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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of SMI Holdings Group Limited (the “**Company**”) will be held at Forum Room II-III, Basement 2, Regal Hongkong Hotel, 88 Yee Wo Street, Causeway Bay, Hong Kong on Thursday, 2 June 2016 at 3:00 p.m. for the following purposes:

**Ordinary Business**

1. To receive and consider the audited financial statements and the reports of the directors of the Company and the independent auditors’ report of the Company and its subsidiaries for the year ended 31 December 2015.
2. To re-elect the following retiring directors of the Company and to authorise the board of directors of the Company to fix the directors’ remuneration:–
  - (i) to re-elect Mr. YANG Rongbing as an executive director of the Company;
  - (ii) to re-elect Mr. ZHOU Lin as an executive director of the Company;
  - (iii) to re-elect Mr. ZHANG Yongdong as a non-executive director of the Company;
  - (iv) to re-elect Mr. LI Xuan as a non-executive director of the Company;

- (v) to re-elect Mr. PANG Hong as an independent non-executive director of the Company; and
  - (vi) to authorise the board of directors of the Company to fix the directors' remuneration.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the board of directors to fix the auditor's remuneration; and
  4. To declare a final dividend for the year ended 31 December 2015.

### **Special Business**

To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

5. **“THAT:**
  - (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares (each **“Share”**) in the capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of the Shares which may be repurchased by the Directors pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the approval given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting of the Company.”

6. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares, which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares), which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of warrants issued by the Company or any securities which are convertible into Shares, or (iii) any option scheme or similar arrangement for the time being adopted for the grant

or issue to Directors and/ or employees of the Company and/or any of its subsidiaries of shares or rights to acquire Shares or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company from time to time, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval given under this resolution in paragraph (a) above shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of the approval given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting of the Company.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

7. “**THAT** conditional upon the passing of resolutions nos. 5 and 6 set out in the notice convening the meeting of which these resolutions form part, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to resolution no.6 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted by the Directors pursuant to such general mandate an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no.5 as set out in the notice convening the meeting of which this resolution forms part, provided that such amount shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

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

Hong Kong, 30 April 2016

*Notes:*

- (a) Any member entitled to attend and vote at this meeting shall be entitled to appoint a proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at this meeting. A proxy need not be a member of the Company.
- (b) 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 of attorney or other authority, must be deposited at the office of the Company’s branch share registrar, Tricor Progressive Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
- (c) In relation to proposed resolution 2 of this notice, the biographical details of all the Directors to be re-elected at the Annual General Meeting are set out in Appendix II of the circular to shareholders dated 30 April 2016.

- (d) The register of members of the Company will be closed from 31 May to 2 June 2016, both days inclusive, during which period no transfer of shares will be registered. For the purpose of ascertaining the members' entitlement to attend the forthcoming annual general meeting of the Company, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Tricor Progressive Limited at the address set out at (b) above no later than 4:30 p.m. on Monday, 30 May 2016.
- (e) As at the date hereof, the Company has eight Directors. The executive directors are Mr. CHENG Chi Chung, Mr. YANG Rongbing, Mr. ZHOU Lin. The non-executive directors are Mr. ZHANG Yongdong and Mr. LI Xuan and the independent non-executive directors are Mr. PANG Hong, Mr. LI Fusheng and Mr. KAM Chi Sing.
- (f) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (g) Any voting at the Annual General Meeting shall be taken by poll.