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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)

POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 24 JUNE 2016

The Board announces that the proposed ordinary resolution was not passed by the independent Shareholders by way of poll at the SGM held on Friday, 24 June 2016.

Reference is made to the circular (the “**Circular**”) and the notice (the “**SGM Notice**”) of the special general meeting (the “**SGM**”) of SMI Culture Group Holdings Limited (the “**Company**”) both dated 6 June 2016. Unless the context otherwise requires, capitalised terms defined in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE SGM

The Board announces that the proposed ordinary resolution (the “**Resolution**”) as set out in the SGM Notice was not passed by the independent Shareholders by way of poll at the SGM held on Friday, 24 June 2016.

At the SGM, the Resolution was taken by poll. The Company’s branch share registrar and transfer office in Hong Kong, Union Registrars Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

As at the date of the SGM, the total number of issued Shares were 810,057,684 Shares, whereas the total number of Shares entitling the Shareholders to attend and vote for or against the Resolution were 574,018,103 Shares.

As disclosed in the Circular, Mr. Qin Hui (“**Mr. Qin**”), by virtue of his interest in SMI Holdings, is deemed to be interested in 236,039,581 Shares held by SMI Investment, representing approximately 29.13% of the existing issued share capital of the Company. Mr. Qin, SMI Holdings, SMI Investment and their respective associates had abstained from voting on the Resolution at the SGM. Save as disclosed in the above, there were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the SGM as set out in Rule 13.40 of the Listing Rules and there were no Shares requiring the Shareholders

to abstain from voting at the SGM under the Listing Rules. No other parties had indicated in the Circular that they intended to vote against or to abstain from voting on the Resolution at the SGM.

The poll results in respect of the Resolution was as follows:

Ordinary resolution <i>(Note)</i>	Number of votes cast (approximate percentage of total number of votes cast)		Total number of votes cast
	For	Against	
To approve, confirm and ratify the proposed grant of Share Options to Mr. Jiang Feng, an executive Director	74,468,112 (34.8318%)	139,325,112 (65.1682%)	213,793,224

Note: The full text of the Resolution was set out in the SGM Notice.

As less than 50% of the votes were cast in favour of the Resolution, the Resolution was not passed as an ordinary resolution of the Company. Since the Resolution was not passed by the independent Shareholders at the SGM, the grant of 20,000,000 Share Options to Mr. Jiang Feng has lapsed.

By order of the Board
SMI Culture Group Holdings Limited
Hao Bin
Chairman and Executive Director

Hong Kong, 24 June 2016

As at the date of this announcement, the Board comprises five executive Directors, Mr. Hao Bin, Mr. Jiang Feng, Mr. Chan Chi To, Antony, Mr. Kong Dalu and Mr. Wang Fei; and three independent non-executive Directors, Mr. Du Jiang, Mr. Liu Xianbo and Mr. Wu Chien-Chiang.