



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2018

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer SMI Holdings Group Limited

Date Submitted 04/12/2018

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00198</u> Description : <u>Ordinary Shares</u>			
	No. of ordinary shares	Par value (<i>HK\$</i>)	Authorised share capital (<i>HK\$</i>)
Balance at close of preceding month	<u>4,000,000,000</u>	<u>0.50</u>	<u>2,000,000,000</u>
Increase/(decrease)	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>4,000,000,000</u>	<u>0.50</u>	<u>2,000,000,000</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

Total authorised share capital at the end of the month (*State currency*) :

HK\$2,000,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No. of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	2,720,041,916	N/A	N/A	N/A
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A
Balance at close of the month	2,720,041,916	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
Share Option Scheme (30/9/2009) Exercise price HK\$4.37 per share Granted date (12Oct2017) (Note 1)	84,000,000	0	0	0	0	42,000,000
2. N/A						
(/ /) shares (Note 1)						
3. N/A						
(/ /) shares (Note 1)						
			Total A. (Ordinary shares)		N/A	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)						N/A

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
				Total B.	(Ordinary shares) N/A	
					(Preference shares) N/A	
					(Other class) N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>4. 4% Convertible Bonds due</u>						
<u>2018 (Reference is made to announcement dated 19/12/2017)</u>						
(Remark 2)	HK\$	184,000,000	-	0	-	0
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (<i>Note 1</i>)	<u>Ordinary share</u>					
Subscription price	<u>HK\$3.85 per ordinary share</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>(/ /)</u>					
<u>5. 4% Convertible Bonds due</u>						
<u>2018 (Reference is made to announcement dated 19/12/2017)</u>						
(Remark 2)	HK\$	40,000,000	-	0	-	0
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (<i>Note 1</i>)	<u>Ordinary share</u>					
Subscription price	<u>HK\$3.85 per ordinary share</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>N/A</u>					
<u>6. 7.5% Convertible Loans due</u>						
<u>2020 (Reference is made to announcement dated 02/05/2018)</u>						
(Remark 2)	HK\$	651,550,000	-	651,550,000	-	169,233,766
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (<i>Note 1</i>)	<u>Ordinary share</u>					
Subscription price	<u>HK\$3.85 per ordinary share</u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>N/A</u>					
<u>7.</u>						
Stock code (if listed)	<u>N/A</u>					
Class of shares issuable (<i>Note 1</i>)	<u></u>					
Subscription price	<u></u>					
EGM approval date (if applicable) (dd/mm/yyyy)	<u>(/ /)</u>					
			Total C. (Ordinary shares) <u>N/A</u>			
			(Preference shares) <u>N/A</u>			
			(Other class) <u>N/A</u>			

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A _____ _____ _____ _____ shares (<i>Note 1</i>)		
2. N/A _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>)		
3. N/A _____ _____ _____ (/ /) _____ shares (<i>Note 1</i>)		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

Other Movements in Issued Share Capital

Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price :	State currency	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	___N/A___ (/ /) (/ /)	
2.	Open offer	At price :	State currency	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	___N/A___ (/ /) (/ /)	
3.	Placing	At price :	State currency	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ AGM approval date: (dd/mm/yyyy) _____	___N/A___ (/ /) (/ /)	
4.	Bonus issue			Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	___N/A___ (/ /) (/ /)	

For Main Board and GEM listed issuers

					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue						
5.	Scrip dividend	At price :	State currency	—	Class of shares issuable (Note 1) <u> N/A </u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	
6.	Repurchase of shares		9,648,000 shares		Class of shares repurchased (Note 1) Ordinary Cancellation date : (dd/mm/yyyy) (Remark 1) AGM approval date: (dd/mm/yyyy) (31/05/2018)	
7.	Redemption of shares				Class of shares redeemed (Note 1) <u> N/A </u> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	
8.	Consideration issue	At price :	State currency	—	Class of shares issuable (Note 1) <u> N/A </u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	

For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Type of Issue					
9.	Capital reorganisation			Class of shares issuable (Note 1) <u> N/A </u> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	
10.	Other (Please specify)	At price : State currency	—	Class of shares issuable (Note 1) <u> N/A </u> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	
				Total E. (Ordinary shares) <u> N/A </u> (Preference shares) <u> N/A </u> (Other class) <u> N/A </u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u> N/A </u>
	(2)	<u> N/A </u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u> N/A </u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u> N/A </u>
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

Remark 1:

The Group repurchased a total of 9,648,000 ordinary shares on 5 June 2018, 6 June 2018, 7 June 2018, 15 June 2018, 29 June 2018, 4 July 2018, 5 July 2018, 6 July 2018, 10 July 2018, 13 July 2018, 30 July 2018, 31 July 2018, 3 August 2018 and 31 August 2018, but such shares were not yet cancelled as at the month end date of 30 November 2018.

Remark 2:

4 tranches of 4% Convertible Bonds amounting to HK\$300,000,000, HK\$275,000,000, HK\$184,000,000 and HK\$40,000,000 respectively, convertible in to ordinary shares at HK\$3.85 per ordinary share were matured during the month.

Submitted by: CHAN Sing Nun

Title: Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*