

USI Holdings Limited

富聯國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

POLL RESULT OF SPECIAL GENERAL MEETING CONTINUING CONNECTED TRANSACTIONS

At the Special General Meeting of the Company held on 30 December 2008, the ordinary resolution approving the manufacturing agreement dated 4 December 2008 entered into by Gieves Limited and the proposed annual caps in relation thereto and authorising any one Director to do all such things as he may consider necessary to give effect to the same (the “Resolution”) was duly passed by the Independent Shareholders by way of poll.

Reference is made to the announcement dated 4 December 2008 and the shareholder circular dated 15 December 2008 (the “Circular”) respectively issued by the Company. Unless otherwise stated, terms defined in the Circular shall have the same meanings when used in this announcement.

RESULT OF THE SPECIAL GENERAL MEETING

As at the date of the SGM, the total number of Shares was 988,980,418. The Shareholders who are required by Rule 14A.18 of the Listing Rules to abstain from voting on the resolution including Wing Tai and its associates (the “Abstaining Shareholders”) were required to abstain from voting on the Resolution at the SGM. As at the date of the SGM, the Abstaining Shareholders were interested in aggregate in 500,890,609 Shares and, therefore, the total number of Shares held by the Independent Shareholders was 488,089,809. The Board confirms that the Abstaining Shareholders abstained from voting on the Resolution.

There were no Shares in respect of which their holders were only entitled to attend the SGM and vote against the Resolution.

A quorum was present throughout the SGM and the Company’s branch share registrars in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer for the vote-taking at the SGM. The result of the voting at the SGM is as follows:-

Ordinary Resolution (Details of which are set out in the SGM Notice)	Number of Votes (%)	
	For	Against
To approve the manufacturing agreement dated 4 December 2008 entered into by Gieves Limited and the proposed annual caps in relation thereto and to authorise any one Director to do all such things as he may consider necessary to give effect to the same.	158,857,417 (100%)	0 (0%)

Note The numbers of votes and percentages set out in the above table are based on the total number of Shares held by the Independent Shareholders who attended and voted at the SGM in person or by proxy or corporate representative.

Accordingly, the Resolution was duly passed by way of poll at the SGM.

By Order of the Board
USI Holdings Limited
Fung Ching Man, Janet
Company Secretary & Chief Financial Officer

Hong Kong, 30 December 2008

As at the date of this announcement, the directors of the Company are:

Executive directors:

Mr. Cheng Wai Chee, Christopher, Mr. Cheng Wai Sun, Edward, Mr. Cheng Man Piu, Francis, Mr. Chow Wai Wai, John, Mr. Ng Tak Wai, Frederick and Mr. Au Hing Lun, Dennis

Non-executive directors:

Mr. Kwok Ping Luen, Raymond, Mr. Wong Yick Kam, Michael (also an alternate to Mr. Kwok Ping Luen, Raymond), Mr. Hong Pak Cheung, William and Mr. Loh Soo Eng

Independent non-executive directors:

Mr. Simon Murray, Mr. Fang Hung, Kenneth and Mr. Yeung Kit Shing, Jackson

** For identification purpose only*