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*This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of SMI Culture & Travel Group Holdings Limited.*



**英皇文化產業集團有限公司**  
**Emperor Culture Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 491)**

**TIME OASIS LIMITED**

*(Incorporated in the British Virgin Islands)*

**JOINT ANNOUNCEMENT PURSUANT TO RULE 3.7 OF THE TAKEOVERS  
CODE; RULE 13.09 OF THE LISTING RULES AND THE INSIDE  
INFORMATION PROVISION  
TERMINATION OF THE POSSIBLE TRANSACTION AND  
END OF OFFER PERIOD**

This joint announcement is made pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to the announcements of the Company dated 26 February 2020, 25 March 2020, 24 April 2020, 25 May 2020, 26 June 2020, 24 July 2020, 25 August 2020, 25 September 2020, 27 October 2020 and 30 November 2020 (the “**Announcements**”) in relation to, among others, the Possible Acquisition of Received Shares and the Possible Voluntary Offer (Collectively, “**Possible Transaction**”), where applicable. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

**TERMINATION OF THE POSSIBLE TRANSACTION**

The Board and the sole director of the Potential Purchaser wish to update the shareholders and potential investors of the Company that, as at the date of this announcement, (i) the discussions for the Possible Transaction is terminated due to the difficulty to assess the value of issued shares of the Target Company including the Received Shares in respect of the Possible Transaction; and (ii) no formal or legally binding agreement had been entered into in respect of the Possible Transaction between the Receivers and the Potential Purchaser.

The Company will cease to publish further monthly announcements in respect of the progress of the Possible Transaction, which would otherwise be required under Rule 3.7 of the Takeovers Code.

## **END OF OFFER PERIOD**

For the purpose of the Takeovers Code, the offer period ends on the date of this announcement.

## **GENERAL**

**Shareholders and potential investors of the Company or the Target Company are advised to continue to exercise caution when dealing in the Shares and/or securities of the Company or the Target Company. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisors.**

By order of the board  
**Emperor Culture Group Limited**  
**Fan Man Seung, Vanessa**  
Chairperson

For and on behalf of  
**Time Oasis Limited**  
**Emperor Cinema Management Limited**  
Sole Director

Hong Kong, 30 December 2020

As at the date hereof, the Board comprises:

*Executive Directors:*

Ms. Fan Man Seung, Vanessa  
Mr. Wong Chi Fai  
Mr. Yeung Ching Loong, Alexander  
Ms. Shirley Percy Hughes

*Independent Non-executive Directors:*

Ms. Chan Sim Ling, Irene  
Mr. Ho Tat Kuen  
Ms. Tam Sau Ying

As at the date hereof, the sole director of the Potential Purchaser is Emperor Cinema Management Limited.

*The Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to the Target Group) contained in this joint announcement and confirms, having made all reasonable enquiries, that to the best of their knowledge, opinion expressed in this joint announcement (other than those opinion expressed by the directors of the Target Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*Ms. Fan Man Seung, Vanessa and Mr. Wong Chi Fai, being the directors of Emperor Cinema Management Limited, being the sole director of the Potential Purchaser, jointly and severally accept full responsibility for the accuracy of the information (other than those relating to the Group and the Target Group) contained in this joint announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinion expressed in this joint announcement (other than those opinion expressed by the directors of the Group and the Target Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement the omission of which would make any statement in this joint announcement misleading.*

*The information relating to the Target Company and Target Group in this joint announcement has been extracted from or based on the published information of the Target Company. The only responsibilities accepted by the directors of the Company and the Potential Purchaser in respect of such information is for the correctness and fairness of its reproduction and presentation.*