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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Lisi Group (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**MAJOR TRANSACTION**

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Big-Max”	Big-Max Manufacturing Co., Limited
“Board”	the board of Directors
“Company”	Lisi Group (Holdings) Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“connected persons”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency for the time being of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 October 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“National Trust”	國民信託有限公司 (The National Trust Limited)
“New JoySun”	寧波新江廈股份有限公司 (New JoySun Corp.), a limited liability company incorporated in the PRC and a wholly owned subsidiary of the Company
“PRC”	The People’s Republic of China
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Trust Agreements”	collectively Trust Agreement A, Trust Agreement B and Trust Agreement C
“Trust Agreement A”	the trust agreement dated 12 September 2013 made between New JoySun and National Trust
“Trust Agreement B”	the trust agreement dated 16 January 2014 made between New JoySun and National Trust
“Trust Agreement C”	the trust agreement dated 5 June 2014 made between New JoySun and National Trust as amended by a supplemental agreement of the same date
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Li Lixin (*Chairman*)

Mr. Cheng Jianhe

Ms. Jin Yaxue

*Registered office:*

Clarendon House

Church Street

Hamilton HM 11

Bermuda

*Non-executive Directors:*

Mr. Lau Kin Hon

*Principal place of business in*

*Hong Kong:*

Workshop 06 & 07,

36th Floor, King Palace Plaza,

No. 52A Sha Tsui Road, Tsuen Wan,

New Territories,

Hong Kong

*Independent non-executive Directors:*

Mr. He Chengying

Mr. Cheung Kiu Cho Vincent

Mr. Shin Yick Fabian

24 October 2014

*To the Shareholders*

Dear Sir/Madam,

### MAJOR TRANSACTION

#### INTRODUCTION

Reference is made to the Company's announcement dated 15 August 2014. On 12 September 2013, 16 January 2014 and 5 June 2014, New JoySun entered into three separate Trust Agreements with National Trust pursuant to which New JoySun has entrusted National Trust to manage cash funds in the principal amount of RMB150 million, RMB100 million and RMB200 million respectively for and on behalf of New JoySun.

The purpose of this circular is to provide you with further information on the Trust Agreements and other information as required under the Listing Rules.

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## LETTER FROM THE BOARD

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### THE TRUST AGREEMENTS

#### (1) Trust Agreement A

**Date:** 12 September 2013

**Parties:**

1. 寧波新江廈股份有限公司 (New JoySun Corp.) as the principal and beneficiary; and
2. 國民信託有限公司 (The National Trust Limited) as the trustee.

**Trust arrangement**

Pursuant to the Trust Agreement A, New JoySun has entrusted National Trust to manage a cash fund in the principal amount of RMB150 million for and on behalf of New JoySun. National Trust will invest the fund at its discretion according to the investment scope under the Trust Agreement A, which include government bonds, financial bonds, notes of central bank, bank deposits, cash, wealth management products of banks, trust products and other tools of the currency market. According to the Company's understanding, these investment products are primarily notes or bonds issued or backed by the PRC government. Duration of the trust arrangement is 1 year commencing from the establishment of the trust on 12 September 2013. National Trust is entitled to a service fee of RMB150,000, being 0.1% on the trust fund.

The Trust Agreement A expired and was terminated on 5 September 2014. The amount of income received under Trust Agreement A was approximately RMB10.85 million and the annualised rate of return under Trust Agreement A was approximately 7.35% per annum.

#### (2) Trust Agreement B

**Date:** 16 January 2014

**Parties:**

1. 寧波新江廈股份有限公司 (New JoySun Corp.) as the principal and beneficiary; and
2. 國民信託有限公司 (The National Trust Limited) as the trustee.

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## LETTER FROM THE BOARD

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### **Trust arrangement**

Pursuant to the Trust Agreement B, New JoySun has entrusted National Trust to manage a cash fund in the principal amount of RMB100 million for and on behalf of New JoySun. National Trust will invest the fund at its discretion according to the investment scope under the Trust Agreement B, which include government bonds, financial bonds, notes of central bank, bank deposits, cash, wealth management products of banks, trust products, other tools of the currency market and other currency or interest products approved by New JoySun. According to the Company's understanding, these investment products are primarily notes or bonds issued or backed by the PRC government. Duration of the trust arrangement is 1 year commencing from the establishment of the trust on 16 January 2014. National Trust is entitled to a service fee of RMB100,000, being 0.1% on the trust fund. The amount of income received under Trust Agreement B up to 30 September 2014 was approximately RMB6.09 million and the annualised rate of return under Trust Agreement B up to September 2014 was approximately 8.14% per annum.

### **(3) Trust Agreement C**

**Date:** 5 June 2014

**Parties:**

1. 寧波新江廈股份有限公司 (New JoySun Corp.) as the principal and beneficiary; and
2. 國民信託有限公司 (The National Trust Limited) as the trustee.

### **Trust arrangement**

Pursuant to the Trust Agreement C, New JoySun has entrusted National Trust to manage a cash fund in the principal amount of RMB200 million for and on behalf of New JoySun. National Trust will invest the fund at its discretion according to the investment scope under the Trust Agreement C, which include government bonds, financial bonds, notes of central bank, bank deposits, cash, wealth management products of banks, trust products, other tools of the currency market and other currency or interest products approved by New JoySun. According to the Company's understanding, these investment products are primarily notes or bonds issued or backed by the PRC government. Duration of the trust arrangement is from 5 June 2014 to 6 June 2015. National Trust is entitled to a service fee of RMB200,000, being 0.1% on the trust fund. The amount of income received under Trust Agreement C up to 30 September 2014 was approximately RMB4.65 million and the rate of return under Trust Agreement C up to September 2014 was approximately 7.71% per annum.

To the best knowledge of the Directors having made reasonable enquiries, National Trust and its ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons. National Trust is a privately owned financial institution established in the PRC and is licensed by the China Banking Regulatory Commission to carry on, among others, trust business.

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## LETTER FROM THE BOARD

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The investments under the Trust Agreements have been accounted for as available-for-sale investments. As the 31 August 2014, the carrying value of the investments under the Trust Agreements were RMB550 million.

### REASONS FOR THE TRUST AGREEMENTS

The Group is principally engaged in manufacturing and trading of plastic and metal household products, operation of department stores and supermarkets, and wholesale of alcohol, wine, beverages and electrical appliances.

The Trust Agreements were intended to be part of the Group's treasury management activities for the purpose of generating better returns for its idle cash. According to the Company's treasury management policy, idle cash will be invested primarily in low risk products for the purpose of obtaining return by way of interest or fixed income instead of capital gain. Such investments will not include high risk products such as listed shares, warrants or derivative products. In view of the strong cash flow generated from the Group's principal activities and the sale proceeds from disposal of the Group's former manufacturing site in Shenzhen, the Board considered that idle cash should be divided into batches with sizes between RMB100 to RMB200 million and invested into low risk products with fixed income for duration not exceeding one year in accordance with the Company's treasury management policy. National Trust is a reputable financial institution in the PRC which offers low risk investment opportunities with better returns than those offered by most of the banks in the PRC. It is expected that the Trust Agreements will provide a more favourable return on the cash funds than depositing the same into savings account. The Trust Agreements shall not have any material effect on the Group's assets and liabilities. The Directors are of the view that the terms and conditions of the Trust Agreements are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

The annualised returns so far generated under the Trust Agreements were around 7-8%. The Company expects that, subject to the prevailing market condition, other similar investments for idle cash under its treasury management policy in future will achieve similar rate of return.

### LISTING RULES IMPLICATIONS

As the applicable percentage ratios (as defined in Rule 14 of the Listing Rules) for the Trust Agreements exceeded 25%, the Trust Agreements constituted a major transaction for the Company and were subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Since no Shareholder is required to abstain from voting if a general meeting was convened to approve the Trust Agreements, a written shareholders' approval may be accepted in lieu of holding a general meeting pursuant to Chapter 14 of the Listing Rules. Big-Max, being the controlling shareholder of the Company holding 3,028,981,014 Shares, representing approximately 72.5% of the total issued share capital of the Company, has on 15 August 2014 given a written approval to the Trust Agreements. Accordingly, no special general meeting of the Company will be convened for the purpose of approving the Trust Agreements. Big-Max does not have any material interest in the Trust Agreements.



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## LETTER FROM THE BOARD

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### DELAY IN REPORTING

The Company should have promptly reported the Trust Agreements at the material time but failed to do so because the Company considered that the Trust Agreements were part of the Company's treasury management activities and were exempt under Rule 14.04(1)(g) of the Listing Rules. However the Stock Exchange considered otherwise. The Company shall comply with the Listing Rules requirements in respect of similar transactions in the future.

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

**FINANCIAL INFORMATION OF THE GROUP**

The financial information of the Group for the three years ended 31 March 2014 are disclosed in the Company's annual reports for the years ended 31 March 2012, 31 March 2013 and 31 March 2014, respectively, which are incorporated by reference into this circular. The said annual reports of the Company are available on the Company's website at [www.lisigroup.com.hk](http://www.lisigroup.com.hk) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The following is a quick link to the 2012 annual report of the Company published on 27 July 2012 with its audited consolidated financial statements for the year ended 31 March 2012 on pages 20 to 77:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2012/0727/LTN20120727285.pdf>

The following is a quick link to the 2013 annual report of the Company published on 29 July 2013 with its audited consolidated financial statements for the year ended 31 March 2013 on pages 22 to 89:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2013/0729/LTN20130729176.pdf>

The following is a quick link to the 2014 annual report of the Company published on 30 July 2014 with its audited consolidated financial statements for the year ended 31 March 2014 on pages 27 to 123:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2014/0730/LTN20140730411.pdf>

**STATEMENT OF INDEBTEDNESS****Borrowings**

As at the close of business on 31 August 2014, being the latest practicable date for the purpose of this statement of indebtedness prior to the printing of this circular, the Group had aggregate outstanding bank borrowings of approximately RMB963,550,000, including secured bank borrowings secured by the Group's leasehold land and buildings and investment properties with an aggregate carrying amount of approximately RMB2,657,876,890, secured bank borrowings secured by assets of related companies under the control of Mr. Li Lixin, a controlling Shareholder, guaranteed bank borrowings guaranteed by related companies under the control of Mr. Li Lixin, and pledged by bank bills. In addition, on 31 August 2014, the Group also had aggregate outstanding other unsecured borrowings due to a shareholder and a third party of approximately RMB5,017,476, and convertible bonds issued with liability portion of carrying value of RMB100,410,916.

**Contingent liabilities**

As at the close of business on 31 August 2014, the Group pledged certain leasehold land and buildings and investment properties with an aggregate carrying amount of approximately RMB119,778,342 to secure bank loans borrowed by the related companies under the control of Mr. Li Lixin. Such arrangements were made by New JoySun and its subsidiaries prior to the acquisition pursuant to the sale and purchase agreement dated 4 March 2013 made between the Company (as purchaser), Shi Hui Holdings Limited (as vendor), Mr. Li Lixin (the chairman, an executive Director and a controlling Shareholder of the Company) and his spouse, Ms. Jin Yaer (as guarantor) whereby the Company agreed to acquire the entire issued share capital of Wealthy Honor Holdings Limited from Shi Hui Holdings Limited for the consideration of HK\$892,800,000 (“2013 Acquisition”), and will be terminated upon expiry thereof on 16 October 2014, 10 January 2016 and 1 July 2016 respectively. The Directors do not consider it probable that a claim in excess of the provision for warranties provided by the Group will be made against the Group under any of the guarantees. The maximum liability of the Group as of the close of business on 31 August 2014 under the guarantees issued is the amount disclosed above.

**WORKING CAPITAL**

The Directors, after due and careful enquiry, are of the opinion that taking into account the Trust Agreements and the present financial resources available to the Group including but not limited to its internally generated revenue and funds, cash and cash equivalents on hand, and in the absence of unforeseen circumstances, the Group has sufficient working capital for its present requirements, that is for at least the next twelve months from the date of this circular.

**MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 March 2014, the date to which the latest published audited financial statements of the Group were made up.

**FINANCIAL AND TRADING PROSPECT OF THE GROUP**

As disclosed in the Company’s annual report for the year ended 31 March 2014, the Group recorded a turnover of approximately RMB783.0 million, representing an increase of 160% when compared with the turnover for last year. Net profit for the year was approximately RMB961.6 million compared to a net loss of RMB32.0 million for the last year.

It was disclosed in the Company’s announcement dated 27 May 2014 that the Group has entered into the relocation compensation agreement for the disposal of the Group’s former manufacturing site in Shenzhen at the consideration of RMB1,782,000,000. It is expected that the Group will realize a significant gain after taxation and improve its cash position of approximately RMB1,274 million upon completion. The proceeds will be used for its future investment(s) or acquisition(s) when such opportunities arise and as general working capital of the Group.

The Board is optimistic on the prospect of the Group with the contributions from the newly acquired supermarket and department store business and the anticipated gains from the land disposal. The Group will continue to look for other opportunities to expand its business by making profitable long-term investments that will improve the bottom line of the Company and increase Shareholders’ value. As at the Latest Practicable Date, the Group has not identified any target for future investment or acquisition.

## 1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm to the best of their knowledge and belief that the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## 2. DISCLOSURE OF INTERESTS

### (a) Directors' interests in the Company

At the Latest Practicable Date, the interests and short positions of the Directors or the chief executives of the Company in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or were required, pursuant to Section 352 of the SFO, to be entered on the register maintained by the Company referred to therein, or which were required, pursuant to Part XV of the SFO or the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") contained in the Listing Rules, to be notified to the Company and the Stock Exchange, were as follows:

Name	Capacity	Number of shares/ underlying shares (Note 1)	Approximate percentage of the issued share capital of the Company as at the Latest Practicable Date
Li Lixin	(Note 2)	3,435,162,715 (L) 3,454,364,442 (S)	82.24% 82.10%

Notes:

- (L) denotes long positions (S) denotes short positions
- Mr. Li Lixin's interest in 3,030,493,014 Shares is held as to 5,892,000 Shares personally, 15,620,000 Shares through his spouse Jin Yaer, 1,328,981,014 Shares through Big-Max and 1,680,000,000 Shares through Shi Hui Holdings Limited which is wholly-owned by Big-Max. Shi Hui Holdings Limited is interested in 404,669,701 underlying shares. The issued share capital of Big-Max is beneficially owned as to 90% by Mr. Li Lixin and as to 10% by his spouse, Jin Yaer.

The following is a list of the Directors who, as at the Latest Practicable Date, were also directors or employees of a company which has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO:

Name of Director	Name of Shareholder	Capacity of Director in Shareholder	Number of shares held by the Shareholder	Approximate percentage of the issued share capital of the Company as at the Latest Practicable Date
Li Lixin	Shi Hui Holdings Limited	director	1,680,000,000	40.22%
Li Lixin	Big-Max	director	1,328,981,014	31.82%

### 3. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered or proposed to enter into any service agreements with any member of the Group, excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

### 4. COMPETING INTERESTS

As at the Latest Practicable Date, save as disclosed below, so far as the Directors are aware of, none of the Directors nor their respective associates had any interest in any business which competes or is likely to compete, or is in conflict or is likely to be in conflict, either directly or indirectly, with the business of Group.

Mr. Li Lixin, the chairman, an executive Director and a controlling Shareholder of the Company, together with his spouse beneficially owns 98.15% equity interest of 利時集團股份有限公司 (Lisi Group Co. Ltd) (“Lisi Co.”). Mr. Cheng Jianhe, an executive Director, is also a director of Lisi Co. As at the Latest Practicable Date, the principal businesses of Lisi Co. and its subsidiaries (“Lisi Group”) include the manufacturing and sale of plastic and hardware products, the operation of department stores and supermarket chain, and investments in property development in the PRC.

Lisi Group operates four department stores (the “Excluded Department Stores”) and one supermarket (the “Excluded Supermarket”). Two out of the four Excluded Department Stores and the Excluded Supermarket are located in Ningbo City and the remaining two Excluded Department Stores are located in Tonglu County, Hangzhou City and Haiyan County, Jiaqing City in Zhejiang Province, respectively. All four Excluded Department Stores commenced business in 2010 or 2011 and recorded net losses for each of the two financial years ended 31 December 2012. Since the Excluded Department Stores are still in their startup stage of operation and are loss making, the Directors decided not to acquire the Excluded Department Stores at the material time.

The Excluded Supermarket is situated at the basement of one of the Excluded Department Stores and forms part of that Excluded Department and as such, the Directors decided not to include the Excluded Supermarket into the target group (the “Target Group”) acquired by the Group from Lisi Group in August 2013.

The Directors believed that the Group was capable of carrying on its business independently of, and at arm’s length from, the Excluded Department Stores and the Excluded Supermarket owned by Lisi Group after completion of the 2013 Acquisition, on the basis that, among other factors:–

- (a) while two of the Excluded Department Stores are situated in Ningbo City, the districts in which they are located are different from those in which the two department stores owned by the Group namely, New JoySun department store and Xiangshan Lisi Department Store, are located. The other two Excluded Department Stores are located in Tonglu County, Hangzhou City and Haiyan County, Jiaqing City; and
- (b) the Company entered into a non-competition deed (the “Non-competition Deed”) with Shi Hui, the guarantors and Lisi Co (the “Covenantors”) on 31 August 2013. Under the Non-Competition Deed, the Covenantors has undertaken not to engage, other than through the Excluded Department Stores and the Excluded Supermarket, in any businesses of manufacture and sale of household products as well as the retail trade in merchandise in department stores and supermarkets in Ningbo City. The non-competition restrictions under the Non-Competition Deed shall terminate on the earlier of (i) the date on which the Covenantors cease to be a controlling Shareholder; and (ii) the date on which the Shares ceased to be listed on the Stock Exchange. As such, Lisi Group will not open, own or operate any new department stores or supermarkets in Ningbo City other than the Excluded Department Stores and the Excluded Supermarket so long as the Non-Competition Deed is in effect. Under the Non-Competition Deed, the Covenantors granted the Company an option to purchase the whole or part of the interest in the Excluded Department Stores or the Excluded Supermarket. The price at which the option will be exercised shall be negotiated and agreed between the Company and Lisi Co. at the time of exercise. If the parties fail to agree on the exercise price, an independent internationally recognised firm of valuers will be appointed to determine the exercise price. The Covenantors also granted the Company a right of first refusal in the event that Lisi Co. wishes to sell the whole or part of its interest in the Excluded Department Stores or the Excluded Supermarket to any third party. Decisions as to whether or not to exercise the right of first refusal shall be subject to the review and approval of the independent non-executive Directors. If the Company decides not to acquire such interest, an announcement will be issued by the Company setting out the reasons for not exercising such right and Lisi Co. may proceed to sell to the third party, provided that the price may not be lower than the price which was offered to the Company.

## 5. OTHER INTERESTS OF THE DIRECTORS

As at the Latest Practicable Date:

- (a) none of the Directors had any interest, either direct or indirect, in any assets which have, since 31 March 2014 (being the date to which the latest published audited accounts of the Group were made up), been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group; and
- (b) none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group which is subsisting as at the date of this circular and is significant in relation to the business of the Group.

## 6. LITIGATION

As at the Latest Practicable Date, there was no litigation or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

## 7. MATERIAL CONTRACTS

As at the Latest Practicable Date, the following material contracts (not being contracts entered into in the ordinary course of business) have been entered into by the members of the Group within the two years immediately preceding the issue of this circular:

- (a) the sale and purchase agreement dated 28 November 2012 between Big-Max Manufacturing Co., Limited and Treasure Time Holdings Limited relating to the acquisition of 84.3% equity interest in 達美(寧波)電器有限公司 (Da Mei (Ningbo) Electrical Appliance Limited) at the consideration of US\$6,441,679;
- (b) the sale and purchase agreement dated 4 March 2013 among the Company, Shi Hui Holdings Limited, Mr. Li Lixin and Ms. Jin Yaer relating to the acquisition of the entire issued share capital of Wealthy Honor Holdings Limited at the consideration of HK\$892,800,000;
- (c) the equity transfer agreement dated 6 March 2013 between Lisi Co. and New JoySun relating to the transfer of 32% equity interest in 寧波新江廈連鎖超市有限公司 (New JoySun Supermarket Chain Limited) at the consideration of RMB9,600,000;
- (d) the share transfer agreement dated 20 June 2013 between 寧波利時信息科技有限公司 (Ningbo Lisi Information Technology Co., Ltd) and 寧波華盛實業總公司 (Ningbo Hua Sheng Industrial Company) relating to the acquisition of 5% of the issued share capital of New JoySun at a consideration of RMB31,665,000;

- (e) the relocation compensation agreement between 金達塑膠五金製品(深圳)有限公司 (“Jinda Plastic”) and 深圳市星順房地產開發有限公司 (“Xinshun Property”) dated 19 May 2014 relating to, among others, the proposed disposal of the land owned by Jinda Plastic situated within the Jinda Industrial Area, Bao’an District, Shenzhen, Guangdong Province, the PRC, at the consideration of RMB1,782,000,000 as supplemented and amended by the supplemental agreement between Jinda Plastic and Xinshun Property dated 19 May 2014;
- (f) the Trust Agreements;
- (g) the wealth management agreement dated 9 July 2014 made between New JoySun and 寧波鄞州農村合作銀行 (Ningbo Yinzhou Rural Cooperative Bank) for subscription of a wealth management product in the principal amount of RMB100 million; and
- (h) the wealth management agreement dated 24 September 2014 made between New JoySun and 寧波鄞州農村合作銀行 (Ningbo Yinzhou Rural Cooperative Bank) for subscription of a wealth management product in the principal amount of RMB150 million.

**8. GENERAL**

- (a) The company secretary of the Company is Mr. Lau Kin Hon. He is a Hong Kong practicing solicitor. He is currently a non-executive Director.
- (b) The registered office of the Company is located at Clarendon House, Church Street, Hamilton HM11, Bermuda.
- (c) The principal place of business of the Company is Workshop 06 & 07, 36th Floor, King Palace Plaza, No. 52A Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong.
- (d) The Hong Kong branch share registrar and transfer office of the Company is Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- (e) The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

**9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection during normal business hours (i.e. from 9:30 a.m. to 5:00 p.m. on Monday to Friday except public holidays) on any Business Day at the principal place of business in Hong Kong of the Company at Workshop 06 & 07, 36th Floor, King Palace Plaza, No. 52A Sha Tsui Road, Tsuen Wan, New Territories, Hong Kong for 14 days from the date of this circular:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the material contracts referred to in the paragraph headed “7. Material Contracts” in this appendix;



- (c) the annual reports of the Company for the year ended 31 March 2012, 31 March 2013 and 31 March 2014 respectively.;
- (d) the circulars of the Company dated 22 May 2013 and 18 June 2014.