

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



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)**

## **MANDATORY CONDITIONAL CASH OFFERS APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

References are made to the announcement jointly issued by Rui Er Holdings Company Limited (the “**Offeror**”) and Summi (Group) Holdings Limited (the “**Company**”) on 10 October 2018 and 15 October 2018 (the “**Joint Announcements**”) relating to, amongst other things, the sale and purchase of approximately 44.74% of the issued shares of the Company (the “**Shares**”) by the Offeror involving a mandatory conditional cash offers to be made by Guotai Junan Securities (Hong Kong) Limited for and on behalf of the Offeror for all the issued Shares in the issued share capital of the Company other than those Shares already owned by the Offeror and parties acting in concert with it and to cancel all the outstanding Share Options. Capitalized terms used in this announcement shall have the same meanings as those defined in the Joint Announcements, unless the context herein requires otherwise.

The Board is pleased to announce that Pelican Financial Limited (“**Pelican**”), a corporation licensed to carry out Type 6 (advising on corporate financial) regulated activity under the SFO, has been appointed as the independent financial adviser to advise the Independent Board Committee, Offer Shareholders and Optionholders in respect of the terms of the Offers and, in particular, as to whether the Offers are fair and reasonable and as to the acceptance of the Offers. The appointment to Pelican has been approved by the Independent Board Committee in accordance with Rule 2.1 of the Takeovers Code.

The letter of advice from Pelican in respect of the Offers will be included in the Composite Document to be despatched jointly by the Company and the Offeror to the Shareholders and Optionholders in due course.

By order of the Board  
**Summi (Group) Holdings Limited**  
**Sin Ke**  
*Chairman*

Hong Kong, 16 October 2018

*As at the date of this announcement, the Board comprises: Mr. SIN Ke and Mr. SAN Kwan as executive Directors; Mr. TSANG Sze Wai Claudius as non-executive Director; and Mr. ZENG Jianzhong, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan as independent non-executive Directors.*

*All Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.*