HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/08/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	SMI Holdings Group Limited
Date Submitted	06/09/2019

I. Movements in Authorised Share Capital

1.	Ordinary	Shares

(1) Stock code : <u>198</u> Descrip	otion :	Ordinary	shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
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\$0.50HK\$2,000,000,00	
	r.	N1/2	
(2) Stock code : <u>N/A</u> Descrip	otion :	N//	۹
(2) Stock code : <u>N/A</u> Descrip	otion : No. of ordinary shares	N// Par value (State currency)	A Authorised share capital (State currency)
(2) Stock code : <u>N/A</u> Descrip Balance at close of preceding month	No. of ordinary shares	Par value (State	Authorised share capital
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>

2. Preference Shares

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

3. Other Classes of Shares

Stock code :	N/A	Description :		N/A		
			No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>	
Balance at close of	of precedin	g month	N/A	N/A	N/A	
Increase/(decreas	se)	_	N/A	-	N/A	
Balance at close o	of the mon	th _	N/A	N/A	N/A	

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	No. of other	
	(1)	(2)	shares	classes of shares	
Balance at close of preceding month	<u>2,710,393,916</u>	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	er Share Opt	tion Schemes o	f the Issuer)			
Particulars of						No. of new shares of
share option						issuer which may be
scheme					the month pursuant	
including EGM		Movement dur	ina 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						
(adopted on						
30/9/2009)						
Exercise						
price:						
HK\$4.37 per						
share						
(granted on						
<u>12/10/2017)</u>						
Ordinary						
shares						
(Note 1)						
<u>2. N/A</u>	-	-	-	-	-	-
(//)						
(Note 1)						
<u>3. N/A</u>	-	-	-	-	-	-
(/ /)						
(Note 1)						
		Т	otal A. (Ordina	rv shares)	N/A	
		IX.		ce shares)		
				ther class)	N/A	
Tatal functs astar de la	المعالم مراجع الم	with from		uner 01033)	IN//\	
Total funds raised d		mun irom exerci	se N/A			
of options (State cu	nency)		IN/ <i>I</i> A			

Share Options (under Share Option Schemes of the Issuer)

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
<u>1. N/A</u>						
		·		·		
(/ /) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
<u>2. N/A</u>						
				·		
Stock code (if listed)						
Class of shares						
iccuchle (Note 1)						
Subscription price			_			
EGM approval date						
(if applicable)		`				
(dd/mm/yyyy)	(/ /)	-			
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares			-			
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
	()				
4. N/A	<u>, , , , , , , , , , , , , , , , , </u>	,	-			
(/ /)						
Stock code (if listed)						
Class of shares						
issuable <i>(Note 1)</i> Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)	-			
		_				
		Total E		ary shares) <u>N/A</u>		-
				ice shares) <u>N/A</u>)ther class) N/A		-
			(C	NICI CIASS) <u>IN/P</u>	N	-

Convertibles (i.e. Convertible	le into Shares of th	ne Issuer whic	h are to be Liste	ed)		
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
1. 5% Convertible Notes of						
2019 (Reference is mad	de					
to announcement dated						
19/12/2017)	HK\$	10,000,000		10,000,000		2,000,000
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy))	198 Ordinary share HK\$5.00 per share N/A					
2. 7.5% Convertible Loar						
due 2020 (Reference is						
made to announcemer						
dated 02/05/2018)	<u>н. </u>	651,550,000		651,550,000		169,233,766
Stock code (if listed)	198	031,330,000		031,330,000		109,233,700
Class of shares	100					
issuable (Note 1)	Ordinary share					
	HK\$3.85 per share)				
EGM approval date (if applicable)						
(dd/mm/yyyy)	N/A					
<u>3. N/A</u>						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
	(/ /)					
4. N/A						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	<u> (/ </u>					
			Total C. (Ordina			_
				ice shares)		_
			(0	other class)	N/A	-

Options (oth	er than under Share Option Schemes)		, moldanig
		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
Full partic	ulars including EGM approval date (dd/mm/yyyy), ble, and class of shares issuable:		the month
1. <u>N/A</u>		-	
	(/ /) shares (Note 1)	-	
2. N/A	, , , , , , , , , , , , , , , , , , ,		
<u> </u>			
	(/ /)	-	
	shares (Note 1)		
3. <u>N/A</u>			
·			
	(/ /)		
	shares (Note 1)		
· · · · · · · · · · · · · · · · · · ·	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including

	Type of Issue	Issued Snare Capital			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 (Note 1)	,		
1.	Rights issue	At price : State	lssue 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 currency	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 (Note 1)			
4.	Bonus issue		lssue and allotment (/ / date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))		

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
			Class of shares			
			issuable (Note 1)	, , , , ,		
5.	Scrip dividend	At price : State currency ———	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares repurchased (Note 1)	Ordinary		
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 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
9. Capital reorganisation	Class of shares issuable (Note 1) 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 <i>(Note 1)</i> Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)		
	Total E. (Ordinal shares (Preference shares (Other class	s) <u>N/A</u> s) <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

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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 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: LUK CHI SHING Title: **Company Secretary** (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.