the expectation of the performance, of the business;
- Changes in financial condition, e.g. cashflow crisis, credit crunch;
- Changes in directors;
- Share dealings by directors;
- Annual/interim results;
- Changes in information previously disclosed to the market;
- Profit warning;
- Changes in auditors or any other information related to the auditors' activity;
- Changes in the share capital, e.g. new share placing, bonus issue, rights issue, share split, share consolidation and capital reduction;
- Take-overs and mergers (the Takeovers Codes also need to be complied with, including specific disclosure obligations);
- Issue of debt securities, convertible instruments, options or warrants to acquire or subscribe for securities;
- Purchase or disposal of equity interests or other major assets or business operations;
- Formation of a joint venture;
- Decisions concerning buy-back programmes or transactions in other listed financial instruments;
- Legal disputes and proceedings;
- Reduction of real properties' values;
- Decrease or increase in value of financial instruments in portfolio which include financial assets or liabilities arising from futures contracts, derivatives, warrants, swaps protective hedges, credit default swaps;
- Changes in the accounting policy;
- Ex-dividend date, changes in dividend payment date and amount of dividend; changes in dividend policy;
- Pledge of the corporation's shares by controlling shareholders; and
- Changes in a matter which was the subject of a previous announcement.