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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)

ISSUE OF TRANCHE B CONSIDERATION SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that the conditions set out in the Acquisition Agreement have been fulfilled and the Tranche B Consideration Shares was allotted and issued on 18 April 2017.

Reference is made to the announcements of the Company dated 25 September 2015, 9 August 2016, 29 September 2016, 27 October 2016, 3 January 2017 and 7 February 2017 and the circular of the Company dated 30 September 2016 (the “**Circular**”) in relation to, among other things, the Acquisition Agreement and the allotment and issue of the Consideration Shares pursuant to the Specific Mandate. Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as defined in the Circular.

ISSUE OF TRANCHE B CONSIDERATION SHARES

The Board is pleased to announce that the conditions as set out in the Acquisition Agreement have been fulfilled, hence the second tranche of the Consideration was paid by the Company by way of allotment and issue of a total 257,929,317 Tranche B Consideration Shares to the Vendor (as to 202,307,772 Shares) and three designated parties of the Vendor (as to 2,000,000 Shares, 42,497,236 Shares and 11,124,309 Shares, respectively) on 18 April 2017.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below for illustrative purposes is the shareholding structure of the Company (i) immediately before the allotment and issue of Tranche B Consideration Shares; and (ii) immediately upon the allotment and issue of the Tranche B Consideration Shares:

	Immediately before the allotment and issue of Tranche B Consideration Shares		Immediately upon the allotment and issue of Tranche B Consideration Shares	
	<i>Number of Shares</i>	<i>Approximately %</i>	<i>Number of Shares</i>	<i>Approximately %</i>
Shareholders				
Mr. Li Lixin and his associates (<i>Note 1</i>)	2,843,631,680	52.46%	2,843,631,680	50.08%
The Vendor				
and its designated parties	838,477,319	15.47%	1,096,406,636	19.31%
Public Shareholders	1,738,000,255	32.07%	1,738,000,255	30.61%
Total:	<u>5,420,109,254</u>	<u>100%</u>	<u>5,678,038,571</u>	<u>100%</u>

Note 1: Mr. Li Lixin's interests in 2,843,631,680 Shares is held as to 9,822,000 Shares personally, 19,258,000 Shares through his spouse Ms. Jin Yaer, 1,332,139,014 Shares through Big-Max Manufacturing Co., Limited and 1,482,412,666 Shares through Shi Hui Holdings Limited, which is wholly-owned by Big-Max Manufacturing Co., Limited. The issued share capital of Big-Max Manufacturing Co., Limited is beneficially owned as to 90% by Mr. Li Lixin and as to 10% by his spouse, Ms. Jin Yaer.

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

Hong Kong, 18 April 2017

As at the date of this announcement, the Board comprises of Mr. Li Lixin (chairman), Mr. Cheng Jianhe, Ms. Jin Yaxue and Mr. Tong Xin 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.