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SMI Culture & Travel Group Holdings Limited

星美文化旅遊集團控股有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 2366)

**MONTHLY PROGRESS UPDATE
ON POSSIBLE CONDITIONAL VOLUNTARY GENERAL OFFER
PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**

This announcement is made by SMI Culture & Travel Group Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). Reference is made to the joint announcement of the Company and SMI Holdings Group Limited dated 13 January 2020 and the announcement of the Company dated 26 February 2020, 25 March 2020 and 24 April 2020 (the “**Announcements**”). Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board has been informed by the Offeror that pursuant to the Letter dated 24 February 2020, the Offeror intended to acquire the interests in the Company and commenced negotiation between the Offeror and the Receivers for the acquisition of all or certain of the Charged Shares.

Due to, among others, the recent outbreak of the coronavirus disease (COVID-19), there has been delays to responses from management of the Group in response to the due diligence request from the Offeror which resulted in extra time needed by the Offeror to assess the position of the Charged Shares. As there has been continuous improvement to the coronavirus epidemic in Hong Kong and China, the Group has gradually resumed normal business operation and expected to allocate more personnel to respond to the due diligence requests from the Offeror on the Charged Shares and the Group. Accordingly, the Group expects the response time from management of the Group to the due diligence request from the Offeror will be improved in the future, and the Offeror currently expects that approximately two more months are necessary to finalise the due diligence exercise.

As at the date of this announcement, the position as to whether the possible offer, if materialise, will be a Possible Voluntary Offer or a possible mandatory general offer remains open.

MONTHLY ANNOUNCEMENTS

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the Possible Voluntary Offer will be made by the Company until an announcement is made of a firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the offer is made. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Listing Rules and/or the Takeovers Code (as the case may be).

WARNINGS: Shareholders of the Company and/or potential investors should be aware that the Possible Voluntary Offer may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares, as there is no certainty that the Possible Voluntary Offer will proceed, and, even if the Possible Voluntary Offer proceeds, there is no certainty that the Possible Voluntary Offer will result in a change of control and lead to a general offer under Rule 26.1 of Takeovers Code. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.

On behalf of the Board
SMI Culture & Travel Group Holdings Limited
Chen Wenbo
Executive Director

Hong Kong, 25 May 2020

As at the date of this announcement, the executive Directors are Mr. Wu Chien-Chiang (Chairman), Mr. Li Kai and Mr. Chen Wenbo; non-executive Director is Mr. Chow Wai Shing Daniel; and the independent non-executive Directors are Mr. Rao Yong, Mr. Liu Xianbo, Mr. Zhao Xuebo and Mr. Wong Shui Yeung.

The directors of the Company jointly and severally accept full responsibility for accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.