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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)**

### **POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 7 JUNE 2013**

The Board is pleased to announce that all resolutions set out in the notice of the SGM were duly passed by the Shareholders by way of poll at the SGM held on 7 June 2013.

Reference is made to the circular (the “Circular”) of Lisi Group (Holdings) Limited (the “Company”) dated 22 May 2013 in relation to, among other things, the Acquisition and the Continuing Connected Transactions. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context herein requires otherwise.

The Board is pleased to announce that at the SGM held today, all resolutions set out in the notice of the SGM dated 22 May 2013 were duly passed by the Shareholders by way of poll. Tricor Secretaries Limited, the Company’s Hong Kong branch share registrar, was appointed as the scrutineer of the vote-taking at the SGM.

The poll results in respect of the resolutions proposed at the SGM are as follows:–

Ordinary resolutions		Number of votes (%)	
		For	Against
1.	(a) To approve, confirm and ratify the Sale & Purchase Agreement and the transactions contemplated thereunder.	360,862,834 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(b) To approve and authorise any one Director 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.	360,862,834 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
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.	360,862,834 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
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.	360,862,834 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(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).	360,862,834 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary resolutions		Number of votes (%)	
		For	Against
4.	To grant the Specific Mandate to the Directors to allot and issue the Consideration Shares and the Conversion Shares.	360,862,834 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
5.	(a) To approve, confirm and ratify the Leasing Framework Agreement and the transactions contemplated thereunder.	360,862,834 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(b) To approval the annual caps (as set out in the Circular) for the transactions as contemplated under the Leasing Framework Agreement for each of the three years ending 31 December 2015.	360,862,834 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(c) To approve and authorise any one Director 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.	360,862,834 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
6.	(a) To approve, confirm and ratify the Mutual Supply Framework Agreement and the transactions contemplated thereunder.	360,452,834 (99.89%)	410,000 (0.11%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			
	(b) To approval the annual caps (as set out in the Circular) for the transactions as contemplated under the Mutual Supply Framework Agreement for each of the three years ending 31 December 2015.	360,452,834 (99.89%)	410,000 (0.11%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary resolutions		Number of votes (%)	
		For	Against
	(c) To approve and authorise any one Director 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.	360,452,834 (99.89%)	410,000 (0.11%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

As at the date of the SGM, the total number of Shares was 2,476,963,794 Shares. Since Mr. Li Li Xin has material interests in the Acquisition and the Continuing Connected Transactions, Mr. Li Li Xin and his associates, who are in aggregate interested in 1,350,493,014 Shares, were required to and had abstained from voting on all resolutions proposed at the SGM. No other Shareholders were required to abstain or were restrained from voting on the resolutions proposed at the SGM. In this regard, the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the SGM was 1,126,470,780 Shares. There was no Share entitling a Shareholder to attend and vote only against any of the resolutions proposed at the SGM.

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

Hong Kong, 7 June 2013

*As at the date of this announcement, 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.*