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星美文化

**SMI Culture Group Holdings Limited**

**星美文化集團控股有限公司**

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

**(Stock Code: 2366)**

**RESULTS OF ANNUAL GENERAL MEETING  
HELD ON 30 JUNE 2015**

The Board is pleased to announce that all resolutions proposed at the Annual General Meeting held on 30 June 2015 were duly passed by the Shareholders attending and voting by way of poll.

Reference is made to the circular of SMI Culture Group Holdings Limited (the “**Company**”) dated 29 May 2015 (the “**AGM Circular**”) in relation to, among other things, general mandates to repurchase shares and to issue new shares, re-election of retiring Directors. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as defined in the AGM Circular.

**POLL RESULTS OF ANNUAL GENERAL MEETING**

The Board is pleased to announce that all resolutions were duly passed by the Shareholders attending and voting by way of poll at the Annual General Meeting held on 30 June 2015. The Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, was appointed as scrutineer for the vote-taking at the Annual General Meeting.

As at the date of the Annual General Meeting, the total number of issued Shares was 810,057,684 Shares. Holders of such Shares were entitled to attend and vote on all the resolutions proposed at the Annual General Meeting. There was no Share entitling the holder thereof to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules or abstain from voting as required under the Listing Rules.

Details of the poll results at the Annual General Meeting are as follows:

Ordinary Resolutions proposed at the Annual General Meeting		FOR	AGAINST	Total number of votes
		Votes (%)	Votes (%)	
1.	To receive, consider and adopt the audited consolidated financial statements and the report of the directors and independent auditor's report for the year ended 31st December 2014.	316,377,079 (88.7896%)	39,945,330 (11.2104%)	356,322,409
2.	(i) To re-elect Mr. Hao Bin as Director.	316,377,079 (88.7896%)	39,945,330 (11.2104%)	356,322,409
	(ii) To re-elect Mr. Kong Dalu as Director.	316,377,079 (88.7896%)	39,945,330 (11.2104%)	356,322,409
	(iii) To re-elect Mr. Du Jiang as Director.	316,377,079 (88.7896%)	39,945,330 (11.2104%)	356,322,409
	(iv) To re-elect Mr. Liu Xianbo as Director.	316,377,079 (88.7896%)	39,945,330 (11.2104%)	356,322,409
	(v) To authorise the Board to fix the remuneration of Directors for the year ending 31 December 2015.	316,377,079 (88.7896%)	39,945,330 (11.2104%)	356,322,409
3.	Ordinary Resolution in item 3 of the Notice of Annual General Meeting. (To re-appoint Messrs. Deloitte Touche Tohmatsu (who was appointed by the Board to fill the casual vacancy left by the resignation of Messrs. KPMG) as auditors of the Company and authorise the Board to fix the remuneration of auditors.)	316,377,013 (88.7895%)	39,945,396 (11.2105%)	356,322,409
4.	Ordinary Resolution in item No.4 of the Notice of Annual General Meeting. (To give a general mandate to the Directors to repurchase Shares)	316,377,079 (88.7896%)	39,945,330 (11.2104%)	356,322,409
5.	Ordinary Resolution in item No.5 of the Notice of Annual General Meeting. (To give a general mandate to the Directors to issue new Shares)	316,377,079 (88.7896%)	39,945,330 (11.2104%)	356,322,409
6.	Ordinary Resolution in item No.6 of the Notice of Annual General Meeting. (To extend the general mandate to be given to the Directors to issue new Shares)	316,377,079 (88.7896%)	39,945,330 (11.2104%)	356,322,409

As the majority of the votes were cast in favour of each of the above resolutions, all resolutions proposed at the Annual General Meeting were duly passed as ordinary resolutions.

Shareholders may refer to the AGM Circular for details of the resolutions in items 3 to 6 above. The AGM Circular may be viewed and downloaded from the Company's website at [www.smiculture2366.com](http://www.smiculture2366.com) or the designated website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

On behalf of the Board  
**SMI Culture Group Holdings Limited**  
**Hao Bin**  
*Chairman*

Hong Kong, 30 June 2015

*As at the date of this announcement, the executive directors are Mr. Hao Bin, Mr. Yuan Xin, Mr. Chan Chi To, Antony and Mr. Kong Dalu; and the independent non-executive directors are Mr. Du Jiang, Mr. Liu Xianbo, Mr. Wu Chien-Chiang and Mr. Jiang Jinsheng.*