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USI HOLDINGS LIMITED

富聯國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 369)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 3 JUNE 2009

The Board is pleased to announce that all ordinary resolutions proposed at the AGM held on 3 June 2009 were duly passed by the Shareholders by way of poll.

At the Annual General Meeting of USI Holdings Limited (the “**Company**”) held on 3 June 2009 (“**AGM**”), a poll was demanded by the Chairman for voting on each of the proposed resolutions as set out in the notice of AGM dated 30 April 2009 as supplemented by a supplemental notice of AGM dated 19 May 2009.

The board of directors of the Company is pleased to announce that as more than 50% of the votes were cast in favour of each of the proposed resolutions, all such proposed resolutions were duly passed by the shareholders of the Company (the “**Shareholders**”) as ordinary resolutions. The poll results of the AGM are as follows:

	Ordinary Resolutions #	Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited financial statements and the Reports of the Directors and Auditor for the year ended 31 December 2008.	663,274,171 (100%)	0 (0%)
2.	To consider and declare a final dividend in respect of the year ended 31 December 2008.	663,406,171 (100%)	0 (0%)
3.	(a) To re-elect the following persons as Directors:		
	(i) Mr. Cheng Wai Chee, Christopher;	651,480,979 (98.2024%)	11,925,192 (1.7976%)
	(ii) Mr. Ng Tak Wai, Frederick;	663,364,171 (99.9937%)	42,000 (0.0063%)
	(iii) Mr. Au Hing Lun, Dennis;	663,364,171 (99.9937%)	42,000 (0.0063%)
	(iv) Mr. Wong Yick Kam, Michael;	651,348,979 (98.1825%)	12,057,192 (1.8175%)
	(v) Mr. Simon Murray.	651,170,979 (98.1557%)	12,235,192 (1.8443%)
	(b) To fix the amount of the Directors’ fee for the year ending 31 December 2009.	663,364,171 (100%)	0 (0%)
4.	To re-appoint PricewaterhouseCoopers as Auditor and to authorize the Directors to fix Auditor’s remuneration.	663,406,171 (100%)	0 (0%)

	Ordinary Resolutions #	Number of Votes (%)	
		For	Against
5.	To grant a general mandate to the Directors to allot and issue additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing of this resolution.	650,472,979 (98.0505%)	12,933,192 (1.9495%)
6.	To grant a general mandate to the Directors to exercise powers of the Company to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing of this resolution.	663,406,171 (100%)	0 (0%)
7.	To extend the general mandate granted to the Directors under Resolution No. 5 to allot and issue additional shares of the Company by the number of shares repurchased.	650,342,979 (98.0309%)	13,063,192 (1.9691%)

The full text of each Resolution is set out in the notice of AGM dated 30 April 2009.

As at the date of the AGM, the total number of shares of the Company (the “**Shares**”) in issue was 989,306,918 which was the total number of Shares entitling the holder to attend and vote for or against the resolutions at the AGM. None of the Shareholders have stated their intention in the circular dated 30 April 2009 of the Company to vote against any resolution or to abstain from voting at the AGM. There was no Shareholder who was entitled to attend the AGM and vote only against any of the resolutions.

Tricor Standard Limited, the Hong Kong branch share registrars of the Company, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

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

Hong Kong, 3 June 2009

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

Executive directors:

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

Non-executive directors:

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

Independent non-executive directors:

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

* For identification purpose only