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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)

**FACILITY AGREEMENT
WITH SPECIFIC PERFORMANCE COVENANTS**

This announcement is made pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors (the “**Board**”) of China Lesso Group Holdings Limited (the “**Company**”, which together with its subsidiaries, the “**Group**”) would like to inform its shareholders (the “**Shareholders**”) that on 3 March 2014, the Company as borrower entered into a facility agreement (the “**Facility Agreement**”) in relation to a syndicated term loan facility in the amount of US\$135,000,000 at an interest rate of LIBOR plus 2.00% per annum with, among others, Taipei Fubon Commercial Bank Co., Ltd. and CTBC Bank Co., Ltd. as mandated lead arrangers, and a syndicate of nine lenders, for the purpose of refinancing the Group’s existing financial indebtedness. The loan made thereunder is repayable 36 months after the same has been made.

Pursuant to the Facility Agreement, if:

- (i) Mr. Wong Luen Hei (being the controlling Shareholder, an executive director and the chairman of the Company) and his family (collectively, the “**Wong Family**”) collectively do not or cease to own, directly or indirectly, at least 55% of beneficial shareholding interest in the issued share capital of the Company, carrying at least 55% of the voting rights, free from any security; or
- (ii) the Wong Family do not or cease to have effective management control over the Company,

then:

- (a) a lender under the Facility Agreement shall not be obliged to fund the loan made under the Facility Agreement; and

* for identification purpose only

- (b) the total commitments under the Facility Agreement may be liable to be cancelled and the loan made under the Facility Agreement together with accrued interest and all other amounts accrued under other finance documents pertaining to the Facility Agreement may be declared due and payable should the majority lenders under the Facility Agreement so direct.

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

Hong Kong, 3 March 2014

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. Bai Chongen, Mr. Fung Pui Cheung, Mr. Wong Kwok Ho Jonathan, Mr. Cheung Man Yu and Mr. Gao Lixin.