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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 THE 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) (“Company”) will be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on 15 February 2016 at 3:00 p.m. to consider and, if thought fit, to pass the following resolutions as ordinary or special resolutions:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the Lease Agreement (as defined and described in the circular of the Company dated 22 January 2016 (the “Circular”), a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the annual caps (as set out in the Circular, of which this notice forms part) of the Lease Agreement for each of the periods up to 31 December 2018 be and is hereby approved;
- (c) any one director of the Company be and is hereby authorized on behalf 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 Lease Agreement and the transactions contemplated thereunder.”

2. “THAT

- (a) the Export Agency Agreement (as defined and described in the Circular), a copy of which is tabled at the meeting and marked “B” and signed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the annual caps (as set out in the Circular, of which this notice forms part) of the Export Agency Agreement for each of the periods up to 31 December 2018 be and is hereby approved;

- (c) any one director of the Company be and is hereby authorized on behalf 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 Export Agency Agreement and the transactions contemplated thereunder.”

3. **“THAT**

- (a) the Import Agency Agreement (as defined and described in the Circular), a copy of which is tabled at the meeting and marked “C” and signed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the annual caps (as set out in the Circular, of which this notice forms part) of the Import Agency Agreement for each of the periods up to 31 December 2018 be and is hereby approved;
- (c) any one director of the Company be and is hereby authorized on behalf 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 Import Agency Agreement and the transactions contemplated thereunder.”

SPECIAL RESOLUTION

4. **“THAT** subject to compliance by the Company with section 46(2) of the Companies Act 1981 of Bermuda (the “**Companies Act**”) and the bye-laws of the Company (the “**Bye-laws**”), with effect from the next business day immediately following the date of passing this resolution (the “**Effective Date**”):-

- (a) the entire amount standing to the credit of the share premium account of the Company as at the Effective Date be and is hereby cancelled and transferred to the contributed surplus account of the Company (“Share Premium Reduction”) which may be utilized by the directors of the Company at their sole discretion in accordance with the Bye-laws and all applicable laws, including, without limitation, to set off the accumulated losses of the Company and/or to make a distribution to the shareholders of the Company subject to compliance with the Companies Act; and
- (b) any one director of the Company be and is hereby authorized on behalf 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 Share Premium Reduction and the transactions contemplated thereunder”

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

Date: 22 January 2016

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.

As at the date of this notice, the Board comprises Mr Li Lixin (Chairman), Mr Cheng Jianhe and Ms Jin Yaxue being executive directors, Mr Lau Kin Hon being non-executive director, Mr He Chengying, Mr Cheung Kiu Cho Vincent and Mr. Shin Yick Fabian being independent non-executive directors.