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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)**

### **CONNECTED TRANSACTIONS**

#### **THE ACQUISITIONS**

The Board is pleased to announce that on 20 June 2014, (i) Mr. Wong as vendor and Guangdong Lesso, being an indirect wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement to acquire the No. 77 Property; (ii) Mr. Wong and Ms. Zuo as vendors and Lesso Property, being an indirect wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement to acquire the 35-M1 Property; (iii) Mr. Wong as vendor and Lesso Property as purchaser entered into two sale and purchase agreements to acquire the Section 3 Property and the Section 4 Property; and (iv) Mr. Wong as transferor and Lesso Property as transferee entered into a land use right transfer agreement to acquire the land use right of the Dongshengfang Land.

All of the No. 77 Property, 35-M1 Property, Section 3 Property, Section 4 Property and the Dongshengfang Land (being the Properties) are situated adjacent to each other in Shunde District, Foshan City, Guangdong Province, the PRC.

The aggregate consideration for the Acquisitions is RMB92,640,000.

The Acquisitions are not subject to any conditions precedent and are not inter-conditional to each other.

#### **IMPLICATIONS UNDER THE LISTING RULES**

Mr. Wong is the chairman of the Company, an executive Director and the ultimate controlling Shareholder. Ms. Zuo is an executive Director, the wife of Mr. Wong and sister of Mr. Zuo Manlun, who is an executive Director and chief executive of the Group. Mr. Wong and Ms. Zuo are regarded as connected persons of the Company. Accordingly, the Acquisitions in aggregate constitute a connected transaction of the Company pursuant to Chapter 14A of the Listing Rules. As the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules for the Acquisitions is less than 5%, the Acquisitions are only subject to the reporting and announcement requirements but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

\* For identification purposes only

## INTRODUCTION

The Board is pleased to announce that on 20 June 2014, (i) Mr. Wong as vendor and Guangdong Lesso, being an indirect wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement to acquire the No. 77 Property; (ii) Mr. Wong and Ms. Zuo as vendors and Lesso Property, being an indirect wholly-owned subsidiary of the Company, as purchaser entered into a sale and purchase agreement to acquire the 35-M1 Property; (iii) Mr. Wong as vendor and Lesso Property as purchaser entered into two sale and purchase agreements to acquire the Section 3 Property and the Section 4 Property; and (iv) Mr. Wong as transferor and Lesso Property as transferee entered into a land use right transfer agreement to acquire the land use right of the Dongshengfang Land. The Acquisitions are not inter-conditional to each other. All of the Properties are situated adjacent to each other in Shunde District, Foshan City, Guangdong Province, the PRC.

The aggregate consideration for the Acquisitions is RMB92,640,000.

## THE ACQUISITIONS

### 1. The sale and purchase agreement in relation to the No. 77 Property

#### *Date*

20 June 2014

#### *Parties*

Vendor: Mr. Wong

Purchaser: Guangdong Lesso

#### *Assets to be acquired*

The No. 77 Property, being a building erected on and the land use right pertaining to a parcel of land situated at No. 77, Longzhou West Road, Xixi Village Committee, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮西溪村委會龍洲西路77號).

#### *Consideration*

RMB15,630,000 (the “**No. 77 Property Consideration**”).

The No. 77 Property Consideration was arrived at after arm’s length negotiations between Mr. Wong and Guangdong Lesso with reference to the valuation of the No. 77 Property at RMB15,630,000 as at 28 May 2014, prepared by Guangdong Jingxin Real Estate and Land Appraisals Co., Ltd. (廣東京信房地產土地評估有限公司), a firm of independent professional valuers, adopting the cost approach on property and market approach on land. The No. 77 Property Consideration will be financed by internal resources of the Group.

### *Payment*

The No. 77 Property Consideration is payable as follows:

- (a) as to RMB4,689,000 (being 30% of the No. 77 Property Consideration) payable by Guangdong Lesso upon signing of the sale and purchase agreement (the “**No. 77 Property Deposit**”); and
- (b) as to the balance of RMB10,941,000, payable by Guangdong Lesso within 20 business days upon completion of the ownership transfer procedures.

As at the date of this announcement, Guangdong Lesso has paid the No. 77 Property Deposit.

If Mr. Wong fails to proceed with the sale of the No. 77 Property or deliver the No. 77 Property to Guangdong Lesso within 3 days after due date for delivery, the sale and purchase agreement shall terminate. Mr. Wong shall refund the No. 77 Property Deposit to Guangdong Lesso together with an amount equivalent to the No. 77 Property Deposit, and return all other amount paid by Guangdong Lesso within 3 days upon termination of the sale and purchase agreement.

If Guangdong Lesso fails to proceed with the purchase of the No. 77 Property or settle the remaining balance of the No. 77 Property Consideration within 3 days after the due date for payment, the sale and purchase agreement shall terminate. The No. 77 Property Deposit shall be forfeited by Mr. Wong, and all other amount paid by Guangdong Lesso shall be refunded to Guangdong Lesso by Mr. Wong within 3 days upon termination of the sale and purchase agreement. If Mr. Wong has delivered the No. 77 Property to Guangdong Lesso, Guangdong Lesso shall return the same to Mr. Wong.

### *Condition precedent and completion*

The transactions contemplated under the sale and purchase agreement in relation to the No. 77 Property are not subject to any conditions precedent.

Mr. Wong and Guangdong Lesso agreed to carry out the ownership transfer procedures at the property management department within 15 days upon signing of the sale and purchase agreement, and Mr. Wong shall deliver the No. 77 Property to Guangdong Lesso Property by 23 June 2014.

### **Information of the No. 77 Property**

The No. 77 Property is an 8-storey building, built in 2001 and refurbished in 2013, with a total gross floor area of 11,271.70 sq.m and a land area of 2,027.10 sq.m. As at the date of this announcement, it is leased by Guangdong Lesso as office and product display centre pursuant to a lease agreement dated 20 December 2009 entered into between Mr. Wong as landlord and Guangdong Lesso as tenant. The term of the lease agreement commenced from 1 January 2010 and shall expire on 31 December 2018. As at the date of this announcement, the current monthly rental payable by Guangdong Lesso is approximately RMB74,000. Upon the Group’s registration of ownership of the No. 77 Property, the aforesaid lease agreement shall be terminated. The land use right of the land pertaining to the No. 77 Property shall expire on 24 July 2047.

The No. 77 Property is designated for industrial use. The original acquisition cost of the No. 77 Property paid by Mr. Wong is RMB8,500,000.

## 2. The sale and purchase agreement in relation to the 35-M1 Property

### *Date*

20 June 2014

### *Parties*

Vendors: Mr. Wong and Ms. Zuo

Purchaser: Lesso Property

### *Assets to be acquired*

The 35-M1 Property, being a building erected on and the land use right pertaining to a parcel of land situated at No. 35-M1, South of Longzhou West Road, Jibei Village Committee, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮集北村委會龍洲西路以南35-M1).

### *Consideration*

RMB30,770,000 (the “**35-M1 Property Consideration**”).

The 35-M1 Property Consideration was arrived at after arm’s length negotiations among Mr. Wong, Ms. Zuo and Lesso Property with reference to the valuation of the 35-M1 Property at RMB30,770,000 as at 28 May 2014, prepared by Guangdong Jingxin Real Estate and Land Appraisals Co., Ltd. (廣東京信房地產土地評估有限公司), a firm of independent professional valuers, adopting the cost approach on property and market approach on land. The 35-M1 Property Consideration will be financed by internal resources of the Group.

### *Payment*

The 35-M1 Property Consideration is payable as follows:

- (a) as to RMB9,231,000 (being 30% of the 35-M1 Property Consideration) payable by Lesso Property upon signing of the sale and purchase agreement (the “**35-M1 Property Deposit**”); and
- (b) as to the balance of RMB21,539,000, payable by Lesso Property within 20 business days upon completion of the ownership registration and transfer procedures.

As at the date of this announcement, Lesso Property has paid the 35-M1 Property Deposit.

If Mr. Wong and Ms. Zuo fail to proceed with the sale of the 35-M1 Property or deliver the 35-M1 Property to Lesso Property within 3 days after the due date for delivery, the sale and purchase agreement shall terminate. Mr. Wong and Ms. Zuo shall refund the 35-M1 Property Deposit to Lesso Property together with an amount equivalent to the 35-M1 Property Deposit, and return all other amount paid by Lesso Property within 3 days upon termination of the sale and purchase agreement.

If Lesso Property fails to proceed with the purchase of the 35-M1 Property or settle the remaining balance of the 35-M1 Property Consideration within 3 days after the due date for payment, the sale and purchase agreement shall terminate. The 35-M1 Property Deposit shall be forfeited by Mr. Wong and Ms. Zuo, and all other amount paid by Lesso Property shall be refunded to Lesso Property by Mr. Wong and Ms. Zuo within 3 days upon termination of the sale and purchase agreement. If Mr. Wong and Ms. Zuo have delivered the 35-M1 Property to Lesso Property, Lesso Property shall return the same to Mr. Wong and Ms. Zuo.

#### *Condition precedent and completion*

The transactions contemplated under the sale and purchase agreement in relation to the 35-M1 Property are not subject to any conditions precedent.

Mr. Wong, Ms. Zuo and Lesso Property agreed to carry out the ownership transfer procedures at the property management department within 15 days upon signing of the sale and purchase agreement, and Mr. Wong and Ms. Zuo shall deliver the 35-M1 Property to Lesso Property by 23 June 2014.

#### **Information of the 35-M1 Property**

The 35-M1 Property is a 5-storey building, built in 2000, with a total gross floor area of 17,779.36 sq.m and a land area of 8,397.88 sq.m. As at the date of this announcement, it is leased by Guangdong Lesso as production facility pursuant to a lease agreement dated 20 December 2009 entered into between Mr. Wong and Ms. Zuo as landlords, and Guangdong Lesso as tenant. The term of the lease agreement commenced from 1 January 2010 and shall expire on 31 December 2018. As at the date of this announcement, the current monthly rental payable by Guangdong Lesso is approximately RMB124,000. Upon the Group's registration of ownership of the 35-M1 Property, the aforesaid lease agreement shall be terminated. The land use right of the land pertaining to the 35-M1 Property shall expire on 25 November 2049.

The 35-M1 Property is designated for industrial use. The original acquisition cost of the 35-M1 Property paid by Mr. Wong and Ms. Zuo is RMB15,850,000.

### 3. The sale and purchase agreement in relation to the Section 3 Property

#### *Date*

20 June 2014

#### *Parties*

Vendor: Mr. Wong

Purchaser: Lesso Property

#### *Assets to be acquired*

The Section 3 Property, being a building erected on and the land use right pertaining to a parcel of land situated at 3 of No. 77, Xixi section, Longzhou Road, Xixi Village Committee, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮西溪居委會龍洲路西溪段77號之三).

#### *Consideration*

RMB25,630,000 (the “**Section 3 Property Consideration**”).

The Section 3 Property Consideration was arrived at after arm’s length negotiations between Mr. Wong and Lesso Property with reference to the valuation of the Section 3 Property at RMB25,630,000 as at 28 May 2014, prepared by Guangdong Jingxin Real Estate and Land Appraisals Co., Ltd. (廣東京信房地產土地評估有限公司), a firm of independent professional valuers, adopting the cost approach on property and market approach on land. The Section 3 Property Consideration will be financed by internal resources of the Group.

#### *Payment*

The Section 3 Property Consideration is payable as follows:

- (a) as to RMB7,689,000 (being 30% of the Section 3 Property Consideration) payable by Lesso Property upon signing of the sale and purchase agreement (the “**Section 3 Property Deposit**”); and
- (b) as to the balance of RMB17,941,000, payable by Lesso Property within 20 business days upon completion of the ownership registration and transfer procedures.

As at the date of this announcement, Lesso Property has paid the Section 3 Property Deposit.

If Mr. Wong fails to proceed with the sale of the Section 3 Property or deliver the Section 3 Property to Lesso Property within 3 days after due date for delivery, the sale and purchase agreement shall terminate. Mr. Wong shall refund the Section 3 Property Deposit to Lesso Property together with an amount equivalent to the Section 3 Property Deposit, and return all other amount paid by Lesso Property within 3 days upon termination of the sale and purchase agreement.

If Lesso Property fails to proceed with the purchase of the Section 3 Property or settle the remaining balance of the Section 3 Property Consideration within 3 days after the due date for payment, the sale and purchase agreement shall terminate. The Section 3 Property Deposit shall be forfeited by Mr. Wong, and all other amount paid by Lesso Property shall be refunded to Lesso Property by Mr. Wong within 3 days upon termination of the sale and purchase agreement. If Mr. Wong has delivered the Section 3 Property to Lesso Property, Lesso Property shall return the same to Mr. Wong.

#### *Condition precedent and completion*

The transactions contemplated under the sale and purchase agreement in relation to the Section 3 Property are not subject to any conditions precedent.

Mr. Wong and Lesso Property agreed to carry out the ownership transfer procedures at the property management department within 15 days upon signing of the sale and purchase agreement, and Mr. Wong shall deliver the Section 3 Property to Lesso Property by 23 June 2014.

#### **Information of the Section 3 Property**

The Section 3 Property is a 5-storey building, built in 2000, with a total gross floor area of 7,072.44 sq.m and a land area of 10,517.80 sq.m. As at the date of this announcement, it is leased by Guangdong Lesso as production facility pursuant to a lease agreement dated 20 December 2009 entered into between Mr. Wong as landlord and Guangdong Lesso as tenant. The term of the lease agreement commenced from 1 January 2010 and shall expire on 31 December 2018. As at the date of this announcement, the current monthly rental payable by Guangdong Lesso is approximately RMB47,000. Upon the Group's registration of ownership of the Section 3 Property, the aforesaid lease agreement shall be terminated. The land use right pertaining to the Section 3 Property shall expire on 28 December 2057.

The Section 3 Property is designated for industrial use. The original acquisition cost of the Section 3 Property paid by Mr. Wong is RMB8,460,000.

#### 4. The sale and purchase agreement in relation to the Section 4 Property

##### *Date*

20 June 2014

##### *Parties*

Vendor: Mr. Wong

Purchaser: Lesso Property

##### *Assets to be acquired*

The Section 4 Property, being a building erected on and the land use right pertaining to a parcel of land situated at 4 of No. 77, Xixi section, Longzhou Road, Xixi Resident Committee, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮西溪社區居民委員會龍洲路西溪段77號之四).

##### *Consideration*

RMB15,790,000 (the “**Section 4 Property Consideration**”).

The Section 4 Property Consideration was arrived at after arm’s length negotiations between Mr. Wong and Lesso Property with reference to the valuation of the Section 4 Property at RMB15,790,000 as at 28 May 2014, prepared by Guangdong Jingxin Real Estate and Land Appraisals Co., Ltd. (廣東京信房地產土地評估有限公司), a firm of independent professional valuers, adopting the cost approach on property and market approach on land. The Section 4 Property Consideration will be financed by internal resources of the Group.

##### *Payment*

The Section 4 Property Consideration is payable as follows:

- (a) as to RMB4,737,000 (being 30% of the Section 4 Property Consideration) payable by Lesso Property upon signing of the sale and purchase agreement (the “**Section 4 Property Deposit**”); and
- (b) as to the balance of RMB11,053,000, payable by Lesso Property within 20 business days upon completion of the ownership registration and transfer procedures.

As at the date of this announcement, Lesso Property has paid the deposit in respect of the Section 4 Property Deposit.

If Mr. Wong fails to proceed with the sale of the Section 4 Property or deliver the Section 4 Property to Lesso Property within 3 days after the due date for delivery, the sale and purchase agreement shall terminate. Mr. Wong shall refund the Section 4 Property Deposit to Lesso Property together with an amount equivalent to the Section 4 Property Deposit, and return all other amount paid by Lesso Property within 3 days upon termination of the sale and purchase agreement.

If Lesso Property fails to proceed with the purchase of the Section 4 Property or settle the remaining balance of the Section 4 Property Consideration within 3 days after the due date for payment, the sale and purchase agreement shall terminate. The Section 4 Deposit shall be forfeited by Mr. Wong, and all other amount paid by Lesso Property shall be refunded to Lesso Property by Mr. Wong within 3 days upon termination of the sale and purchase agreement. If Mr. Wong has delivered the Section 4 Property to Lesso Property, Lesso Property shall return the same to Mr. Wong.

#### *Condition precedent and completion*

The transactions contemplated under the sale and purchase agreement in relation to the Section 4 Property are not subject to any conditions precedent.

Mr. Wong and Lesso Property agreed to carry out the ownership transfer procedures at the property management department within 15 days upon signing of the sale and purchase agreement, and Mr. Wong shall deliver the Section 4 Property to Lesso Property by 23 June 2014.

#### **Information of the Section 4 Property**

The Section 4 Property is a 2-storey building, built in 2000, with a total gross floor area of 4,069.93 sq.m and a land area of 6,717.28 sq.m. As at the date of this announcement, it is leased by Guangdong Lesso as office pursuant to a lease agreement dated 20 December 2009 entered into between Mr. Wong as landlord and Guangdong Lesso as tenant. The term of the lease agreement commenced from 1 January 2010 and shall expire on 31 December 2018. As at the date of this announcement, the current monthly rental payable by Guangdong Lesso is approximately RMB52,000. Upon the Group's registration of ownership of the Section 4 Property, the aforesaid lease agreement shall be terminated. The land use right of the land pertaining to the Section 4 Property shall expire on 28 December 2057.

The Section 4 Property is designated for industrial use. The original acquisition cost of the Section 4 Property paid by Mr. Wong is RMB5,070,000.

## 5. The land use right transfer agreement in relation to the Dongshengfang Land

### *Date*

20 June 2014

### *Parties*

Transferor: Mr. Wong

Transferee: Lesso Property

### *Assets to be acquired*

The Dongshengfang Land, being a parcel of land situated at Dongshengfang, Xixi District, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮西溪區東勝坊).

### *Consideration*

RMB4,820,000 (the “**Dongshengfang Land Consideration**”).

The Dongshengfang Land Consideration was arrived at after arm’s length negotiations between Mr. Wong and Lesso Property with reference to the valuation of the Dongshengfang Land at RMB4,820,000 as at 28 May 2014, prepared by Guangdong Jingxin Real Estate and Land Appraisals Co., Ltd. (廣東京信房地產土地評估有限公司), a firm of independent professional valuers, adopting the market approach. The Dongshengfang Land Consideration will be financed by internal resources of the Group.

### *Payment*

The Dongshengfang Land Consideration is payable as follows:

- (a) as to RMB1,446,000 (being 30% of the Dongshengfang Land Consideration) payable by Lesso Property upon signing of the land use right transfer agreement (the “**Dongshengfang Land Deposit**”); and
- (b) as to the balance of RMB3,374,000, payable by Lesso Property within 20 business days upon completion of the transfer registration procedures.

As at the date of this announcement, Lesso Property has paid the Dongshengfang Land Deposit.

If Lesso Property fails to proceed with the acquisition in accordance with the land use right transfer agreement, the Dongshengfang Land Deposit shall be forfeited by Mr. Wong. If Mr. Wong fails to proceed with the sale in accordance with the land use right transfer agreement, he shall refund the Dongshengfang Land Deposit together with an amount equivalent to the Dongshengfang Land Deposit within 3 days of such breach.

If Lesso Property fails to pay the remaining balance of the Dongshengfang Land Consideration when due, or if Mr. Wong fails to deliver the Dongshengfang Land when due, the defaulting party shall pay non-defaulting party a daily penalty in the amount of 0.001% of the Dongshengfang Land Consideration.

#### *Condition precedent and completion*

The transactions contemplated under the land use right transfer agreement in relation to the Dongshengfang Land are not subject to any conditions precedent.

Mr. Wong shall deliver the Dongshengfang Land to Lesso Property by 23 June 2014.

#### **Information of the Dongshengfang Land**

The Dongshengfang Land has a land area of 2,582.53 sq.m and is undeveloped land. The land use right pertaining to the Dongshengfang Land shall expire in January 2045.

The Dongshengfang Land is designated for industrial use. The original acquisition cost of the Dongshengfang Land paid by Mr. Wong is RMB770,000.

#### **Reasons for and benefits of the Acquisitions**

The Group is principally engaged in the manufacturing and sale of plastic pipes and pipe fittings, as well as home building material products. The Acquisitions are made in order for the Group to expand into the exhibition venue leasing business. The Group intended to transform part of the Properties into exhibition venues for leased-out exhibitions and as leased-out units for sale of home building materials. The Directors consider that this creates synergy effect with the Group's manufacturing and trading business, and will enhance the Group's leading position in the home building materials market.

Except for the No. 77 Property, the Group intends to change the designated land use of the Properties from industrial use to commercial service use. The Properties are strategically located and easily accessible, and the considerations for the Acquisitions are fair and reasonable.

The Directors (including the independent non-executive Directors) are of the view that the terms of all of the aforesaid agreements are fair and reasonable and the entering into of the Acquisitions is in the interests of the Group and the Shareholders as a whole.

The No. 77 Property, the Section 3 Property, the Section 4 Property and the Dongshengfang Land are wholly owned by Mr. Wong, and the 35-M1 Property are jointly owned by Mr. Wong and Ms. Zuo. Mr. Wong is the chairman of the Company, an executive Director and the ultimate controlling Shareholder. Ms. Zuo is an executive Director, the wife of Mr. Wong and sister of Mr. Zuo Manlun, who is an executive Director and chief executive of the Group. All of Mr. Wong, Ms. Zuo and Mr. Zuo Manlan are considered to have a material interest in the Acquisitions and have abstained from voting at the board meeting approving the Acquisitions. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, save as disclosed above, no other Director has a material interest in the Acquisitions and therefore no other Director is required to abstain from voting on the board resolution in relation to the Acquisitions.

### **Listing Rules implications**

Mr. Wong and Ms. Zuo are regarded as connected persons of the Company. Accordingly, the Acquisitions in aggregate constitute a connected transaction of the Company pursuant to Chapter 14A of the Listing Rules.

As the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules for the Acquisitions is less than 5%, the Acquisitions are only subject to the reporting and announcement requirements but is exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

### **DEFINITIONS**

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

“35-M1 Property”	a building erected on and the land use right pertaining to a parcel of land situated at No. 35-M1, South of Longzhou West Road, Jibei Village Committee, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮集北村委會龍洲西路以南35-M1)
“Acquisitions”	collectively, the acquisition of the No. 77 Property, the 35-M1 Property, the Section 3 Property, the Section 4 Property and the Dongshengfang Land pursuant to the sale and purchase agreements or the land use right transfer agreement (as the case may be) set out in this announcement
“Board”	the board of Directors
“Company”	China Lesso Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“connected person”	has the meaning ascribed to it in Rule 1.01 of the Listing Rules and as extended by Rule 14A.11 of the Listing Rules

“Dongshengfang Land”	a parcel of land situated at Dongshengfang, Xixi District, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮西溪區東勝坊)
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Guangdong Lesso”	Guangdong Lesso Technology Industrial Co., Ltd.* (廣東聯塑科技實業有限公司), an indirect wholly-owned subsidiary of the Company as at the date of this announcement
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Lesso Property”	Guangdong Lesso Property Management Co., Ltd.* (廣東領尚置業管理有限公司), an indirect wholly-owned subsidiary of the Company as at the date of this announcement
“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
“Ms. Zuo”	Ms. Zuo Xiaoping, an executive Director, the wife of Mr. Wong and sister of Mr. Zuo Manlun, who is an executive Director and chief executive of the Group
“No. 77 Property”	a building erected on and the land use right pertaining to a parcel of land situated at No. 77, Longzhou West Road, Xixi Village Committee, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮西溪村委會龍洲西路77號)
“PRC”	the People’s Republic of China (for the purpose of this announcement, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Properties”	collectively, the No. 77 Property, the 35-M1 Property, the Section 3 Property, the Section 4 Property and the Dongshengfang Land
“Section 3 Property”	a building erected on and the land use right pertaining to a parcel of land situated at 3 of No. 77, Xixi section, Longzhou Road, Xixi Village Committee, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮西溪居委會龍洲路西溪段77號之三)

“Section 4 Property”	a building erected on and the land use right pertaining to a parcel of land situated at 4 of No. 77, Xixi section, Longzhou Road, Xixi Resident Committee, Longjiang Town, Shunde District, Foshan City, Guangdong Province, the PRC (中國廣東省佛山市順德區龍江鎮西溪社區居民委員會龍洲路西溪段77號之四)
“Shareholder(s)”	holder(s) of the Share(s)
“Shares”	the shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“RMB”	Renminbi, the lawful currency of the PRC
“sq.m”	square metre

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

Hong Kong, 20 June 2014

*As at the date of this announcement, the executive Directors 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 is Mr. Lin Dewei; and the independent non-executive Directors are Dr. Bai Chongen, Mr. Fung Pui Cheung, Mr. Wong Kwok Ho Jonathan, Mr. Cheung Man Yu and Mr. Gao Lixin.*