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星 美 國 際

SMI CORPORATION LIMITED
(Provisional Liquidator Appointed)

星美國際集團有限公司*

(已委任臨時清盤人)

(Incorporated in Bermuda with limited liability)

(Stock Code: 198)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting (the “SGM”) of SMI Corporation Limited (Provisional Liquidator Appointed) (the “Company”) will be held at the Auditorium, Duke of Windsor Social Service Building, G/F, No. 15 Hennessy Road, Wanchai, Hong Kong on Friday, 8 May 2009 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing the following special resolutions of the Company:

SPECIAL RESOLUTIONS

1. It is hereby resolved THAT (i) the authority of the board of directors of the Company (the “Board”) in relation to the execution of the engagement letter with Messrs. Ting Ho Kwan & Chan, CPA and Messrs. Cheung & Siu, CPA (“THKC and CS”) on 4 June 2007 be and are hereby confirmed; (ii) the appointment of THKC and CS as joint auditors of the Company on 4 June 2007 be and are hereby confirmed and approved; (iii) acts done by THKC and CS in their capacity as joint auditors of the Company, including but not limited to, the audit of the Company’s financial statements for the years ended 31 March 2005, 31 March 2006 and 31 March 2007, and the signing off of the Company’s financial statements for the years ended 31 March 2005, 31 March 2006 and 31 March 2007 after the conclusion of the SGM, be and are hereby confirmed; and (iv) the authority of the Board in fixing the remuneration of the said joint auditors be confirmed.

2. It is hereby resolved THAT (i) the authority of the Board in relation to the execution of the engagement letter with Messrs. ANDA CPA Limited (“ANDA”) on 9 September 2008 be and are hereby confirmed; (ii) the appointment of ANDA as auditor of the Company on 9 September 2008 and to hold office until the conclusion of the next annual general meeting of the Company be and are hereby confirmed and approved; and (iii) the authority of the Board in fixing the remuneration of ANDA be confirmed.

SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company was suspended from 11:04 a.m. on 28 April 2005 and will remain suspended until further notice.

By Order of the Board
SMI Corporation Limited
(Provisional Liquidator Appointed)
LIU Xianbo
Executive Director

Hong Kong, 16 April 2009

Notes:

- (i) A member of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a member of the Company.
- (ii) To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s Share Registrar in Hong Kong, Tricor Progressive Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM should you wish to do so.
- (iii) Where there are joint holders of any share of the Company (the “Share”), any one of such joint holders may vote at the SGM either personally or by proxy, in respect of such Share as if he or she was solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy then the one of such joint holders so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote at the SGM thereof.

As at the date of this announcement, the Board comprises 7 directors, of which 4 are executive directors, namely Mr. Li Kai, Mr. Hao Bin, Mr. Liu Xianbo and Ms. Horfuangfung Wei Ho; and 3 are independent non-executive directors, namely Mr. Lam Tak Shing, Harry, Mr. Pang Hong and Mr. Qiao Zhen Pu.

** For identification purposes only*