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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)

POLL RESULTS OF SPECIAL GENERAL MEETING

Reference is made to the circular of Lisi Group (Holdings) Limited (the “**Company**”) dated 30 September 2016 (the “**Circular**”) and the notice of the special general meeting of the Company dated 30 September 2016 (the “**SGM Notice**”). Terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

The Company is pleased to announce the poll results of the resolutions proposed at the special general meeting of the Company held on 18 October 2016 (the “**SGM**”) as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	<p>(a) To approve, confirm and ratify the Acquisition Agreement; and</p> <p>(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.</p>	2,205,421,902 (99.31%)	15,319,000 (0.69%)
As more than 50% of the vote were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of votes (%)	
		For	Against
2.	<p>(a) To approve the allotment and issue of the Consideration Shares at the issue price of HK\$0.3712 per Consideration Share;</p> <p>(b) To grant a specific mandate to the directors of the Company to allot and issue Consideration Shares; and</p> <p>(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.</p>	2,205,421,902 (99.31%)	15,319,000 (0.69%)
As more than 50% of the vote were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			
3.	<p>(a) To approve, confirm and ratify the Strategic Cooperative Agreement and the transactions contemplated thereunder;</p> <p>(b) To approve the annual caps of the Strategic Cooperative Agreement; and</p> <p>(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.</p>	2,205,421,902 (99.31%)	15,319,000 (0.69%)
As more than 50% of the vote were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

Ordinary Resolutions		Number of votes (%)	
		For	Against
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.	2,205,424,902 (99.31%)	15,316,000 (0.69%)
As more than 50% of the vote were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.			

The description of the resolutions above is by way of summary only. Please refer to the SGM Notice for the full text of the above resolutions. Tricor Secretaries Limited, the Company's Hong Kong branch share registrar, was appointed as the scrutineer of the vote-taking at the SGM. As at the date of the SGM, the total number of issued shares of the Company was 4,581,631,935 shares, which was the total number of shares entitling the shareholders to attend and vote for or against the resolutions above proposed at the SGM. There were no Shares entitling the holders to attend and abstain from voting in favour at the SGM as set out in Rule 13.40 of the Listing Rules.

No Shareholder was required under the Listing Rules to abstain from voting on the resolutions at the SGM. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the SGM.

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

Hong Kong, 18 October 2016

As at the date of this announcement, 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.