# **日KEX**香港交易所

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended	(dd/mm/vvvv) :	30 June 2019
	(	

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	SMI Holdings Group Limited	
Date Submitted	3 July 2019	

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>198</u> Descri	) Stock code : <u>198</u> Description : <u>Ordinary shares</u>							
Par value Authorised share No. of ordinary <i>(State capital shares currency) (State currency)</i>								
Balance at close of preceding month	4,000,000,000	HK\$0.50	HK\$2,000,000,000					
Increase/(decrease)	N/A		N/A					
Balance at close of the month	4,000,000,000	HK\$0.50	HK\$2,000,000,000					
(2) Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>							
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>					
Balance at close of preceding month	N/A	N/A	<u>N/A</u>					
Increase/(decrease)	<u>N/A</u>		N/A					
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	N/A					

### 2. Preference Shares

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

### 3. Other Classes of Shares

Stock code : <u>N/A</u> Descri	ption :		
	No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	N/A	N/A	<u>N/A</u>
Increase/(decrease)	<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 ordir	nary shares	No of preference	No. of other	
	(1)	(2)	shares	classes of shares	
Balance at close of preceding month	2,710,393,916	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	2,710,393,916	N/A	N/A	N/A	

Share Options (und	der Share Op	tion Schemes o	of the Issuer)			
Particulars of					No. of new shares of	No. of new shares of
share option					issuer issued during	issuer which may be
scheme					the month pursuant	issued pursuant
including EGM		Movement dur	ing the month		thereto	thereto as at close of
approval date					-	the month
(dd/mm/yyyy) and						
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Share				•		
option	-	-	-	-	-	42,000,000
scheme						12,000,000
(adopted on						
30/9/2009)						
Exercise						
price:						
HK\$4.37						
(granted on						
12/10/2017)						
ordinary						
shares						
(Note 1)				·		
0.01/0						
<u>2. N/A</u>	-	-	-	-	-	-
$\overline{(//)}$						
shares						
0.000						
<u>3. N/A</u>	-	-	-	-	-	-
(//)						
shares						
(Note 1)						
		_			<b>N</b> 1/2	
		Тс	otal A. (Ordina		<u> </u>	
				ce shares)		
			(Ot	ther class)	N/A	
Total funds raised of	during the mo	nth from exerci		,		
of options (State cu			N/A			
	.,					

Share Options (under Share Option Schemes of the Issuer)

Warrants to Issue Shares of the	e 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
<u>1. N/A</u>						
Subscription price EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
<u>2. N/A</u>						
( / / )						
Stock code (if listed)						
Class of shares						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / /	)				
3. N/A						
	<u> </u>					
Stock code (if listed)						
Class of shares						
iccuchle (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(	)				
		)				
<u>4. N/A</u>						
( / / )						
Stock code (if listed)						
Class of shares						
Outra animitian muita a						
Subscription price EGM approval date						
(if applicable)						
	( / /	)				
		Total E	. (Ordina	ary shares) N/A	N N	
			``	ice shares) N/A		-
				ther class) N/A		_
			, <b>U</b>			-

	Currency of	Amount at close of	Converted	Amount at	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
Class and description 1. 5% Convertible Notes du	amount outstanding	preceding month	during the month	close of the month		month
2019 (Reference is made						
	<u> </u>					
to announcement dated		10 000 000		10 000 000		20,000,000
19/12/2017 Stock code (if listed)	HK\$	10,000,000 198		10,000,000	-	20,000,000
Class of shares		190				
issuable (Note 1)	Ordinary share	2				
	HK\$5.00 per ordir					
Subscription price	share	<b>,</b>				
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	N/A					
2. 7.5% Convertible Loans	<u>}</u>					
due 2020 (Reference is						
made to announcement						
dated 02/05/2018	HK\$	651,550,000		651,550,000	-	169,233,766
Stock code (if listed)		198				
Class of shares						
	rdinary share					
	K\$3.85 per ordin	ary				
· · · <u> </u>	nare					
EGM approval date						
(if applicable)	N1/A					
(dd/mm/yyyy)	N/A					
3.						
Stock code (if listed)	<u> </u>					
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
4.						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
—			Total C. (Ordina		N/A	_
			(D		NI/A	
			•	ce shares) ther class)	N/A N/A	-

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

Ful	l particulars including EGM approval date (dd/mm/yyyy), pplicable, 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
	N/A		
'.			
}			
	shares (Note 1)		
ł			
2	N/A		
2.			
ł			
		-	
	shares (Note 1)	-	
	,,,		
3.	N/A		
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	

	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
			Class of shares					
			issuable <i>(Note 1)</i>	, ,		,		
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( )	' /	)		
			EGM approval date: (dd/mm/yyyy)	( /	' /	)		
			Class of shares issuable ( <i>Note 1</i> )					
2.	Open offer	At price : State	lssue and allotment date : (dd/mm/yyyy)	( /	' /	)		
			EGM approval date: (dd/mm/yyyy)	( /	' /	)		
			Class of shares issuable <i>(Note 1)</i>					
3.	Placing	At price : State	lssue and allotment date : (dd/mm/yyyy)	( /	' /	)		
			EGM approval date: (dd/mm/yyyy)	( /	' /	)		
			Class of shares issuable <i>(Note 1)</i>					
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	( /	' /	)		
			EGM approval date: (dd/mm/yyyy)	( /	' /	)		

Other Movements in Issued Share Capital

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

	Type of Issue	No. of new No. of new shares of shares of issuer issuer which issued may be during the issued month pursuant pursuant thereto as at thereto close of the month
9.	Capital reorganisation	Class of shares issuable (Note 1) Issue and allotment ( / / ) date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)
10.	Other At price : State (Please specify) At price : currency —	Class of shares issuable (Note 1) 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)	N/A				
(2)	N/A				
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A				
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A				
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)					

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

Submitted by: Kenneth Jack SHANG
Title: Director
(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:* 
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.