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森美(集團)控股有限公司

**Rui Er Holdings Company Limited Summi (Group) Holdings Limited**

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

**(Stock code: 00756)**

## **JOINT ANNOUNCEMENT**

### **DELAY IN DESPATCH OF COMPOSITE DOCUMENT IN RELATION TO CONDITIONAL MANDATORY CASH OFFERS BY GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL THE ISSUED SHARES IN SUMMI (GROUP) HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY OR AGREED TO BE ACQUIRED BY THE OFFEROR AND THE PARTIES ACTING IN CONCERT WITH IT) AND TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS**

Reference is made to the joint announcement issued by Summi (Group) (Holdings) Limited (the “**Company**”) and Rui Er Holdings Company Limited (the “**Offeror**”) dated 10 October 2018 (the “**Joint Announcement**”) in relation to, among other matters, the Offers. Unless the context otherwise required, terms used in this joint announcement shall have the same meanings as those defined in the Joint Announcement.

## **DELAY IN DESPATCH OF COMPOSITE DOCUMENT**

As stated in the Joint Announcement, it is the intention of the Offeror and the Board that the offer document from the Offeror and the offeree board circular from the Company be combined into the Composite Document. Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document (accompanied by the Forms of Acceptance) is required to be despatched to the Shareholders and the Optionholders within 21 days from the date of the Joint Announcement, i.e. on or before 31 October 2018, or such later date to which the Executive may consent.

However, as additional time is required for the Offeror and the Company to finalise certain information to be included in the Composite Document, including but not limited to the letter from the independent financial adviser, the Offeror's intention in regard of the issuance and subscription of the CB and the proposed terms of the CB (including the fund required to be raised by the Company), an application has been made to the Executive pursuant to Rule 8.2 of the Takeovers Code for its consent to extend the deadline for the despatch of the Composite Document and the accompanying Forms of Acceptance to the Shareholders and the Optionholders to a date falling on or before 30 November 2018. The Executive has indicated that it is minded to grant its consent for such extension.

Further announcement(s) will be made jointly by the Company and the Offeror when the Composite Document and the accompanying Forms of Acceptance are despatched.

**WARNING: Shareholders, Optionholders and/or potential investors of the Company should note that the Offers are subject to conditions. Accordingly, the Offers may or may not become unconditional. Shareholders, Optionholders and/or potential investors of the Company should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.**

By order of the sole director of  
**Rui Er Holdings Company Limited**  
**Wu Shaohao**  
*Sole Director*

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

Hong Kong, 31 October 2018

*As at the date of this joint 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) 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.*

*As at the date of this joint announcement, Mr. Wu Shaohao is the sole director of the Offeror.*

*The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group and the Directors) and confirms, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group and the Directors) 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.*

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