



LISI GROUP (HOLDINGS) LIMITED

利時集團(控股)有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 526)

FORM OF PROXY FOR SPECIAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.01 each in the capital of the
Lisi Group (Holdings) Limited (the “Company”) HEREBY APPOINT³ the chairman of the special general meeting (or any adjournment thereof) (the
“Meeting”), or failing him, _____ of _____ as
my/our proxy to attend and act for me/us and on my/our behalf at the Meeting to 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. in respect of the resolutions set out in the notice convening the Meeting as
hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS ⁵		FOR ⁴	AGAINST ⁴
1.	(a) To approve, confirm and ratify 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;		
	(b) To approve and authorise any one Director of the Company 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.	To approve 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) by the Company.		
3.	(a) To approve the 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) by the Company;		
	(b) To approve 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).		
4.	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, to approve and authorise the Directors the specific mandate (the “Specific Mandate”), the exercise by the Directors of 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.	(a) To approve, confirm and ratify 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;		
	(b) To approve the annual caps (as set out in the Circular) of the Leasing Framework Agreement for each of the three years ending 31 December 2015;		
	(c) To approve and authorise any one Director of the Company 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.	(a) To approve, confirm and ratify 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;		
	(b) To approve the annual caps (as set out in the Circular) of the Mutual Supply Framework Agreement for each of the three years ending 31 December 2015;		
	(c) To approve and authorise any one Director of the Company 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.”		

Signature⁶: _____

Date: _____

Notes:

- Full name(s) and the address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, the form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, delete the words “The chairman of the meeting” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- The full text of the resolutions are set out in the notice of the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised.
- To be valid, this form of proxy, together with any 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 less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders is present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.