



# 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 ANNUAL GENERAL MEETING (OR ANY ADJOURNMENT THEREOF)

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_  
shares of HK\$0.01 each in the capital of Lisi Group (Holdings) Limited (the "Company") HEREBY APPOINT<sup>3</sup> the  
Chairman of the meeting, or failing him \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at Unit A,  
5/F, Garment Centre, No. 576-586 Castle Peak Road, Cheung Sha Wan, Kowloon, Hong Kong on 30 August 2013 at  
3:00 p.m. (or any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as  
hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

| ORDINARY RESOLUTIONS <sup>5</sup> |   | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
|-----------------------------------|---|------------------|----------------------|
| 1.                                | To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2013. |                  |                      |
| 2.                                | (a) To re-elect Mr Cheng Jian He as executive director.   |                  |                      |
|                                   | (b) To re-elect Mr Lau Kin Hon as non-executive director.   |                  |                      |
|                                   | (c) To re-elect Mr Shin Yick Fabian as independent non-executive director.  |                  |                      |
|                                   | (d) To authorize the board of directors to fix the remuneration of the directors.   |                  |                      |
| 3.                                | To appoint Mazars CPA Limited as auditors and to authorise the board of directors to fix their remuneration.  |                  |                      |
| 4.                                | To give a general mandate to the directors to issue additional shares not exceeding 20% of the existing issued share capital.                         |                  |                      |
| 5.                                | To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the existing issued share capital.                |                  |                      |
| 6.                                | To extend the general mandate granted to directors to issue shares by adding the aggregate nominal amount of shares repurchased.                      |                  |                      |

Signature(s)<sup>6</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

#### Notes:

1. Full name(s) and the address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. 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.**
4. **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.
5. The full text of the resolutions are set out in the Notice of the Annual General Meeting.
6. 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.
7. 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.
8. 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.
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.