



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/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.01 each in the share capital of Lisi Group (Holdings) Limited (the “Company”) HEREBY APPOINT³ the
CHAIRMAN OF THE MEETING, or _____
of _____
as my/our proxy to attend at the annual general meeting of the Company (the “Meeting”) (and at any adjournment thereof)
to be held at 14/F., Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 30 August 2024 at 10:00 a.m. for
the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the
Meeting, and vote for me/us and in my/our names in respect of the resolutions as indicated below, or, if no such indication
is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS ⁵	FOR ⁴	AGAINST ⁴
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and auditors for the year ended 31 March 2024.		
2.	To re-elect Mr Li Lixin as executive director.		
3.	To re-elect Mr Shin Yick Fabian as independent non-executive director.		
4.	To authorize the board of directors to fix the remuneration of the directors.		
5.	To re-appoint KPMG as auditors and to authorise the board of directors to fix their remuneration.		
6.	To grant a general and unconditional mandate to the directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the existing issued shares of the Company.		
7.	To grant a general and unconditional mandate to the directors to repurchase shares of the Company not exceeding 10% of the existing issued shares of the Company.		
8.	To extend the general and unconditional mandate granted to the directors to issue, allot and deal with additional shares of the Company under resolution no. 6 to include the aggregate number of shares of the Company repurchased by the Company pursuant to the general and unconditional mandate to repurchase shares of the Company under resolution no. 7.		

Signature(s)⁶: _____

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). If no number is inserted, the form of proxy will be deemed to relate to all the shares 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. You may appoint one or more proxies to attend the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY, ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED 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 complete any or all of the boxes will entitle your proxy to cast his/her/its votes at his/her/its 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 description of these resolutions is by way of summary only. The full text appears in the notice convening the Meeting as set out in the Company’s circular dated 31 July 2024.
- 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the Meeting or at any adjournment thereof.
- Where there are joint holders of any share, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such joint registered holders be present at any meeting personally or by proxy, that one of the said joint registered holders so present being the most or, as the case may be, the more senior shall be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined reference to the order in which the names of the joint registered holders stand on the register of members of the Company in respect of the joint holding.
- Any member of the Company (“Member”) entitled to attend and vote at the Meeting shall be entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the Member to speak at the Meeting. On a poll, votes may be given either personally or by proxy. A proxy need not be a Member. A Member may appoint more than one proxy to attend on the same occasion.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.