

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**SMI Publishing Group Limited**

**星美出版集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8010)**

**CHANGES IN EXECUTIVE DIRECTORS,  
INDEPENDENT NON-EXECUTIVE DIRECTORS,  
AUTHORIZED REPRESENTATIVES AND CHAIRMAN**

The Board is pleased to announce that, with effect from 5 August 2011:

- (1) Mr. Xie Hai Yu has been appointed as executive director and Chairman of the Company;
- (2) Mr. Tian Bing Xin has been appointed as executive director and replaces Mr. Ma Shui Cheong as authorised representative of the Company;
- (3) Mr. Dong Bao Qing has been appointed as executive director of the Company;
- (4) Mr. Liu Shang Ping has been appointed as independent non-executive director, member of the Audit Committee and the Remuneration Committee of the Company;
- (5) Messrs. Yu Wai Ying, Sammy, Lau Henry and Wong Ching Yip have resigned as executive directors of the Company;
- (6) Mr. Hung Yat Ming has resigned as independent non-executive director and member of the Audit Committee and the Remuneration Committee of the Company; and

The Board also announces that, with effect from 31 July 2011:

- (7) Ms. Chung Tam Ling Rossetti has ceased to be the Chief Executive Officer of the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTOR AND CHAIRMAN**

The board of directors (the “Board”) of SMI Publishing Group Limited (the “Company”) is pleased to announce that Mr. Xie Hai Yu (“Mr. Xie”) has been appointed as executive director and chairman of the Company with effect from 5 August 2011.

Mr. Xie, aged 47, graduated from South China University of Technology majoring in Industrial Management Engineering in Guangdong Province, the PRC, and completed the study of EMBA programme from Sun Yat-sen University in Guangzhou in 2001. From 1983, Mr. Xie organized and participated in the construction and management of various domestic projects, including the engineering construction projects of large scale naval ports, airports and barracks. Mr. Xie has over 28 years of experience in engineering construction and management field. Currently, Mr. Xie serves as the chairman of the board of a property development corporation in the PRC, business of which covers more than 10 cities and regions including Guangzhou, Foshan, Zhengzhou, Changsha, Nanning, Qingdao, Guiyang and Haikou. Mr. Xie has over 19 years of experience in property development and corporate management.

Save as disclosed above, Mr. Xie does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and Mr. Xie has not held any directorship in the last three year in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this announcement, Mr. Xie does not have any interests in the shares of the company within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”).

Mr. Xie has not been appointed for a specific term. He will hold the office until the next annual general meeting of the Company and will retire at that general meeting, but will be eligible for re-election in accordance with the articles of association of the Company. Mr. Xie’s director remuneration will be determined by the Remuneration Committee of the Company with reference to his duties and responsibilities within the Company and the market benchmark.

Save as disclosed herein, there is no information relating to Mr. Xie that is required to be disclosed pursuant to paragraphs (h) to (v) of Rules 17.50(2) of the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange (the “GEM Listing Rules”) nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTOR AND CHANGE IN AUTHORISED REPRESENTATIVE**

The Board further announces that with effect from 5 August 2011, Mr. Tian Bing Xin (“Mr. Tian”) has been appointed as executive director and replaces Mr. Ma Shui Cheong as authorised representative of the Company with effect from 5 August 2011.

Mr. Tian, aged 55, graduated from Inner Mongolia University, PRC majoring in Chinese Language and obtained a Bachelor of Arts Degree in 1982. Mr. Tian also obtained a Doctor of Laws Degree from Jinan University in Guangzhou City, Guangdong Province, the PRC. Mr. Tian holds a title of Senior Economist in the PRC. Mr. Tian has extensive experience in media industry. He joined Xinhua News Agency after he graduated in 1982 and held various positions including the director of Politics Press Room of Inner Mongolia Branch of Xinhua News Agency, the deputy general manager of Economic Information Daily of Xinhua News Agency, the director of Politics, Culture and Education Press Room of Guangdong Branch of Xinhua News Agency, and the head of Guangzhou Reporter Station of Xinhua News Agency. Mr. Tian also held senior management positions in domestic large-scale enterprises, which included a director of office of Guangdong International Trust and Investment Company Limited (廣東國際信託投資有限責任公司) and the general manager of Guangdong Trust Housing Development Company (廣東省信託房產開發公司) and has accumulated extensive experience in administrative management. Mr. Tian is currently deputy secretary general of China Society for the Promotion of Ecological Ethics, a member of Guangdong Senior Economist Evaluation Committee (廣東省高級經濟師評委會委員), and part-time professor of College of Journalism and Communication of Jinan University. Mr. Tian had published a number of books, among which, the 《PRC’s No. 1 Certificate》 (《中國第一證件》) obtained the PRC’s First National Books Wenjin Nomination Award (中國首屆國家圖書文津提名獎).

Currently, Mr. Tian is a non-executive director of Jonjee Hi-tech Industrial And Commercial Holding Company Limited (中炬高新技術實業(集團)股份有限公司), the securities of which are listed on Shanghai Stock Exchange (Stock code: 600872) since May 2008 and also an independent director of Devotion Energy Group Limited, the securities of which are listed on Singapore Stock Exchange (stock code: 1523) from January 2005 to February 2009.

Save as disclosed above, Mr. Tian does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and Mr. Tian has not held any directorship in the last three year in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this announcement, Mr. Tian does not have any interests in the shares of the company within the meaning of Part XV of the SFO.

Mr. Tian has not been appointed for a specific term. He will hold the office until the next annual general meeting of the Company and will retire at that general meeting, but will be eligible for re-election in accordance with the articles of association of the Company. He will be entitled to a director’s fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark.

Save as disclosed herein, there is no information relating to Mr. Tian that is required to be disclosed pursuant to paragraphs (h) to (v) of Rules 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

## **APPOINTMENT OF EXECUTIVE DIRECTORS**

The Board further announces that Mr. Dong Bao Qing (“Mr. Dong”) has also been appointed as executive directors of the Company with effect from 5 August 2011.

Mr. Dong, aged 48, holds a Bachelor of Arts Degree from Central China Normal University in the Hubei Province, the PRC. Mr. Dong is a senior media worker and has over 20 years experience in the media industry. He has worked at Guangzhou Daily Press (廣州日報社) (“Gangzhou Daily”) since 1989, he served as head of Information Department of Guangzhou Daily (廣州日報新聞部主任), technical director of Guangzhou Daily Group (廣州日報報業集團技術處長), vice president and chief editor of Guangzhou Morning Post (廣州英文早報副社長兼總編輯), standing vice director of interview centre for special issues of Guangzhou Daily (廣州日報特刊採訪中心常務副主任), and chief editor of Science Pioneer Newspaper (科學先驅報總編輯). Mr. Dong also has extensive experience in digitalization media, and is one of the pioneers of the internet media in the PRC. Mr. Dong was the first officer in e-version of Guangzhou Daily (廣州日報電子版) and the chief executive officer of Dayoo.com (大洋網), the first gateway website in South China. Mr. Dong currently acts as president of Guangzhou Mailoutong Information Communication Company Limited (廣州買樓通資訊傳播有限公司) and president of Guangzhou Jin Cai Network Technology Company Limited (廣州精彩網絡科技有限公司).

Save as disclosed above, Mr. Dong does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and Mr. Dong has not held any directorship in the last three year in other public companies the securities of which are listed on any securities market in Hong Kong or overseas. As at the date of this announcement, Mr. Dong does not have any interests in the shares of the company within the meaning of Part XV of the SFO.

Mr. Dong has not been appointed for a specific term. He will hold the office until the next annual general meeting of the Company and will retire at that general meeting, but will be eligible for re-election in accordance with the articles of association of the Company. Mr. Dong will be entitled to a director’s remuneration to be determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark.

Save as disclosed herein, there is no information relating to Mr. Dong that is required to be disclosed pursuant to paragraphs (h) to (v) of Rules 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND CHANGE OF MEMBER OF THE AUDIT COMMITTEE AND THE REMUNERATION COMMITTEE**

The Board is also pleased to announce that with effect from 5 August 2011, Mr. Liu Shang Ping (“Mr. Liu”) has been appointed as an independent non-executive director of the Company. Mr. Liu will replace Mr. Hung Yat Ming as a member of the Audit Committee and the Remuneration Committee of the Company.

Mr. Liu, aged 34, graduated from Hefei University of Technology in Anhui Province, the PRC. Mr. Liu has many years’ experience in business management. Mr. Liu currently acts as a member of experts committee of Shenzhen Cypress Capital Co., Ltd. (深圳市龍柏投資管理有限公司) and vice president of Huanggang Branch of Lions Clubs International.

Save as disclosed above, Mr. Liu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company and Mr. Liu has not held any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. As at the date of this announcement, Mr. Liu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu has not been appointed for a specific term. He will hold the office until the next annual general meeting of the Company and will retire at that general meeting, but will be eligible for re-election in accordance with the articles of association of the Company. Mr. Liu will be entitled to a director’s fee to be determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company and the market benchmark.

Save as disclosed herein, there is no information relating to Mr. Liu that is required to be disclosed pursuant to paragraphs (h) to (v) of Rules 17.50(2) of the GEM Listing Rules nor are there any other matters that need to be brought to the attention of the shareholders of the Company.

## **RESIGNATION OF EXECUTIVE DIRECTORS AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board further announces that with effect from 5 August 2011,

- (1) Mr. Yu Wai Ying, Sammy (“Mr. Yu”) has resigned as executive director of the Company due to the need to focus on his personal development;
- (2) Mr. Lau Henry (“Mr. Lau”) has resigned as executive director of the Company due to the need to pursue other career opportunities which require him to devote more time and effort;

- (3) Mr. Wong Ching Yip (“Mr. Wong”) has resigned as executive director of the Company due to the need to pursue other career opportunities which require him to devote more time and effort; and
- (4) Mr. Hung Yat Ming (“Mr. Hung”) has resigned as independent non-executive director, member of the Audit Committee and the Remuneration Committee of the Company to pursue other career opportunities which require him to devote more time and effort.

Each of Mr. Yu, Mr. Lau, Mr. Wong and Mr. Hung has confirmed to the Company that (i) there are not any claims against the Company in respect of each of their resignation; (ii) there are not any disagreements with the Board; and (iii) there is no other matter in relating to each of their resignation that needs to be brought to the attention of the shareholders of the Company or to the Stock Exchange.

The Board would like to express its appreciation to Mr. Yu, Mr. Lau, Mr. Wong and Mr. Hung for their valuable contributions to the Company during their term of services.

## **CESSATION OF CHIEF EXECUTIVE OFFICER**

The Board further announces that with effect from 31 July 2011, Ms. Chung Tam Ling Rossetti, also alias Ms. Rossetti Yip ceased to be the CEO of the Company.

The Board is presently identifying a suitable candidate to be appointed as the new CEO and will make further announcement upon such appointment. Prior to identifying a suitable candidate, the duties and responsibilities of the new CEO will be shared among the members of the Board.

## **SUSPENSION OF TRADING**

Suspension in the trading of the shares of the Company since 28 April 2005 will continue until the Company submits a viable resumption proposal.

By Order of the Board  
**SMI Publishing Group Limited**  
**Ma Shui Cheong**  
*Executive Director*

Hong Kong, 5 August 2011

*As at the date of this announcement, the board of directors of the Company comprises eight directors, of which four are executive directors, namely, Messrs. Xie Hai Yu, Tian Bing Xin, Dong Bao Qing and Ma Shui Cheong; one is non-executive director, Mr. Ip Wing Lun and three are independent non-executive directors, namely Messrs. Kong Tze Wing, Pan Chik and Liu Shang Ping.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with to the GEM Listing Rules for the purpose of giving information with regard, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least 7 days from the date of its posting.*

*\* For identification purpose only*