



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)

Form of proxy for use at the annual general meeting (or any adjournment thereof)

I/We ^(Note 1) _____ of _____
_____ being the registered holder(s) of ^(Note 2) _____ ordinary shares of HK\$0.10 each
in the share capital of SMI Holding Group Limited (the “Company”), HEREBY APPOINT ^(Note 3) _____
of _____

or (Note 4) failing him the chairman of the meeting as my/our proxy to attend for me/us at the annual general meeting (the “AGM”) (and at any adjournment thereof) of the Company to 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 purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereinafter indicated, and, if no such indication is given, as my/our proxy thinks fit.

	AS ORDINARY RESOLUTIONS	FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To receive and consider the audited financial statements and the reports of the directors and the independent auditors of the Company and its subsidiaries for the year ended 31 December 2015.		
2.	(a) To re-elect Mr. YANG Rongbing as an executive director of the Company;		
	(b) To re-elect Mr. ZHOU Lin as an executive director of the Company;		
	(c) To re-elect Mr. ZHANG Yongdong as a non-executive director of the Company;		
	(d) To re-elect Mr. LI Xuan as a non-executive director of the Company;		
	(e) To re-elect Mr. PANG Hong as an independent non-executive director of the Company; and		
	(f) To authorize the board of directors of the Company (“Board”) to fix their remuneration.		
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorize the Board to fix their remuneration.		
4.	To approve the recommended final dividend of HK\$0.0109 (HK1.09 cents) per share of HK\$0.10 each in the issued share capital of the Company.		
5.	To approve the granting to the directors of the Company the general and unconditional mandate to repurchase shares of the Company up to 10% of the issued share capital of the Company.		
6.	To approve the granting to the directors of the Company the general and unconditional mandate to allot, issue and deal with new shares not exceeding 20% of the issued share capital of the Company.		
7.	To approve the extension of the authority granted to the directors of the Company by Resolution 6 above by adding the number of shares repurchased pursuant to the authority granted to the directors of the Company by Resolution 5 above.		

Signature: _____

Date: _____

NOTES:

1. Full name(s) and address(es) must be inserted in BLOCK CAPITALS. Only one of joint registered holders needs to sign (but see Note 7 below).
2. Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all the shares of the Company registered in your name(s).
3. Please insert the name and address of the proxy desired in the space provided, failing which the chairman of the meeting will be appointed as your proxy. ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.
4. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more persons (whether or not a shareholder of the Company) as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
5. IMPORTANT: IF YOU WISH TO VOTE FOR ANY ONE OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE INDICATE WITH A TICK IN THE BOX MARKED “AGAINST”. Failure to indicate which way you wish your vote to be cast will entitle your proxy to cast your vote at his direction.
6. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be under its seal or (as the case may be) legal person’s chop or under the hand of its director or an attorney duly authorised.
7. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he was solely entitled thereto provided that if more than one of such joint holders be present at the meeting personally or by proxy, the person whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
8. In order to be valid, this form of proxy, together with the power of attorney or other document of authority (if any) under which it is signed or a certified copy thereof must be lodged to Tricolor Progressive Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).
9. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM if he so wishes, in the event that he attends the AGM, his form of proxy will be deemed to have been revoked.