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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) POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 8 JULY 2014**

**AND**

### **(2) THE RELOCATION COMPENSATION AGREEMENT BECOMING EFFECTIVE**

#### **(1) POLL RESULTS OF THE SGM**

The Board is pleased to announce that the resolution set out in the notice of the SGM was duly passed by the Shareholders by way of poll at the SGM held on 8 July 2014.

#### **(2) THE RELOCATION COMPENSATION AGREEMENT BECOMING EFFECTIVE**

Since all conditions set out under the paragraph headed “The Relocation Compensation Agreement and the Supplemental Agreement – Effective conditions” in “Letter from the Board” in the Circular have been fulfilled, the Relocation Compensation Agreement (as supplemented by the Supplemental Agreement) has become effective on 8 July 2014.

**(1) POLL RESULTS OF THE SGM**

Reference is made to the circular (the “Circular”) of Lisi Group (Holdings) Limited (the “Company”) dated 18 June 2014 in relation to, among other things, the Disposal. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context herein requires otherwise.

The Board is pleased to announce that the ordinary resolution proposed at the SGM (details of which are set out in the notice of the SGM dated 18 June 2014) was duly passed by the Shareholders by way of poll. Tricor Secretaries Limited, the Company’s Hong Kong branch share registrar, was appointed as the scrutineer of the vote-taking at the SGM.

The poll results in respect of the ordinary resolution proposed at the SGM are as follows:–

Ordinary resolution		Number of votes (%)	
		For	Against
1.	(a) To approve, confirm and ratify the Relocation Compensation Agreement (as supplemented by the Supplemental Agreement) (copies of which are tabled at the SGM and marked “A” and “B” and initialled by the chairman of the SGM for identification purpose) and the transactions contemplated thereunder; and		
	(b) To approve and authorise any one Director to, on behalf of the Company, do all such acts and sign, seal, execute and 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.	3,286,236,212 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.			

As at the date of the SGM, there were a total of 4,176,963,794 Shares in issue. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholder was required to abstain from voting on the resolution proposed at the SGM. As such, there were a total of 4,176,963,794 Shares, representing 100% of the issued share capital of the Company as at the date of the SGM, entitling the holders thereof to attend and vote on the resolution proposed at the SGM. None of the Shareholders was entitled to attend and abstain from voting in favour of the resolution proposed at the SGM according to Rule 13.40 of the Listing Rules. There was no Share entitling a Shareholder to attend and vote only against the resolution.

**(2) THE RELOCATION COMPENSATION AGREEMENT BECOMING EFFECTIVE**

Since all conditions set out under the paragraph headed “The Relocation Compensation Agreement and the Supplemental Agreement – Effective conditions” in “Letter from the Board” in the Circular have been fulfilled, the Relocation Compensation Agreement (as supplemented by the Supplemental Agreement) has become effective on 8 July 2014.

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

Hong Kong, 8 July 2014

*As at the date of this announcement, the Board comprises seven Directors with 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.*