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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)

**(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE; AND
(3) CHANGE OF COMPANY SECRETARY**

(1) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of SMI Holdings Group Limited (the “**Company**”) is pleased to announce that Mr. Wong Shui Yeung (“**Mr. Wong**”) was appointed as an independent non-executive Director and the Chairman of the audit committee of the Company (the “**Audit Committee**”), with effect from 13 April 2017.

Mr. Wong, aged 46, is currently the financial controller and company secretary of LT Commercial Real Estate Limited (Stock code: 112), the shares of which are listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). He is a practising member and fellow of Hong Kong Institute of Certified Public Accountants and a member of Hong Kong Securities and Investment Institute, and holds a bachelor degree in business administration majoring in accounting from the Hong Kong Baptist University. From 2001 to 2016, Mr. Wong was the chief financial officer of ZH International Holdings Limited (Stock code: 185), the shares of which are listed on the Main Board of the Stock Exchange. Between 2009 and 2013, Mr. Wong was also the chief financial officer of SingHaiyi Group Limited (Stock code: 5H0), the shares of which are listed on the Catalist of the Singapore Exchange Securities Trading Limited.

Mr. Wong 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. Mr. Wong will be entitled to receive a director's fee to be determined by the Board and the remuneration committee of the Company with reference to his duties and responsibilities, qualifications, experience, the prevailing market conditions and the Company's remuneration policy.

Mr. Wong has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**").

Save as disclosed herein, Mr. Wong 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. Wong 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 relationship 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 Rule 13.51(2) of the Listing Rules 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. Wong to join the Board.

(2) CHANGE IN COMPOSITION OF THE AUDIT COMMITTEE

With effect from 13 April 2017, Mr. Wong has been appointed as the Chairman of the Audit Committee and Mr. Pang Hong, previously the Chairman of the Audit Committee, has been re-designated as a member of the Audit Committee.

Following the above changes, the number of independent non-executive Directors has satisfied the minimum number as stipulated under Rules 3.10(1) and 3.10A of the Listing Rules. Mr. Wong possesses the professional qualifications as required under Rule 3.10(2) of the Listing Rules and as such, the Company has also complied with the said rule as well as Rule 3.21 of the Listing Rules regarding the composition of the Audit Committee following the appointment of Mr. Wong as an independent non-executive Director.

(3) CHANGE OF COMPANY SECRETARY

The Board announces that Mr. Lou Sai Tong (“**Mr. Lou**”) has tendered his resignation as the company secretary of the Company with effect from 13 April 2017 to pursue other career opportunities. Mr. Lou confirmed that he has no disagreement with the Board and there are no circumstances relating to his resignation which need to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board is pleased to announce that Mr. Tsang Chun Yiu (“**Mr. Tsang**”) has been appointed as the company secretary of the Company with effect from 13 April 2017.

Mr. Tsang Chun Yiu, aged 47, has more than 20 years of extensive experience in finance and accounting, direct investment and equity capital markets operations. Mr. Tsang also has company secretarial services experience. Mr. Tsang is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Institute of Chartered Accountants in England and Wales. Mr. Tsang graduated with a Master of Arts Degree from Macquarie University, Australia and a Master of Science Degree in Project Management from Curtin University of Technology, Australia.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Lou for his contribution to the Company during his tenure of office and welcome Mr. Tsang for his new appointment.

By Order of the Board
SMI Holdings Group Limited
YANG Rongbing

Chief Executive Officer and Executive Director

Hong Kong, 13 April 2017

As at the date of this announcement, the executive Directors are Mr. CHENG Chi Chung, Mr. YANG Rongbing and Mr. KONG Dalu; the non-executive Directors are Dr. YAP Allan and Mr. HUNG Ka Hai Clement; and the independent non-executive Directors are Mr. PANG Hong, Mr. LI Fusheng and Mr. WONG Shui Yeung.