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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 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) (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 Tuesday, 8 July 2014 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company.

#### **ORDINARY RESOLUTION**

**“THAT**

- (a) the relocation compensation agreement (the “Relocation Compensation Agreement”) dated 19 May 2014 entered into between 金達塑膠五金製品（深圳）有限公司 (Jinda Plastic Metal Products (Shenzhen) Co., Limited\*) and 深圳市星順房地產開發有限公司 (Shenzhen City Xinshun Property Development Company Limited\*) (as supplemented by the supplemental agreement (the “Supplemental Agreement”) thereto of the same date between the same parties) (copies of the Relocation Compensation Agreement and the Supplemental Agreement have been produced to this meeting marked “A” and “B” and initialled by the chairman of this meeting for the purpose of identification) and the transactions contemplated thereunder (the details of which are set out in the Company’s circular dated 18 June 2014) be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute, deliver all such documents and take all such actions as he or she may consider necessary or desirable for the purpose of or in connection with or to give effect to the Relocation Compensation Agreement (as supplemented by the Supplemental Agreement) and the transactions contemplated thereunder.”

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

Hong Kong, 18 June 2014

*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 Level 22, Hopewell Centre, 183 Queen’s Road East, 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, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, 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.*

\* *For identification purposes only*