

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **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)**

### **RESUMPTION GUIDANCE**

Reference is made to the announcement of SMI Culture & Travel Group Holdings Limited (the “**Company**”) dated 1 September 2020, in relation to the trading suspension of the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); the announcement of the Company dated 6 May 2020 in relation to the resignation of company secretary and authorised representative; the announcements of the Company dated 3 June 2020 and 6 August 2020 in relation to the winding-up petition received by the Company and the announcements of the Company dated 31 August 2020 and 28 September 2020 in relation to the postponement of board meeting for the purpose of approving the annual results of the Company for the year ended 31 December 2019.

On 7 September 2020, the Company received a letter from the Stock Exchange, in which the Stock Exchange sets out the following resumption guidance for the Company:

- (a) publish all outstanding financial results (including 2020 Interim Results and 2019 Audited Results) required under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and address any audit modifications; and
- (b) have the winding up petitions (or winding up order, if made) against the Company withdrawn or dismissed;
- (c) appoint a qualified company secretary and authorised representatives in compliance with Rules 3.28 and 3.05 of the Listing Rules; and
- (d) announce all material information for the Company’s shareholders and investors to appraise its position.

The Stock Exchange further indicated that it may modify or supplement the resumption guidance if the Company's situation changes.

Furthermore, under Rule 6.01A(1) of the Listing Rules, the Stock Exchange may cancel the listing of any securities that have been suspended from trading for a continuous period of 18 months. In the case of the Company, the 18-month period expires on 28 February 2022. If the Company fails to remedy the issues causing its trading suspension and fully comply with the Listing Rules to the Stock Exchange's satisfaction and resume trading in its shares by 28 February 2022, the Listing Division will recommend the Listing Committee to proceed with the cancellation of the Company's listing. Under Rules 6.01 and 6.10 of the Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company will keep the holders of the securities of the Company and potential investors informed of the status and development of the Company as and when appropriate.

#### **CONTINUED SUSPENSION OF TRADING**

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:13 a.m. on Tuesday, 1 September 2020 and will remain suspended until further notice.

**Shareholders and potential investors are advised to exercise caution when dealing with the Shares of the Company.**

By order of the Board  
**SMI Culture & Travel Group Holdings  
Limited**  
Chen Wenbo  
*Executive Director*

Hong Kong, 19 October 2020

*As at the date of this announcement, the Directors of the Company are:*

***Executive Directors***

*Mr. Wu Chien-Chiang*

*Mr. Li Kai*

*Mr. Chen Wenbo*

*Mr. Lu Chun*

***Non-executive Director***

*Mr. Chow Wai Shing Daniel*

***Independent non-executive Directors***

*Mr. Rao Yong*

*Mr. Liu Xianbo*

*Mr. Zhao Xuebo*

*Mr. Wong Shui Yeung*