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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)

**SUPPLEMENTAL AGREEMENT IN RELATION TO
SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE**

Reference is made to the announcement of Summi (Group) Holdings Limited (the “**Company**”) dated 23 March 2021 in relation to subscription of new shares under general mandate (the “**Announcement**”). Capitalised terms used herein shall have the same meanings as those defined in the Announcement, unless the context requires otherwise.

THE SUPPLEMENTAL AGREEMENT

On 14 April 2021 (after trading hours), the Company and the Subscribers entered into supplemental agreements in relation to the Subscription (the “**Supplemental Agreements**”), pursuant to which the Company and the Subscribers agreed to revise the long stop date from 15 April 2021 to 6 May 2021.

Save as disclosed above, there are no other material changes to the Subscription Agreements and all other terms and conditions of the Subscription Agreements remain in full force and effect.

The revised long stop date was determined with reference to time needed for fulfilment of the conditions under the Subscription Agreements and was negotiated on an arm’s length basis between the Company and the Subscribers. The Directors consider that the amendment made in the Supplemental Agreements are in compliance with the Listing Rules and are appropriate given the circumstances and would be in the interests of the Company and the Shareholders as a whole.

The Subscription Price of HK\$0.12 per Subscription Share represents:

- (i) a discount of approximately 18.37% to the closing price of HK\$0.147 per Share as quoted on the Stock Exchange on the date of the Supplemental Agreements; and
- (ii) a discount of approximately 17.24% to the average closing price of HK\$0.145 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Supplemental Agreements.

Subject to completion of the Subscription, it is expected that the gross proceeds from the Subscription will be HK\$32,280,000 and the net proceeds (after deducting all applicable costs and expenses of the Subscription) will be approximately HK\$31,780,000. The net proceeds of the Subscription are intended to be utilized as general working capital of the Group.

The net price of each Subscription Share will be approximately HK\$0.118.

Given that completion of the Subscription is subject to fulfilment of the conditions under the Subscription Agreements and the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

SUPPLEMENTARY INFORMATION OF THE SUBSCRIPTION AGREEMENTS

SUBSCRIPTION AGREEMENT I

Date: 22 March 2021 (after trading hours)

Parties: (1) the Company, as issuer; and
(2) Ms. Wang Min, a citizen of the People's Republic of China ("PRC") as subscriber

Subscription Shares: 80,000,000 Subscription Shares

Subscription amounts: HK\$9,600,000

SUBSCRIPTION AGREEMENT II

Date: 22 March 2021 (after trading hours)

Parties: (1) the Company, as issuer; and
(2) Mr. Huang Xuedong, a PRC citizen as subscriber

Subscription Shares: 80,000,000 Subscription Shares

Subscription amounts: HK\$9,600,000

SUBSCRIPTION AGREEMENT III

Date: 22 March 2021 (after trading hours)

Parties: (1) the Company, as issuer; and
(2) Ms. Chen Hong, a PRC citizen as subscriber

Subscription Shares: 35,000,000 Subscription Shares

Subscription amounts: HK\$4,200,000

SUBSCRIPTION AGREEMENT IV

Date: 22 March 2021 (after trading hours)

Parties: (1) the Company, as issuer; and
(2) Ms. Lu Qun, a PRC citizen as subscriber

Subscription Shares: 35,000,000 Subscription Shares

Subscription amounts: HK\$4,200,000

SUBSCRIPTION AGREEMENT V

Date: 22 March 2021 (after trading hours)

Parties: (1) the Company, as issuer; and
(2) Mr. Li Bo, a PRC citizen as subscriber

Subscription Shares: 15,000,000 Subscription Shares

Subscription amounts: HK\$1,800,000

SUBSCRIPTION AGREEMENT VI

Date: 22 March 2021 (after trading hours)

Parties: (1) the Company, as issuer; and
(2) Mr. Yang Dengfeng, a PRC citizen as subscriber

Subscription Shares: 15,000,000 Subscription Shares

Subscription amounts: HK\$1,800,000

SUBSCRIPTION AGREEMENT VII

Date: 22 March 2021 (after trading hours)

Parties: (1) the Company, as issuer; and
(2) Mr. Yan Lei, a PRC citizen as subscriber

Subscription Shares: 9,000,000 Subscription Shares

Subscription amounts: HK\$1,080,000

EFFECTS OF THE SUBSCRIPTION ON SHAREHOLDING STRUCTURE OF THE COMPANY

Shareholders	At the date of the Announcement		Immediately after the Completion	
	No. of Shares	Approximately	No. of Shares	Approximately
Ms. Wang Min	—	—	80,000,000	3.51%
Mr. Huang Xuedong	—	—	80,000,000	3.51%
Ms. Chen Hong	—	—	35,000,000	1.53%
Ms. Lu Qun	—	—	35,000,000	1.53%
Mr. Li Bo	—	—	15,000,000	0.66%
Mr. Yang Dengfeng	—	—	15,000,000	0.66%
Mr. Yan Lei	—	—	9,000,000	0.39%
Total:	—	—	269,000,000	11.79%

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

Hong Kong, 14 April 2021

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.