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LESSO 联塑

CHINA LESSO GROUP HOLDINGS LIMITED

中國聯塑集團控股有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2128)

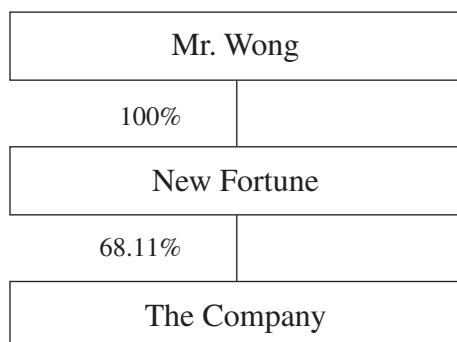
ANNOUNCEMENT

This announcement is made by China Lesso Group Holdings Limited pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

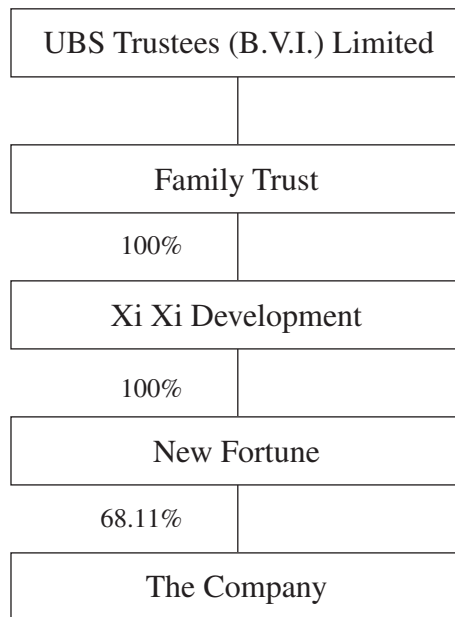
The Company has been informed that on 15 January 2016, Mr. Wong, an executive Director and chairman of the Company, transferred his interests in the entire issued share capital of New Fortune (which in turn is interested in 2,118,485,000 Shares, representing approximately 68.11% of the issued share capital of the Company as at the date of this announcement), to the Family Trust established by him.

The shareholding structures in relation to New Fortune and the Company before and immediately after completion of the Transfer are set out below:

Before the Transfer



Immediately after completion of the Transfer



The Family Trust was established by Mr. Wong as settlor and UBS Trustees (B.V.I.) Limited as trustee. The beneficiaries of the Family Trust are Mr. Wong and his own family members. UBS Trustees (B.V.I.) Limited is an independent third party and will act as trustee of the Family Trust. The Transfer was made at nil consideration. Immediately after completion of the Transfer, the shareholding in New Fortune indirectly held by the Family Trust is the same as that held by Mr. Wong before the Transfer.

IMPLICATIONS UNDER THE TAKEOVERS CODE

As a result of the Transfer:

- (i) as a related trust established by Mr. Wong, the Family Trust is presumed to be a party acting in concert (as defined in the Takeovers Code) with Mr. Wong pursuant to the Takeovers Code;
- (ii) as companies controlled by Mr. Wong, New Fortune and Xi Xi Development are presumed to be parties acting in concert (as defined in the Takeovers Code) with Mr. Wong pursuant to the Takeovers Code;
- (iii) accordingly, as parties acting in concert (as defined in the Takeovers Code), the Family Trust, New Fortune, Xi Xi Development and Mr. Wong are “a group of persons comprising an individual, his close relatives and related trusts, and companies controlled by him, his close relative or related trusts” as provided in Note 6(a) to Rule 26.1 of the Takeovers Code;

- (iv) therefore, the Transfer only represents “an acquisition of 30% or more of the voting rights from another member of such group of persons as provided in Note 6(a) to Rule 26.1 of the Takeovers Code; and
- (v) there is no alteration in control over the interests in 2,118,485,000 Shares held by New Fortune after the Transfer.

Mr. Wong has applied for, and the SFC has granted, a waiver to Mr. Wong and Xi Xi Development from their obligations to make a general offer for the Shares in the Company as a result of the Transfer pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code.

DEFINITIONS

In this announcement, unless the content otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Company”	China Lesso Group Holdings Limited, a company incorporated in Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Family Trust”	a family trust established by Mr. Wong as settlor and UBS Trustees (B.V.I.) Limited as trustee
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wong”	Mr. Wong Luen Hei, the chairman of the Company, an executive Director and the ultimate controlling shareholder of the Company
“New Fortune”	New Fortune Star Limited, a company incorporated in the British Virgin Islands and the controlling shareholder of the Company

“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	share(s) of a nominal value of HK\$0.05 each in the capital of the Company
“Shareholder”	holder of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“Transfer”	the transfer of the entire issued share capital of New Fortune by Mr. Wong such that it is ultimately held by the Family Trust
“Xi Xi Development”	Xi Xi Development Limited, a company incorporated in the British Virgin Islands
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

* *for identification purpose only*

By Order of the Board
China Lesso Group Holdings Limited
Wong Luen Hei
Chairman

Hong Kong, 15 January 2016

As at the date of this announcement, the executive directors of the Company are Mr. Wong Luen Hei, Mr. Zuo Manlun, Ms. Zuo Xiaoping, Mr. Lai Zhiqiang, Mr. Kong Zhaocong, Mr. Chen Guonan, Dr. Lin Shaoquan, Mr. Huang Guirong, Mr. Luo Jianfeng; the non-executive director of the Company is Mr. Lin Dewei; and the independent non-executive directors of the Company are Dr. Tao Zhigang, Mr. Fung Pui Cheung, Mr. Wong Kwok Ho Jonathan, Mr. Cheung Man Yu and Mr. Lan Fang.