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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to an announcement dated 14 May 2019 (“**TVB Announcement**”) published by Television Broadcasts Limited (“**TVB**”), a company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (stock code: 511), in relation to a share charge (“**Share Charge**”) dated 7 May 2018 executed by Campbell Hall Limited, a wholly-owned subsidiary of SMI Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), charging its holding of 100% of the issued shares in SMI International Cinemas Limited (“**SMIIC**”) in favour of TVB.

According to the TVB Announcement, TVB alleged that the pledge by SMIIC of its equity interest in 成都潤運文化傳播有限公司 (“**Chengdu Runyun**”) in favour of 浙江中泰創展企業管理有限公司 in August 2018 may constitute a breach of the Share Charge.

The board of directors of the Company (“**Board**”) wishes to clarify that, the Board holds the view that the pledge by SMIIC of all of its equity interest in Chengdu Runyun, being approximately 41.34% equity interest in Chengdu Runyun, did not constitute a breach of the contractual restrictions against further pledge of the equity interest in Chengdu Runyun pursuant to the terms and conditions of the Share Charge.

The Company will keep its shareholders and investors informed of any significant development of this matter as and when appropriate.

Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

By order of the Board of
SMI Holdings Group Limited
Kenneth Jack Shang
Executive Director

Hong Kong, 24 May 2019

As at the date of this announcement, the Board of Directors comprises four Directors, including Mr. Kenneth Jack Shang as executive Director and Mr. Pang Hong, Mr. Li Fusheng and Mr. Wong Shui Yeung as independent non-executive Directors.