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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)

GUIDANCE ON RESUMPTION OF TRADING OF SHARES

References are made to the announcements of SMI Holdings Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) dated:

- (i) 3 September 2018 in relation to the halt of trading in the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); and
- (ii) 14 September 2018 in relation to, among others, certain inside information of the Company and suspension of trading in the Shares.

On 20 September 2018, the board of directors of the Company (the “**Board**”) received a letter from the Stock Exchange (the “**Letter**”). The Stock Exchange considered it appropriate to set out the following resumption guidance for the Company in the Letter:

- (1) demonstrate a sufficient level of operations or assets under Rule 13.24 of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) to warrant the continued listing of its Shares;
- (2) demonstrate that the Company has an effective board of directors of the Company responsible for the Group’s management and operations and adequate financial reporting and other procedures and systems to meet all continuing obligations under the Listing Rules; and
- (3) inform the market of all material information for the Company’s shareholders and investors to appraise their positions.

The Letter also states that the Company must remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction before trading in its securities is allowed to resume and, for this purpose, the Company has the primary responsibility to devise its action plan for resumption.

Under Rule 6.01A(1), the Stock Exchange may cancel the listing of the Shares that have been suspended from trading for a continuous period of 18 months. The 18-month period will expire on 2 March 2020. If the Company fails to remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its Shares by 2 March 2020, the Listing Department of the Stock Exchange will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company will use its best endeavours to resume trading in the Shares on the Stock Exchange as soon as practicable.

CONTINUED SUSPENSION OF TRADING IN THE SHARES

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Monday, 3 September 2018 and will remain suspended until further notice. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

The Company will make further announcement(s) in accordance with the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as and when necessary in relation to any material development in connection with the above matters. Shareholders of the Company and investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board of
SMI Holdings Group Limited
HUNG Ka Hai Clement
Non-executive Director

Hong Kong, 21 September 2018

As at the date of this announcement, the Board of Directors comprises four Directors, including Mr. Hung Ka Hai Clement as non-executive Director and Mr. Pang Hong, Mr. LI Fusheng and Mr. WONG Shui Yeung as independent non-executive Directors