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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 a special general meeting of Lisi Group (Holdings) Limited (利時集團（控股）有限公司) (the “**Company**”) will be held at Unit A, 5/F, Garment Centre, No. 576-586 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on 7 June 2013 at 3:00 p.m. to consider and, if thought fit, to pass the following resolutions. Unless otherwise indicated, capitalised terms used herein shall have the same meaning as those defined in the circular of the Company dated 22 May 2013 (the “**Circular**”):

AS ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Sale & Purchase Agreement (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 approved, confirmed and ratified;
- (b) any one Director be and is hereby authorised to, on behalf of the Company, 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 Sale & Purchase Agreement and the transactions contemplated thereunder.”

2. “**THAT**

the allotment and issue of the Consideration Shares in the principal amount of HK\$510,000,000 at the issue price of HK\$0.3 per Consideration Share to Shi Hui (and/or its nominees as it may direct) be and are hereby approved.”

3. **“THAT**

- (a) the creation and issue of the Consideration Convertible Bonds in the principal amount of HK\$382,800,000 at the initial conversion price of HK\$0.3 per Conversation Share to Shi Hui (and/or its nominees as it may direct) upon completion of the Acquisition in accordance with the Sale & Purchase Agreement be and are hereby approved;
- (b) the allotment and issue of the Conversation Shares upon the exercise of the conversion rights attaching to the Consideration Convertible Bonds at the initial conversion price of HK\$0.3 (subject to adjustment) be and are hereby approved.”

4. **“THAT**

subject to the Listing Committee of the Stock Exchange having granted the listing of, and permission to deal in the Consideration Shares and Conversion Shares, the Directors be and are hereby granted the specific mandate (the **“Specific Mandate”**) which shall entitle the Directors to exercise all the powers of the Company to allot, issue and credited as fully paid, the Consideration Shares and Conversion Shares, on and subject to the terms and conditions of the Sale & Purchase Agreement including the terms of the Consideration Convertible Bonds, providing that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution

5. **“THAT**

- (a) the Leasing Framework Agreement (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 approved, confirmed and ratified;
- (b) the annual caps (as set out in the Circular) of the transactions under the Leasing Framework Agreement for each of the three years ending 31 December 2015 be and are hereby approved;
- (c) any one Director be and is hereby authorised to, on behalf of the Company, 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 Leasing Framework Agreement and the transactions contemplated thereunder.”

6. **“THAT**

- (a) the Mutual Supply Framework Agreement (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 approved, confirmed and ratified;
- (b) the annual caps (as set out in the Circular) of the transactions under the Mutual Supply Framework Agreement for each of the three years ending 31 December 2015 be and are hereby approved;
- (c) any one Director be and is hereby authorised to, on behalf of the Company, 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 Mutual Supply Framework Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 22 May 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 comprises seven Directors with 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.