日KEX香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	SMI Holdings Group Limited
Date Submitted	03/01/2020

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\$0.50	HK\$2,000,000,000
(2) Stock code : <u>N/A</u> Descrip	otion :	N/#	4
	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	N/A
Increase/(decrease)	N/A		N/A
Balance at close of the month	N/A	N/A	N/A

2. Preference Shares

Stock code : <u>N/A</u> Descrip	otion :	N/A	<u> </u>	
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
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	_Descript	ion :	N/A	λ
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close c	of precedir	ig month	N/A	N/A	N/A
Increase/(decreas	e)	_	N/A	-	N/A
Balance at close c	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 ordin	ary 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	Jer Share Op	tion Schemes c	of the Issuer)						
Particulars of						No. of new shares of			
share option						issuer which may be			
scheme					the month pursuant				
including EGM		Movement dr	uring the month		thereto	thereto as at close of			
approval date			<u></u>		-	the month			
(dd/mm/yyyy) and									
class of shares									
issuable	Granted	Exercised	Cancelled	Lapsed					
1. Share									
option	-	-	-	-	-	-			
scheme									
(adopted on									
30/9/2009)									
Exercise									
price:									
HK\$4.37 per									
share									
(granted on									
12/10/2017)									
Ordinary									
shares									
(Note 1)									
2. N/A	-	-	-	-	-	-			
$\left \frac{1}{\left(1 \right)} \right $									
(Note 1)									
3. N/A	_	-	_	-	_	_			
<u> </u>			_	-	-				
<u>(//)</u>									
(Note 1)									
	Total A. (Ordinary shares) N/A								
				ence shares)					
				(Other class)	N/A				
Total funds raised d		onth from exerc;							
of options (State cu	irrency)		N/A		<u> </u>				

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>						
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	()))				
2. N/A	(/ /)				
<u>2. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable <i>(Note 1)</i> Subscription price						
EGM approval date						
(if applicable)						
	(/ /)				
<u>3. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
4. N/A	, ,	,				
		<u> </u>				
(/ /)						
Stock code (if listed) Class of shares						
incurable (Nate 1)						
Subscription price						
EGM approval date						
(if applicable)		`				
(dd/mm/yyyy)	(/ /)				
		Total E	B. (Ordina	ary shares) N/A	۱.	
				ice shares) <u>N/A</u>		
				other class) N/A		_

Convertibles (i.e. Convertible	into Shares of th	he Issuer which	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 due	<u>)</u>					
2019 (Reference is made	-					
to announcement dated	-					
<u>19/12/2017)</u>	<u> </u>	10,000,000		10,000,000	-	2,000,000
EGM approval date (if applicable) (dd/mm/yyyy))	198 Ordinary share \$5.00 per share N/A					
2. 7.5% Convertible Loans	-					
due 2020 (Reference is	-					
made to announcement	-					
dated 02/05/2018) Stock code (if listed)	<u>HK\$</u> 198	651,550,000		651,550,000		169,233,766
Class of shares	190					
issuable (Note 1)	Ordinary share)				
Subscription price HK	\$3.85 per share					
EGM approval date (if applicable)	N/A					
(dd/mm/yyyy) 3. N/A	N/A					
<u>3. IV/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)	(/ /)					
		Т	otal C. (Ordina			_
				ice shares)		-
			(U)ther class)	N/A	-

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
	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 particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. <u>N/A</u>		
(/ /) shares (Note 1)		
2. N/A		
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	rissued Share 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				
		State	issuable (Note 1)	(/ /	١		
1.	Rights issue	At price : State currency	lssue and allotment date : (dd/mm/yyyy)	()		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)				
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		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 issued 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 (Note 1)			
5.	Scrip dividend	At price : State currency ———	Issue 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 (Note 1)			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(//)		
			Class of shares issuable (Note 1)			
8.	Consideration issue	At price : State currency ———	Issue 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		Class of shares issuable <i>(Note 1)</i> Issue and allotment (/ /)		
0.	reorganisation		date : (dd/mm/yyyy)		
			EGM approval date: (/ /) (dd/mm/yyyy)		
			Class of shares issuable <i>(Note 1)</i>		
10.	Other (Please specify)	At price : State currency	 Issue and allotment (/ /) date : (dd/mm/yyyy) 		
			EGM approval date: (/ /) (dd/mm/yyyy)		
			Total E. (Ordina share	s) N/A	
			(Preference share Other clas)		-

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 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: Kam Chi Sing
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.