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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)

INSIDE INFORMATION

This announcement is issued by Summi (Group) Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2) and Rule 13.10 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited, and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the joint announcement issued by the Company and Rui Er Holdings Company Limited (the “**Offeror**”) dated 10 October 2018 in relation to the Share Purchase Agreement (the “**Joint Announcement**”) and the announcement of the Company dated 5 November 2018. Unless the context otherwise required, terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

As disclosed in the Joint Announcement, the Company originally intended to raise funds for the purpose of repaying its outstanding bank loans by issuing convertible bonds (the “**CB**”) in the principal amount of US\$10 million to US\$15 million and at a conversion price of HK\$0.2 per conversion Share. Further, as disclosed in the announcement of the Company dated 5 November 2018, among other things, the Company received a demand letter concerning a facility agreement and the Company was in the process of discussion with its bankers, bondholders and creditors with a view to agreeing on the arrangements which facilitate the Company to meet its obligation, including but not limited to the loans under the aforesaid facility agreement. As the negotiation and discussion with the bank creditors on debt restructuring proposal are still in progress, the Company has decided not to issue, and the Offeror has decided not to subscribe for, the CBs or any other convertible securities during the Offer Period as well as the six-month period after the Offer Period.

As consented by the Executive, the Composite Document and the accompanying Forms of Acceptance shall be despatched to the Shareholders and the Optionholders on or before 30 November 2018 (the “**Deadline**”). As such, it is expected by the Company and the Offeror that the Composite Document and the accompanying Forms of Acceptance will be despatched by the Deadline.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

For and on behalf of the Board
Summi (Group) Holdings Limited
Sin Ke
Chairman

Hong Kong, 26 November 2018

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