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星美控股

SMI HOLDINGS GROUP LIMITED

星美控股集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 198)

**APPOINTMENT OF DIRECTORS
AND
RESIGNATION OF EXECUTIVE DIRECTORS
AND
CHANGE OF COMPANY SECRETARY
AND AUTHORISED REPRESENTATIVE**

APPOINTMENT OF DIRECTORS

The Board of Directors (the “**Board**”) of SMI Holdings Group Limited (the “**Company**”) is pleased to announce that Mr. ZHANG Yongdong and Mr. LI Xuan have been appointed as Non-executive Director of the Company and Mr. ZHOU Lin has been appointed as the Executive Director of the Company with effect from 1 July 2015.

Mr. ZHANG Yongdong, aged 39, is the chairman and the CEO of Hawking Capital Management Group Limited* (行健資本管理集團) and the chairman of Dongfang Enterprise Group* (東方企業集團公司). Meanwhile, Mr. ZHANG also serves as the vice chairman of Federation of Hong Kong Jiangsu Youth and president of Jiangsu Overseas Friendship Association (江蘇海外聯誼會). Mr. ZHANG has over 18 years’ experience in investment, finance and management, and has extensive experience in corporate merger and acquisition and direct investment business.

Mr. LI Xuan, aged 43, is currently the head of technology investments of HOPU Investment Management Company (“**HOPU**”). Mr. Li has over 10 years’ experiences in the financial industry. Mr. Li has successfully invested in several outstanding enterprises, including well-known companies such as Xiaomi Technology Co., Ltd. He has been working with HOPU for three years and before that he worked in financial industry for more than 10 years including Dresdner Bank AG, CICC.

Mr. ZHOU Lin, aged 52, obtained an degree in Computer and Communications from Beijing University of Posts and Telecommunications in 1984 and a qualified engineer in the People’s Republic of China. Mr. ZHOU has over 30 years’ experience in computer and software related industry. Mr. ZHOU was the deputy general manager of Tongding Interconnection Information Co., Ltd. (通鼎互聯信息股份有限公司), whose shares are listed on the Shanghai Exchange Limited. As a Director of the Company, Mr. ZHOU will be entitled to receive a director’s fee of HK\$1,000,000 per annum. Such fee will be paid in proportion to the actual length of services served by him. The level of the aforesaid fee was determined with reference to the duties and responsibilities with the Company and prevailing market conditions. In accordance with the bye laws of the Company, Mr. ZHOU will hold office until the next following general meeting of the Company and shall then be eligible for re-election by the shareholders for a term of approximately three years.

Each of Mr. ZHANG and Mr. LI is not appointed for a specific term and he is subject to retirement by rotation and re-election in accordance with the Company’s bye laws. Each of Mr. ZHANG and Mr. LI will be entitled to receive a director fee to be determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities, his qualifications, experiences, the prevailing market conditions and the Company’s remuneration policy.

Save as disclosed herein, each of Mr. ZHANG, Mr. LI and Mr. ZHOU has not at any time during the three years preceding the date of this announcement served nor is currently serving as a director of any other publicly listed companies in Hong Kong or overseas. As at the date of this announcement, Mr. ZHANG, Mr. LI and Mr. ZHOU does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and has no relationships with any directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Save as disclosed in this announcement, the Board is not aware of any other information that are required to be disclosed pursuant to paragraphs (h) to (v) of Rules 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other matters that need to be brought to the attention of the shareholders of the Company.

The Board would like to extend its warmest welcome to Mr. ZHANG, Mr. LI and Mr. ZHOU to join the Board.

RESIGNATION OF EXECUTIVE DIRECTORS

The Board also announces that Mr. NG Kam Tsun, Mr. XI Qing and Mr. LI Yige have tendered their resignations as executive Director of the Company respectively with effect from 1 July 2015 due to their desires to devote more time to other business commitments.

Each of Mr. NG Kam Tsun, Mr. XI Qing and Mr. LI Yige has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange in respect of his resignation.

The Board would like to take this opportunity to express its appreciation to Mr. NG Kam Tsun, Mr. XI Qing and Mr. LI Yige for their invaluable contributions to the Group in the past.

CHANGE OF COMPANY SECRETARY AND AUTHORISED REPRESENTATIVE

The Board announces that with effect from 1 July 2015, Mr. NG Kam Tsun has also stepped down from his role as company secretary of the Company (the “**Company Secretary**”) and ceased to act as an authorised representative of the Company (the “**Authorised Representative**”) under Rule 3.05 of the Rules Governing the Listing Rules on the Stock Exchange. Mr. NG has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation as the Company Secretary which needs to be brought to the attention of the shareholders of the Company and following his resignation. Mr. YANG Rongbing, executive Director of the Company, will act as an authorized representative. Company secretarial functions will be temporarily performed by Mr. PANG Chung Fai, Benny with effect from 1 July 2015.

Mr. Pang Chung Fai Benny, aged 42, is the managing partner of Pang & Co., a firm of solicitors in Hong Kong in association with Loeb & Loeb LLP. He was a partner of Salans Hong Kong, an international law firm, from March 2010 to May 2012. Between 1997 and 2009, Mr. Pang practised as a lawyer with several international law firms in Hong Kong and Sydney. Mr. Pang received his bachelor's degree in laws from Bond University in 1996. He was a solicitor of the High Court of Hong Kong in 2009. He is a member of both the Law Society of New South Wales and the Law Society of Hong Kong.

The Board would like to express its appreciation for Mr. NG's valuable contribution to the Company during his tenure of service as the company secretary.

By order of the Board of
SMI Holdings Group Limited
CHENG Chi Chung
Executive Director and Chief Executive Officer

Hong Kong, 30 June 2015

As at the date of this announcement, the executive Directors are Mr. CHENG Chi Chung, Mr. YANG Rongbing, Mr. NG Kam Tsun, Mr. XI Qing and Mr. LI Yige; the independent non-executive Directors are Mr. PANG Hong, Mr. LI Fusheng and Mr. KAM Chi Sing.

* *for identification purpose*