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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Lisi Group (Holdings) Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank manager, licensed securities dealer or other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)**

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined under the section “Definitions” of this circular.

A letter from the Board containing is set out on pages 2 to 4 of this circular. A notice convening the SGM to be held at Unit 4608, 46/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 27 June 2019, at 4:00 p.m. is set out on pages SGM-1 and SGM-2 of this circular.

Whether or not you are able to attend the SGM, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time designated for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or at any adjourned meeting should you so wish and in such event the relevant form of proxy shall be deemed to be revoked.

4 June 2019

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Announcement”	the announcement of the Company dated 4 June 2019 in relation to the proposed Change of Company Name
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, as amended from time to time
“Change of Company Name”	the proposed change of the English name of the Company from “LISI GROUP (HOLDINGS) LIMITED” to “China Automobile New Retail (Holdings) Limited” and to adopt “中國汽車新零售(控股)有限公司” as its secondary name in Chinese, which shall replace the existing secondary name in Chinese of the Company, namely “利時集團(控股)有限公司”
“Company”	Lisi Group (Holdings) Limited (stock code: 526), a company incorporated in Bermuda with limited liability and the issued Shares of which are listed and traded on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 June 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	the special general meeting of the Company to be convened to approve, and if thought fit, the Change of Company Name
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



LISI GROUP (HOLDINGS) LIMITED

利時集團（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 526)

Executive Directors:

Ms. Li Lixin (*Chairman*)
Mr. Tong Shiping
Mr. Cheng Jianhe
Ms. Jin Yaxue

Registered Office:

Clarendon House
Church Street
Hamilton HM 11
Bermuda

Non-Executive Director:

Ms. Cheng Weihong

Principal place of business in Hong Kong:

Workshop 06 & 07, 36th Floor,
King Palace Plaza
No.52A Sha Tsui Road
Tsuen Wan, New Territories
Hong Kong

Independent Non-Executive Directors:

Mr. He Chengying
Mr Cheung Kiu Cho Vincent
Mr Shin Yick Fabian
Mr Kwong Kwan Tong

4 June 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding (i) the resolution to be proposed at the SGM to seek Shareholders' approval for the Change of Company Name so as to enable you to make an informed decision on whether to vote for or against the resolution proposed; and (ii) the notice of the SGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 4 June 2019 that it proposed to change the English name of the Company from “LISI GROUP (HOLDINGS) LIMITED” to “China Automobile New Retail (Holdings) Limited” and to adopt “中國汽車新零售(控股)有限公司” as its secondary name in Chinese which shall replace the existing secondary name in Chinese of the Company, namely, “利時集團(控股)有限公司” subject to the fulfilment of the conditions set out below.

Conditions of the Change of Company Name

The Change of Company Name is subject to the fulfilment of the following conditions:

- (a) the passing of a special resolution by the Shareholders at a special general meeting of the Company to approve the Change of Company Name; and
- (b) the approval of the Registrar of Companies in Bermuda having been obtained for the proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will become effective from the date on which the Registrar of Companies in Bermuda enters the Company’s new name on the register maintained by the Registrar of Companies in Bermuda in place of the existing name of the Company as set out in the certificate of incorporation on change of name to be issued by the Registrar of Companies in Bermuda. Thereafter, the Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Group is principally engaged in (i) manufacturing and trading of plastic and metal household products; (ii) operation of department stores and supermarkets; (iii) wholesale of alcohol, wine, beverages and electrical appliances; (iv) trading and sales of imported cars; and (v) investment holding.

The proposed Change of Company Name is to reflect the current status of the Group’s business and to better promote the corporate image and the future business development of the Group. The Board believes that the proposed new English and Chinese names of the Company will provide the Company with better identification of the current business and future business development of the Group. As such, the Board believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders. All existing share certificates of the Company in issue bearing the existing names of the Company will, after the Change of Company Name having become effective, continue to be evidence of legal title to such securities and the existing share certificates of the Company will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share

LETTER FROM THE BOARD

certificates of the Company for new certificates bearing the new names of the Company. Once the Change of Company Name becoming effective, new share certificates of the Company will be issued only in the new name.

Further announcement(s) will be made by the Company to inform the Shareholders of the results of the SGM, the effective date of the Change of Company Name and the new stock short names of the Company for trading of the shares of the Company on the Stock Exchange.

SGM

The Company will convene the SGM at Unit 4608, 46/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 27 June 2019 at 4:00 p.m. for the Shareholders to consider and, if thought fit, approve the Change of Company Name.

As none of the Shareholders have a material interest in the Change of Company Name, no Shareholders will be required to abstain from voting on the special resolution approving the Change of Company Name to be proposed at the SGM.

The notice of the SGM is set out on pages SGM-1 and SGM-2 of this circular. The voting on resolution to be proposed at the SGM will be conducted by way of poll in accordance with Rule 13.39(4) of the Listing Rules.

The Company will publish an announcement on the results of the SGM with respect to whether or not the proposed resolution has been passed by the Shareholders.

A form of proxy is enclosed with this circular. Whether or not you are able to attend the SGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event no later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event the relevant form of proxy shall be deemed to be revoked.

RECOMMENDATION

The Board considers that the proposed special resolution for the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of the resolution approving the Change of Company Name at the SGM.

Yours faithfully,
For and on behalf of the Board
LISI GROUP (HOLDINGS) LIMITED
Li Lixin
Chairman

NOTICE OF SPECIAL GENERAL MEETING



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 (the “SGM”) of Lisi Group (Holdings) Limited (the “Company”) will be held at Unit 4608, 46/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 27 June 2019 at 4:00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby approved to be changed from “LISI GROUP (HOLDINGS) LIMITED” to “China Automobile New Retail (Holdings) Limited” and to adopt “中國汽車新零售（控股）有限公司” as its secondary name in Chinese, which shall replace the existing secondary name in Chinese of the Company, namely “利時集團（控股）有限公司” (the “**Change of Company Name**”) with effect from the date on which the Registrar of Companies in Bermuda enters the Company’s new name on the register maintained by the Registrar of Companies in Bermuda in place of the existing name of the Company as set out in the certificate of incorporation on change of name to be issued by the Registrar of Companies in Bermuda and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents (whether by hand, under seal or as a deed) or make all such arrangements on behalf of the Company as he/she/they may consider necessary, appropriate, desirable or expedient for the purpose of or in connection with the implementation of and giving effect to the Change of Company Name and the related change of the English and Chinese stock short names of the Company for trading in the securities of the Company on The Stock Exchange of Hong Kong Limited, and to attend to any necessary registration and/or filing for and on behalf of the Company.”

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

Hong Kong, 4 June 2019

NOTICE OF SPECIAL GENERAL MEETING

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.
4. The transfer books and register of members of the Company will be closed from 21 June 2019 to 27 June 2019, both days inclusive, to determine the entitlement of shareholders of the Company to attend and vote at the SGM, during which period no share transfers can be registered. In order to be eligible to attend and vote at the SGM, all duly completed share transfer documents accompanied by the relevant share certificates must be lodged 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, no later than 4:30 p.m. on 20 June 2019.
5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, the resolution as set out in this notice will be decided by poll at the meeting.

As at the date of this notice, the Board comprises Mr. Li Lixin (Chairman), Mr. Tong Shiping, Mr. Cheng Jianhe and Ms. Jin Yaxue being executive Directors, Ms. Cheng Weihong being non-executive Director, Mr. He Chengying, Mr. Cheung Kiu Cho Vincent, Mr. Shin Yick Fabian and Mr. Kwong Kwan Tong being independent non-executive Directors.