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ENFIS GROUP PLC
(“Enfis” or the “Company”)

Placing to raise £2 million

Notice of General Meeting

Enfis, a leader in the design, development and manufacture of intelligent high power light emitting diode (LED) arrays and smart light engines, announces today that it is planning to raise £2 million (before expenses) through a conditional placing of 5,600,000 new Ordinary Shares with certain institutions and other investors at 36 pence per Placing Share subject to approval by shareholders at a General Meeting on the 7th April 2009.

It is intended that proceeds from the proposed Placing will be used to fund additional working capital for the Company and in particular provide additional overhead to support the operations of the Company in North America.

Attached to this announcement are extracts from the Circular which sets out the background to the proposals and further details on them. Copies of the Circular, including the Notice of the General Meeting, will be posted to shareholders today and are available free of charge for a period of one month at the Company’s registered office, Technium II, Kings Road, Swansea Waterfront, Swansea, SA1 8PJ, during normal business hours.

Shaun Oxenham, Chief Executive, commented: “The Board is very pleased with the institutional support we have received for the placing. The funds raised will provide the necessary working capital to service our strong sales pipeline in key volume markets such as North America and Europe.”

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The following information is an extract from the 'Circular' that will be posted to shareholders today.

Introduction

The Directors announced today that Enfis Group plc intends, subject to certain conditions, to raise £2.02 million before expenses (approximately £1.78 million after expenses), by way of a share placing.

It is intended that proceeds from the proposed Placing will be used to fund additional working capital for the Company, including financing the additional investment which will be required to support the expanding operations of the Company in North America. Further details of the Placing are set out in the section entitled "Details of the Placing" below. The Company has also today announced its preliminary results for the year ended 31 December 2008.

The Company was admitted to trading on AIM in March 2007 with a strategy to continue to develop its solid state lighting products and in particular to target the architectural, entertainment and retail segments of the illumination market. The £3.9 million (net of expenses) which the Company raised on admission, and £538,388 (before expenses) which it raised in a subsequent placing, has to date been used largely to complete development of the product set, complete the outsource manufacturing processes and put in place a significant sales pipeline. Additional funds through the proposed Placing are now required by the Company to progress its strategy, particularly with regard to enabling the Company to target the North American market and provide working capital for future growth.

The Placing is conditional, inter alia, upon the Company obtaining approval from its Shareholders to increase its authorised share capital, grant authority to the Directors to allot the Placing Shares and to disapply pre-emption rights which would otherwise apply to the allotment of the Placing Shares. The Placing is also conditional on Admission.

The purpose of this announcement is to explain the background to and reasons for the Placing, to explain why the Directors consider the Placing to be in the best interests of the Company and its Shareholders and why the Directors unanimously recommend that you vote in favour of the Resolutions to be proposed at the General Meeting. A notice convening a General Meeting to be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ at 12.00 p.m. on 6 April 2009, at which the Directors will seek your approval for the Resolutions, is to be found in the circular which will be sent to Shareholders today.

Background to and reasons for the Placing

The Company was admitted to AIM in March 2007, raising £3.9 million of funds to develop its technology and expand its production. When the Company listed on AIM it was at an early stage in its development with manufacturing, sales and product delivery defined but unproven.

During the last 18 months the Company has shipped products to customers at significant volume, which has proven the capabilities of its outsourced manufacturing processes. In terms of expanding its presence in the market, the Company has launched two additional products, the UNO Plus and QUATTRO MINI. In addition, the Company has launched the Lighting Evolution Centre – a facility where customers can examine the Company’s existing product range and discuss the adaptation of the Company’s products to suit their needs. The Company has also, since its admission to AIM, opened sales offices in North America and Shanghai and signed several volume supply contracts with customers. The Company is therefore well positioned to take advantage of an exciting opportunity in what continues to be a high-growth market.

The Placing is required to provide additional working capital to allow the Company to address any upside in current revenue forecasts that may occur, and to invest additional funding in the North American operation, to provide technical assistance to the sales office, which is intended to help accelerate revenue.

Current trading and prospects

Enfis is currently trading in line with market expectations. During the year ended 31 December 2008 the Company has delivered a 430% increase in revenue on the previous year, and a significant improvement in its gross margin. The markets that the Company targets are forecast to grow at approximately 45% CAGR over the next 2 years. The Company has maintained low levels of operational and financial gearing.

Results

The Company has today announced its preliminary results for the year to 31 December 2008 (“**Results**”). The Results are summarised below:

- Revenue up 430% to £1.6 million, in line with expectations (2007: £307,000)
- Gross profit of £605,000 (2007: £38,000)
- Year end cash of £641,000
- Reduced loss for the year of £1.3 million (2007: £1.9 million)
- Contracted approximately £800,000 of advance sales for 2009 and £2.2 million for 2010.

Details of the Placing

The Company announced today that it intends to raise approximately £2.02 million, £1.78 million net of expenses, through the issue of 5,600,000 new Ordinary Shares at the Placing Price pursuant to the Placing.

The Placing Price represents a discount of approximately 20 per cent. to the closing mid-market price of 45 pence per Ordinary Share as at 11 March 2009, the latest practicable date prior to the announcement of the Placing. The Placing Shares will, when issued, rank *pari passu* in all respects with the Existing Ordinary Shares, including the right to receive dividends and other distributions declared following Admission.

The Placing Shares will represent approximately 37.38 per cent. of the Enlarged Share Capital. The Placing is being made on a non pre-emptive basis as the time and costs associated with a pre-emptive offer are considered by the Directors to be excessive.

Application will be made by the Company for the Placing Shares to be admitted to trading on AIM. Subject to completion of the Placing, it is expected that the Placing Shares will be admitted to trading on AIM and that dealings in the Placing Shares will commence at 8.00 a.m. on 7 April 2009.

The issue of the Placing Shares is conditional, inter alia, upon:

- a) the approval of the Resolutions at the General Meeting;
- b) the Placing Agreement becoming unconditional in all respects and not having been terminated in accordance with its terms; and
- c) Admission;

in each case by no later than 8.00 a.m. on 7 April 2009 (or such later time and date as the Company and Noble may agree, being not later than 20 April 2009).

Pursuant to the terms of the Placing Agreement, Noble has conditionally agreed to use its reasonable endeavours, as agent to the Company, to place the Placing Shares at the Placing Price with certain institutional and other investors. The above obligations are subject to certain conditions including those listed above.

In consideration of its services in connection with the Placing, the Company will pay to Noble an advisory fee of £60,000, a commission of 6 per cent. of the aggregate value at the Placing Price of the Placing Shares placed by Noble and a commission of 0.5 per cent. of the aggregate value at the Placing Price of the Placing Shares placed by Finance Wales plc and certain high net worth individuals, together with all reasonable expenses and any applicable value added tax.

The Placing Agreement contains warranties given by the Company with respect to its business and the Group and certain matters connected with the Placing. In addition, the Company has given certain indemnities to Noble in connection with the Placing and Noble's performance of services in relation to the Placing. Noble is entitled to terminate the Placing Agreement in specified circumstances.

The DPSP Plan

At its annual general meeting in 2008, the Company adopted the DPSP Plan by special resolution. The terms of the DPSP Plan permitted the Company to establish an employee

benefit trust for the purpose of assisting with the incentivisation of the executive directors of the Company.

Following consideration, the Directors wish to amend the rules of the DPSP Plan so that any employee of the Company could be a participant, as this would better enable the Company to incentivise key employees.

The Directors have accordingly proposed Resolution 4 for consideration at the General Meeting which, if passed, will amend the rules of the DPSP Plan. The amendment to be made is to amend the definition of "Participants" from the executive directors to any employee of the Company.

Working capital

The Directors are of the opinion that, having made due and careful enquiry and having regard to the proceeds of the Placing receivable by the Company, the working capital available to the Group will be sufficient for its present requirements, that is, for at least the next twelve months from the date of Admission.

Lock-in arrangements

Each of the Directors has undertaken to the Company and Noble that, except in certain limited circumstances, they will not dispose of any interest in the Ordinary Shares held by them as at the date of the Placing for a period of 6 months from the date of the Placing without the consent of Noble.

Furthermore, for a further period of 6 months the Directors have undertaken only to dispose of any Ordinary Shares through Noble, or the Company's broker from time to time.

Directors' Shareholdings

The beneficial and non-beneficial interests of the Directors in Ordinary Shares (not including unexercised options over the Ordinary Shares) on the date of this document and following the Placing are set out below:

<i>Name</i>	<i>Number of Ordinary Shares prior to the Placing</i>	<i>Percentage of the issued ordinary share capital prior to the Placing</i>	<i>Number of Ordinary Shares following the Placing</i>	<i>Percentage of issued ordinary share capital following the Placing</i>
Simon Gibson ¹	nil	nil	18,000	0.12%
Shaun Oxenham	40,368	0.43%	40,368	0.27%
Giles Davies	nil	nil	nil	nil
Gareth Jones	37,794	0.40%	37,794	0.25%
Drew Nelson	809,274	8.63%	944,274	6.30%
Ron Jones	nil	nil	45,000	0.30%
John Thynne	5,268	0.06%	5,268	0.04%
	892,704		1,090,704	

1 Simon Gibson is a director of Wesley Clover Wales Limited, which holds 1,750,854 Ordinary Shares

The above table reflects the stated intentions of Drew Nelson, Ron Jones and Simon Gibson to subscribe for 135,000 Placing Shares, 45,000 Placing Shares and 18,000 Placing Shares respectively.

The following options over the Ordinary Shares are held by the Directors pursuant to the Share Option Schemes:

<i>Name</i>	<i>Options at the exercise price of 0.1 pence</i>	<i>Options at the exercise price of £1.15¹</i>	<i>Options at the exercise price of 72 pence²</i>	<i>Total Options</i>
Simon Gibson	30,000	3,000	9,000	42,000
Shaun Oxenham	180,000	15,000	54,000	249,000
Giles Davies	nil	15,000	60,000	75,000
Gareth Jones	180,000	15,000	54,000	249,000
Drew Nelson	nil	3,000	9,000	12,000
Ron Jones	nil	3,000	9,000	12,000
John Thynne	30,000	3,000	9,000	42,000

1 – 25% of each Director's holding of these options cannot be exercised until 2 January 2010

2 – 25% of each Director's holding of these options cannot be exercised until 2 January 2010, and a further 25% cannot be exercised until 2 January 2011

The above share interests (both issued shares and options) held by the Directors at the date of this document represent 14.92 per cent. of the Company's current fully diluted issued share capital (shares and options in issue).

General Meeting and action to be taken

A notice convening the General Meeting to be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ at 12.00 p.m. on 6 April 2009 is set out in the circular which will be sent to shareholders today. The Resolutions to be proposed at that meeting are to empower the Directors to allot equity securities for cash and to do so otherwise than in accordance with the statutory pre-emption provisions, as set out in the Companies Act, in connection with the Placing and otherwise.

Resolution 1 proposes to increase the authorised share capital of the Company from £1,500,000 to £2,500,000 (an increase of 66 per cent.) by the creation of 10,000,000 new Ordinary Shares of 10 pence each, ranking pari passu in all respects with the Existing Ordinary Shares in the capital of the Company. This is being proposed in order to maintain the headroom required by the Share Option Schemes and to allow the Company the flexibility to make further share issues in the future, although no such share issues are currently contemplated or will be authorised pursuant to the Resolutions.

The authority proposed to be given to the Directors to allot further Ordinary Shares in the capital of the Company requires the prior authorisation of the Shareholders at a general meeting under Section 80 of the Companies Act. Following the passing of Resolution 2, the Directors will have authority to allot new Ordinary Shares in an aggregate nominal amount of up to £588,000. This authority will be in addition to any existing authorities which have been granted to the Directors.

Following the passing of Resolution 3 the Directors will have authority under section 95 of the Companies Act to allot, for cash, new Ordinary Shares in an aggregate nominal amount of up to £588,000 (being the total aggregate value of the Placing Shares plus five per cent., in line with the Company's usual practice and the authority granted at the Company's 2008 annual general meeting), without being required first to offer such securities to Shareholders in accordance with statutory pre-emption rights. This authority will be in addition to any existing authorities which have been granted to the Directors. If Resolution 4 is passed, the DPSP Plan rules will be amended to enable any employee of the Company to be eligible to be a participant in the DPSP Plan.

A Form of Proxy for use by Shareholders in connection with the General Meeting is to be sent in conjunction with the circular being sent to Shareholders today. Whether or not you propose to attend the General Meeting in person, you are requested to complete the Form of Proxy in accordance with the instructions printed on it and to return it to the Company's Registrars, Capita Registrars Limited, The Proxy Department, PO Box 25, Beckenham, Kent, BR3 4BR, as soon as possible and in any event so as to arrive no later than 12.00 p.m. on 4 April 2009. Completion and return of the Form of Proxy will not preclude you from attending the General Meeting and voting in person should you so wish.

Enterprise Investment Scheme ("EIS") and Venture Capital Trust ("VCT")

The Company has received confirmation from Her Majesty's Revenue & Customs that it is a qualifying company and that the Placing Shares are eligible shares under the EIS legislation, and that the Company is a qualifying holding under the VCT legislation.

The availability of tax reliefs under the EIS and VCT legislation will depend, inter alia, upon the investor and the Company satisfying certain qualifying conditions, some of which must be satisfied for a future period of not less than three years. The Company cannot guarantee that it will conduct its activities so as to maintain its status under the EIS and VCT legislation, although the Directors do intend to do so in so far as possible.

This document does not constitute tax advice. Investors should consult appropriate professional advisers.

Recommendation

The Directors consider the terms of the Placing and the amendments to the terms of the DPSP Plan to be in the best interests of the Company and accordingly recommend that you vote in favour of the Resolutions at the General Meeting as they intend to do in respect of their own holdings of Ordinary Shares, representing 892,704 Ordinary Shares, being 9.51 per cent. of the current issued ordinary share capital of the Company.

Yours faithfully,

Simon Gibson
Chairman

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise:

“Admission”	admission of the Placing Shares to trading on AIM becoming effective in accordance with the AIM Rules;
“AIM”	AIM, a market regulated by the London Stock Exchange;
“AIM Rules”	the rules for AIM companies and their nominated advisers published by the London Stock Exchange governing admission to and the operation of AIM (as amended from time to time);
“CAGR”	compound annual growth rate;
“Companies Act”	the Companies Act 1985 (as amended) or the Companies Act 2006 to the extent in force at the date of this document;
“Company”	Enfis Group plc, a company incorporated and registered in

	England and Wales with company number 6133765;
“CREST”	the United Kingdom paperless share settlement system of which Euroclear UK & Ireland Limited is the Operator (as defined in the Uncertificated Securities Regulations 2001 (SI 2001/3755));
“Directors”	the directors of the Company, whose names are set out on page 5 of this document;
“DPSP Plan”	The Enfis Group plc Deferred Payment Share Purchase Plan, adopted by the Company at its 2008 annual general meeting
“Enlarged Share Capital”	the Company’s issued share capital immediately after the completion of the Placing;
“Existing Ordinary Shares”	the existing Ordinary Shares in issue at the date of this document, prior to the Placing;
“Form of Proxy”	the form of proxy enclosed with this document for use by Shareholders in connection with the General Meeting;
“FSA”	the UK Financial Services Authority;
“General Meeting”	the General Meeting of the Company to be held at the offices of Dechert LLP, 160 Queen Victoria Street, London EC4V 4QQ at 12.00 p.m. on 6 April 2009, notice of which is set out at the end of this document;
“Group”	the Company and its subsidiaries from time to time;
“London Stock Exchange”	London Stock Exchange plc;
“Noble”	Noble & Company Limited;
“Ordinary Shares”	the ordinary shares of 10 pence each in the capital of the Company;
“Placing Agreement”	the conditional agreement dated 11 March 2009 between Noble and the Company, relating to the Placing;
“Placing Price”	36 pence per Placing Share;
“Placing”	the proposed placing by Noble, as agent for the Company, of the Placing Shares at the Placing Price on the terms of the Placing Agreement;
“Placing Shares”	5,600,000 new Ordinary Shares to be allotted on the terms of the Placing Agreement;

“Resolutions”	the resolutions to be proposed at the General Meeting, as set out in the notice of General Meeting at the end of this document;
“Shareholders”	holders of Ordinary Shares at the date of this document;
“Share Option Schemes”	the Enterprise Management Incentive Share Option Scheme and the Executive Share Option Scheme; and
“UK”	the United Kingdom of Great Britain and Northern Ireland.