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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)

**POLL RESULTS OF THE ADJOURNED SPECIAL GENERAL MEETING
HELD ON 24 OCTOBER 2016**

The Board announces that the proposed ordinary resolutions were duly passed by the Shareholders by way of poll at the Adjourned SGM held on Monday, 24 October 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 & Travel Group Holdings Limited (the “**Company**”) both dated 5 October 2016; and an announcement of the Company dated 20 October 2016 relating to typhoon arrangement for the SGM (originally scheduled on 21 October 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 ADJOURNED SGM

The Board announces that the proposed ordinary resolutions (the “**Resolutions**”) as set out in the SGM Notice were duly passed by the Shareholders by way of poll at the adjourned SGM held on Monday, 24 October 2016 (the “**Adjourned SGM**”).

At the Adjourned SGM, the Resolutions were 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 Adjourned SGM for the purpose of vote-taking.

As at the date of the Adjourned 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 Resolutions were 810,057,684 Shares.

There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the Adjourned 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 Adjourned SGM under the Listing Rules. No parties had indicated in the Circular that they intended to vote against or to abstain from voting on the Resolutions at the Adjourned SGM.

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

Ordinary resolutions ^(Note)		Number of votes cast (approximate percentage of total number of votes cast)		Total number of votes cast
		For	Against	
1.	To approve, ratify and confirm the entering into of Subscription Agreement A and the transactions contemplated thereunder (including the creation and issue of Convertible Bonds A and a specific mandate to allot and issue Conversion Shares A upon exercise of the conversion rights in relation thereto).	468,789,185 99.9956%	20,638 0.0044%	468,809,823
2.	To approve, ratify, and confirm the entering into of Subscription Agreement B and the transactions contemplated thereunder (including the creation and issue of Convertible Bonds B and a specific mandate to allot and issue Conversion Shares B upon exercise of the conversion rights in relation thereto).	468,789,185 99.9956%	20,638 0.0044%	468,809,823

Note: The full text of the Resolutions were set out in the SGM Notice.

As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company.

By order of the Board
SMI Culture & Travel Group Holdings Limited
Wang Fei
Chairman and Executive Director

Hong Kong, 24 October 2016

As at the date of this announcement, the executive Directors are Mr. Wang Fei (Chairman), Mr. Jiang Feng (President), Mr. Chan Chi To, Antony and Mr. Kong Dalu; and the independent non-executive Directors are Mr. Du Jiang, Mr. Liu Xianbo and Mr. Wu Chien-Chiang.