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星美文旅

**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)**

**DELAY IN DESPATCH OF CIRCULAR**

Reference is made to the joint announcement (the “**Joint Announcement**”) of SMI Culture & Travel Group Holdings Limited (the “**Company**”) dated 24 January 2017 in relation to, among other things, subscription of new shares under specific mandate and placing of new shares under specific mandate. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement.

As disclosed in the Joint Announcement, a circular (the “**Circular**”) containing, among other things, (i) further details about the Subscription Agreement and the Placing Agreement; (ii) the recommendation letter of the SMI Culture Independent Board Committee to the SMI Culture Independent Shareholders in respect of the Subscription; (iii) a letter from an independent financial adviser containing its advice to the SMI Culture Independent Board Committee and the SMI Culture Independent Shareholders in respect of the Subscription; and (iv) the notice convening the SGM is expected to be despatched to SMI Culture Shareholders on or before 28 February 2017.

As additional time is required to finalise certain information in the Circular, the Company proposes the date of despatch of the Circular to be postponed to a date on or before 14 March 2017.

By order of the Board of directors  
**SMI Culture & Travel Group Holdings Limited**  
**ZHONG Naixiong**  
*Chairman and Executive Director*

Hong Kong, 28 February 2017

*As at the date of this announcement, the Board comprises:*

*Executive directors:*

Mr. Zhong Naixiong (*Chairman*)

Mr. Kong Dalu

Ms. Yao Qinxi

*Independent non-executive directors:*

Mr. Rao Yong

Mr. Liu Xianbo

Mr. Wu Chien-Chiang