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**森美(集團)控股有限公司**

**Summi (Group) Holdings Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00756)**

## **COMPLETION OF THE ISSUE OF CONVERTIBLE BONDS AND WARRANTS UNDER SPECIFIC MANDATE**

Reference is made to the circular of Summi (Group) Holdings Limited (the “**Company**”) dated 10 December 2019 in relation to the issue of Convertible Bonds and Warrants under the Specific Mandate (the “**Circular**”). Terms used in this announcement shall have the same meanings as defined in the Circular unless otherwise stated.

### **ISSUE OF CONVERTIBLE BONDS AND WARRANTS**

The Board is pleased to announce that all conditions precedent under the Subscription Agreement and the Warrant Subscription Agreement were fulfilled and the Subscription Completion and the Warrant Completion took place on 28 February 2020. The Convertible Bonds in an aggregate principal amount of HK\$74 million were issued to Mr. Wu and the Warrants have been issued to Mr. Wu and Ms. Hu, in accordance with the terms of the Subscription Agreement and the Warrant Subscription Agreement respectively.

As at the Latest Practicable Date, the Company has a total of 1,347,860,727 Shares in issue. For illustration purposes only and assuming that there will be no further changes in the issued share capital of the Company prior to such conversion of Convertible Bonds or exercising of Warrants and no adjustment to the Conversion Price and the Warrant Exercise Price, the shareholding structures of the Company (i) as at the Latest Practicable Date; (ii)

immediately upon conversion of the Convertible Bonds in full; and (iii) immediately upon conversion of the Convertible Bonds and exercising of the subscription rights attaching to the Warrants in full, are as follows:

	As at the Latest Practicable Date		Immediately after the exercising of the Warrants in full (prior to the conversion of Convertible Bonds)		Immediately after the conversion of the Convertible Bonds in full (prior to the exercising of the Warrants)		Immediately after the conversion of the Convertible Bonds and exercising of the Warrants in full	
	<i>Approximate percentage of total issued</i>	<i>Approximate percentage of total issued</i>	<i>Approximate percentage of total issued</i>	<i>Approximate percentage of total issued</i>	<i>Approximate percentage of total issued</i>	<i>Approximate percentage of total issued</i>	<i>Approximate percentage of total issued</i>	<i>Approximate percentage of total issued</i>
	<i>No. of Shares</i>	<i>Shares</i>	<i>No. of Shares</i>	<i>Shares</i>	<i>No. of Shares</i>	<i>Shares</i>	<i>No. of Shares</i>	<i>Shares</i>
<b>Substantial Shareholders</b>	(Shares)	(%)	(Shares)	(%)	(Shares)	(%)	(Shares)	(%)
Mr. WU Shaohao ( <i>Note 1</i> )	765,444,145	56.8	914,159,185	56.52	1,161,166,070	66.6	1,309,881,110	65.1
Ms. Hu	—	—	120,784,960	7.47	—	—	120,784,960	6.0
Public Shareholders	582,416,582	43.2	582,416,582	36.01	582,416,582	33.4	582,416,582	28.9
<b>Total</b>	<u>1,347,860,727</u>	<u>100.0</u>	<u>1,617,360,727</u>	<u>100.00</u>	<u>1,743,582,652</u>	<u>100.0</u>	<u>2,013,082,652</u>	<u>100.0</u>

*Note:*

- Mr. Wu Shaohao, an executive Director, is deemed (by virtue of the SFO) to be interested in 765,444,145 Shares held by the Controlling Shareholder, which is owned as to 100% by him.

By Order of the Board  
**Summi (Group) Holdings Limited**  
**Lee Kwok Lun**  
*Company Secretary*

Hong Kong, 28 February 2020

*As at the date of this announcement, the Board comprises: Mr. WU Shaohao and Mr. WU Liantao as executive Directors; Mr. CHEN Ying, Mr. Ma Chi Kin and Mr. KYAW Sai Hong as independent non-executive Directors.*