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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)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Lisi Group (Holdings) Limited (利時集團(控股)有限公司) (“**Company**”) will be held at Unit A, 5/F, Garment Centre, No.576-586 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on 26 February 2013 at 3:00 p.m. to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the Lease Agreement (as defined and described in the circular of the Company dated 6 February 2013 (the “Circular”), a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the annual caps (as set out in the Circular, of which this notice forms part) of the Lease Agreement for each of the periods up to 31 December 2015 be and is hereby approved;
- (c) any one director of the Company be and is hereby authorized on behalf of the Company to do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Lease Agreement and the transactions contemplated thereunder.”

* *For identification purpose only*

2. **“THAT**

- (a) the Export Agency Agreement (as defined and described in the Circular), a copy of which is tabled at the meeting and marked “B” and signed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the annual caps (as set out in the Circular, of which this notice forms part) of the Export Agency Agreement for each of the periods up to 31 December 2015 be and is hereby approved;
- (c) any one director of the Company be and is hereby authorized on behalf of the Company to do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Export Agency Agreement and the transactions contemplated thereunder.”

3. **“THAT**

- (a) the Import Agency Agreement (as defined and described in the Circular), a copy of which is tabled at the meeting and marked “C” and signed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the annual caps (as set out in the Circular, of which this notice forms part) of the Import Agency Agreement for each of the periods up to 31 December 2015 be and is hereby approved;
- (c) any one director of the Company be and is hereby authorized on behalf of the Company to do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Import Agency Agreement and the transactions contemplated thereunder.”

By Order of the Board
LISI GROUP (HOLDINGS) LIMITED
Li Li Xin
Chairman

Hong Kong, 6 February 2013

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.

As at the date of this notice, the board of directors of the Company comprises Mr Li Li Xin (Chairman) and Mr. Cheng Jian He being executive directors, Mr. Xu Jin and Mr Lau Kin Hon being non-executive directors, Mr He Chengying, Mr Cheung Kiu Cho Vincent and Mr Shin Yick Fabian being independent non-executive directors.