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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in SMI Culture & Travel Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of the Company to be held at 19th Floor, Futian Culture & Sports Industry Headquarters Place, 3030 Fuqiang Road, Futian District, Shenzhen, the People's Republic of China on Thursday, 31 May 2018 at 11:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you intend to attend and/or vote at the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the accompanying form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

Hong Kong, 27 April 2018

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at 19th Floor, Futian Culture & Sports Industry Headquarters Place, 3030 Fuqiang Road, Futian District, Shenzhen, the People’s Republic of China on Thursday, 31 May 2018 at 11:00 a.m., a copy of the notice is set out on pages 12 to 15 of this circular
“Board”	board of directors of the Company
“Bye-Laws”	the Bye-Laws of the Company for the time being
“Company”	SMI Culture & Travel Group Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda, the issued Shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Latest Practicable Date”	20 April 2018, being the latest practicable date for ascertaining certain information for inclusion in this circular prior to the printing of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China and for the sole purpose of this circular shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Proposal”	the proposal to grant a general mandate to the Directors to exercise the powers of the Company to repurchase during the period as set out in the Repurchase Resolution Shares up to a maximum of 10% of the issued Shares at the date of the approval of the Repurchase Resolution
“Repurchase Resolution”	the proposed ordinary resolution as set out in resolution number 4 of the notice of the Annual General Meeting
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares

DEFINITIONS

“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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)

Directors:

Executive Directors:

Mr. Wu Chien-Chiang (*Chairman*)

Ms. Yao Qinyi

Mr. Li Kai

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent Non-executive Directors:

Mr. Rao Yong

Mr. Liu Xianbo

Mr. Zhao Xuebo

*Head office and principal place of
business in Hong Kong:*

40/F., Sunlight Tower

248 Queen's Road East

Wan Chai, Hong Kong

Hong Kong, 27 April 2018

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR
GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

GENERAL MANDATE TO REPURCHASE SHARES

At the annual general meeting of the Company held on 2 June 2017, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Repurchase Resolution will be proposed at the Annual General Meeting to give a fresh general mandate to the Directors to exercise the powers of the Company to repurchase Shares. An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Proposal is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE NEW SHARES

At the annual general meeting of the Company held on 2 June 2017, a general mandate was granted to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting.

Accordingly, at the Annual General Meeting, two ordinary resolutions, proposing to grant to the Directors a general mandate to allot, issue and deal with new Shares not exceeding 20% of the total issued Shares at the date of the approval of the resolution, representing 263,201,869 Shares at the Latest Practicable Date, and adding to such general mandate so granted to the Directors any Shares representing the aggregate number of Shares repurchased by the Company after the granting of the general mandate to repurchase up to 10% of the total issued Shares at the date of the Repurchase Resolution, will be proposed.

RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of six directors, namely Mr. Wu Chien-Chiang, Ms. Yao Qinyi, Mr. Li Kai, Mr. Rao Yong, Mr. Liu Xianbo and Mr. Zhao Xuebo.

Pursuant to Bye-Law 84(1) of the Bye-Laws, Mr. Wu Chien-Chiang and Mr. Rao Yong will retire by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting.

According to Bye-Law 83(2) of the Bye-Laws, Mr. Li Kai, who was appointed as Director by the Board on 9 March 2018, will retire at the Annual General Meeting.

All the said retiring Directors will, being eligible, offer themselves for re-election at the Annual General Meeting.

Brief biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

The notice convening the Annual General Meeting, which contains, inter alia, ordinary resolutions to approve the Repurchase Proposal, the general mandate for Directors to issue new Shares and re-election of retiring Directors, is set out on pages 12 to 15 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

VOTING BY WAY OF POLL

Pursuant to Bye-Law 66(1) of the Bye-Laws, all resolutions put to the votes of the Shareholders at the Annual General Meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that the Repurchase Proposal and the general mandate for Directors to issue new Shares and the re-election of the retiring Directors are all in the best interest of the Company and its Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board of
SMI Culture & Travel Group Holdings Limited
Yao Qinyi
Executive Director

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the total issued Shares as at the date of the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,316,009,349 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed, under the Repurchase Proposal, to repurchase a maximum of 131,600,934 Shares, representing not more than 10% of the total issued Shares as at the date of the approval of the Repurchase Resolution.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Proposal is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of continuance and Bye-Laws, the Listing Rules and the applicable laws of Bermuda. Bermuda law provides that the amount of capital repaid in connection with a share repurchase may only be paid out of the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before the shares are repurchased.

There might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited financial statements contained in the annual report for the year ended 31 December 2017 in the event that the Repurchase Proposal was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Proposal to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

The table below is a summary of the monthly highest and lowest prices in each of the previous twelve months before the Latest Practicable Date:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2017	0.80	0.76
May 2017	0.80	0.75
June 2017	0.79	0.72
July 2017	0.78	0.72
August 2017	0.78	0.74
September 2017	0.75	0.71
October 2017	0.75	0.70
November 2017	0.75	0.73
December 2017	0.75	0.66
January 2018	0.74	0.68
February 2018	0.71	0.60
March 2018	0.71	0.59
April 2018 (up to the Latest Practicable Date)	0.60	0.485

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Proposal if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Proposal is approved by the Shareholders.

6. TAKEOVERS CODE

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a shareholder or group of shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, SMI Investment (HK) Limited and its associates are interested in 829,185,517 Shares (representing approximately 63.01% of the total issued share capital of the Company as at the Latest Practicable Date). In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, then (if their present shareholdings remain the same) the attributable interests of SMI Investment (HK) Limited and its associates would be increased to approximately 70.01% of the then issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a results of any repurchases made under the Repurchase Proposal.

In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Proposal, the number of Shares held by the public will not fall below 25%.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The followings are the particulars of the retiring Directors proposed to be re-elected at the Annual General Meeting:

(1) Mr. Wu Chien-Chiang (“Mr. Wu”), Executive Director

Mr. Wu, aged 62, was appointed as independent non-executive Director in September 2013 and re-designated as executive Director and chairman of the Board in July 2017.

Mr. Wu has experience of operating media and entertainment business in Taiwan for more than 30 years. He holds offices and positions in the following companies: (i) a director and the general manager of Era Communications Co., Limited; (ii) the chairman and the general manager of Satellite Entertainment Communication Co., Limited; (iii) the chairman and the general manager of Goldsun Communications Co., Limited; (iv) the general manager of Media-Chain International Marketing Co., Limited; (v) the chairman of Era Integrated Marketing Co., Limited; and (vi) the publisher of Trend Media & Publication Limited.

The Company had entered into a letter of appointment with Mr. Wu in relation to his appointment as an executive Director. Mr. Wu is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Bye-Laws. Mr. Wu is entitled to a director’s salary of HK\$240,000 per annum, which had been reviewed by the remuneration committee of the Company and approved by the Board (with Shareholders’ authorization) and having considered his responsibilities and duties, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Wu did not hold any position in the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined under the Listing Rules) of the Company. He had also not held any directorship in other listed companies in Hong Kong or overseas or other major appointments and qualifications in the past three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Wu did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Wu has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(2) Mr. Rao Yong (“Mr. Rao”), Independent Non-Executive Director

Mr. Rao, aged 59, was appointed as independent non-executive Director in January 2017 and is the chairman of both the audit committee and the remuneration committee and a member of the nomination committee of the Board.

Mr. Rao graduated from Guangxi University of Finance and Economics* (廣西財經學院), with a diploma of Business Finance in June 1980. He also obtained a master degree of Economic Management from Party School of Guangdong Province* (廣東省黨校). Mr. Rao is a certified public accountant and an auditor in the PRC.

Mr. Rao worked as a fiscal commissioner at Guangxi Wuzhou Finance Bureau* (廣西梧州市財政局) from June 1980 to May 1984. During the period from June 1984 to December 1990, he served as a section chief at Guangxi Wuzhou Auditing Bureau* (廣西梧州市審計局). From December 1990 to September 1997, he was a director* (處長) of the division at Shenzhen Auditing Bureau* (深圳市梧州市審計局). During the period from September 1993 to September 1997, he held a concurrent post as the head of Shenzhen Auditing Firm* (深圳審核事務所所長). He joined Shenzhen Pengcheng Accounting Firm* (深圳鵬城會計師事務所) as the general manager and the partner in September 1997 and left in August 2012. From August 2012 to present, Mr. Rao worked as the managing partner and the head of Guangdong office of Ruihua Certified Public Accountants* (瑞華會計師事務所). He served as a president of Shenzhen Institute of Certified Public Accountants* (深圳市註冊會計師協會會長) from December 2005 to September 2010 and the vice president of Guangdong Institute of Certified Public Accountants* (廣東省註冊會計師協會副會長) during November 2009 to May 2014, respectively. Mr. Rao was appointed as a member of the Fifth People’s Congress of Shenzhen City* (深圳市第五屆人大代表) in May 2010 and a member of the Sixth People’s Congress of Shenzhen City* (深圳市第六屆人大代表) and a member of the project budget committee of People’s Congress Standing Committee of Shenzhen City* (深圳市人大常務委員會計劃預算委員會委員) in May 2010, respectively.

Mr. Rao is an independent non-executive director, the chairman of audit committee and member of remuneration committee and nomination committee of Kaisa Group Holdings Ltd. (Stock Code: 1638), a company listed on the main board of the Stock Exchange.

Save as disclosed above and as at the Latest Practicable Date, Mr. Rao does not hold any position in the Company or any of its subsidiaries nor have any relationship with any director, senior management, substantial shareholder or controlling shareholder of the Company. He also not held any directorship in other listed companies in Hong Kong or overseas or other major appointments and qualifications in the past three years.

As at the Latest Practicable Date, Mr. Rao does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571, the Laws of Hong Kong).

The Company has entered into a letter of appointment with Mr. Rao in relation to his appointment as an independent non-executive director. Mr. Rao has been appointed for a term of two years commencing on 20 January 2017, subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. Mr. Rao is entitled to a director’s fee of HK\$20,000 per month, which has been approved by the Board having considered his responsibilities and duties, the Company’s remuneration policy and the prevailing market conditions.

Mr. Rao has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, Mr. Rao has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

(3) Mr. Li Kai (“Mr. Li”), Executive Director

Mr. Li, aged 56, was appointed as executive Director in March 2018. Mr. Li graduated from the Postgraduate School of the China Academy of Social Sciences and has over 20 years of experience in corporate management both in the PRC and the United States.

The Company had entered into a letter of appointment with Mr. Li in relation to his appointment as an executive Director. Mr. Li is not appointed for a specific term and is subject to retirement by rotation and re-election in accordance with the Bye-Laws. Mr. Li is entitled to a director’s salary of HK\$240,000 per annum, which had been reviewed by the remuneration committee of the Company and approved by the Board (with Shareholders’ authorization) and having considered his responsibilities and duties, the Company’s remuneration policy and the prevailing market conditions.

Save as disclosed herein, as at the Latest Practicable Date, Mr. Li is an authorised representative and a director of certain subsidiaries of the Company or any of its subsidiaries nor have any relationship with any Director, senior management, substantial shareholder or controlling shareholder (as defined under the Listing Rules) of the Company. He had also not held any directorship in other listed companies in Hong Kong or overseas or other major appointments and qualifications in the past three years preceding the Latest Practicable Date. As at the Latest Practicable Date, Mr. Li did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Li has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

* *For identification purpose*

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 19th Floor, Futian Culture & Sports Industry Headquarters Place, 3030 Fuqiang Road, Futian District, Shenzhen, the People's Republic of China on Thursday, 31 May 2018 at 11:00 a.m. for the following purposes:

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 31 December 2017.
2.
 - (i) To re-elect Mr. Wu Chien-Chiang as director of the Company.
 - (ii) To re-elect Mr. Rao Yong as director of the Company.
 - (iii) To re-elect Mr. Li Kai as director of the Company.
 - (iv) To authorize the board of directors of the Company to fix the remuneration of Directors of the Company.
3. To re-appoint BDO Limited as auditor of the Company and authorize the board of directors of the Company to fix the remuneration of auditor.
4. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company which the Directors of the Company are authorised to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
 - (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.”
5. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the total number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than (i) a Rights Issue (as hereinafter defined); (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue of shares or rights to acquire shares of the Company; or (iii) an issue of shares of the Company as scrip dividends pursuant to the Bye-Laws of the Company from time to time, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this Resolution, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (d) for the purpose of this Resolution,

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting of the Company.

“Rights Issue” means an offer of shares of the Company open for a period fixed by the Directors of the Company to the holders of shares of the Company on the register on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the Resolution nos. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares of the Company pursuant to Resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of a number of shares of the Company representing the total number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution no. 4 set out in the notice convening this meeting, provided that such number of shares of the Company so repurchased shall not exceed 10% of the total number of issued shares of the Company as at the date of the said Resolution (such total number to be subject to adjustment in the case of any consolidation or subdivision of any or all of the shares of the Company after the passing of this resolution).”

By Order of the Board
SMI Culture & Travel Group Holdings Limited
Yao Qinyi
Executive Director

Hong Kong, 27 April 2018

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint one or, if he/she is the holder of two or more shares of the Company, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the offices of the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned meeting.
3. The register of members of the Company will be closed from Friday, 25 May 2018 to Thursday, 31 May 2018, during which period no transfer of shares will be registered. In order to establish entitlements of attending and voting at the forthcoming annual general meeting of the Company, all share transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:30 p.m. on Thursday, 24 May 2018.
4. With regard to item no. 2 in this notice, biographies of the retiring directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II of the circular to shareholders dated 27 April 2018.
5. As at the date of this notice, the executive Directors are Mr. Wu Chien-Chiang, Ms. Yao Qinyi and Mr. Li Kai; and the independent non-executive Directors are Mr. Rao Yong, Mr. Liu Xianbo and Mr. Zhao Xuebo.