



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 (利時集團(控股)有限公司) (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 Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, 18 October 2016 at 3:00 p.m. in respect of the resolution(s) 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 RESOLUTION(S) ⁵		FOR ⁴	AGAINST ⁴
1.	(a) To approve, confirm and ratify the Acquisition Agreement; and (b) To authorise any one director of the Company to 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 Acquisition Agreement.		
2.	(a) To approve the allotment and issue of the Consideration Shares at the issue price of HK\$0.3712 per Consideration Share; (b) To grant a specific mandate to the directors of the Company to allot and issue Consideration Shares; and (c) To authorise any one director of the Company to 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 allotment and issue of the Consideration Shares.		
3.	(a) To approve, confirm and ratify the Strategic Cooperative Agreement and the transactions contemplated thereunder; (b) To approve the annual caps of the Strategic Cooperative Agreement; and (c) To authorise any one director of the Company to 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 Strategic Cooperative Agreement.		
4.	To appoint Mr. Tong Xin as an executive director of the Company, subject to Completion and with effect from the Completion Date, and to authorise the board of directors to fix his director's remuneration.		

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 INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE 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 in the circular of the Company dated 30 September 2016) (the "Circular"). Unless otherwise stated, capitalized terms used in the Circular have the same meanings when used in this form of proxy.
- 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.