

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.

This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.



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)

PLACING OF NON-LISTED WARRANTS UNDER SPECIFIC MANDATE

Placing Agent

GOLDEN RICH SECURITIES LIMITED

On 18 January 2019 (after trading hours of the Stock Exchange), the Company entered into the Warrant Placing Agreement with the Placing Agent in connection with the Warrant Placing, pursuant to which the Company has agreed to grant and the Placing Agent has agreed to procure, on a best efforts basis, not less than six (6) Warrant Places to subscribe for up to 269,572,145 Warrants, at the Warrant Placing Price of HK\$0.03 per Warrant. Each of the Warrant Places to be procured by the Placing Agent and its ultimate beneficial owner(s) will be Independent Third Parties.

The holders of the Warrants will be entitled to subscribe for up to 269,572,145 Warrant Shares at the Warrant Exercise Price of HK\$0.157 per Warrant Share (subject to adjustment). Each Warrant carries the right to subscribe for one Warrant Share (subject to adjustment) at the Warrant Exercise Price.

The Warrants are to be placed at a Warrant Placing Price of HK\$0.03 per Warrant. The Warrant Placing is conditional upon several conditions precedent as set out in the paragraph headed "Conditions precedent of the Warrant Placing" in the section headed "The Warrant Placing Agreement" in this announcement.

Assuming all the Warrants are placed, a total of 269,572,145 Warrants will be issued. Upon full exercise of the subscription rights attaching to the Warrants, a total of 269,572,145 Warrant Shares will be issued, representing:

- (i) approximately 20% of the issued share capital of the Company as at the date of this announcement; and
- (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Warrant Shares upon full exercise of the subscription rights attaching to the Warrants (assuming there being no other changes in the share capital of the Company).

Assuming the maximum number of the Warrants are placed at the Warrant Placing Price, the gross proceeds and net proceeds from the issue of the Warrants will be approximately HK\$8,087,164.35 and HK\$7,037,164.35 respectively. Assuming the full exercise of the subscription rights attaching to the maximum number of Warrants at the initial Warrant Exercise Price, it is expected additional proceeds of up to approximately HK\$42,322,826.77 will be raised.

The aggregate net proceeds of HK\$49,359,991.12, being the aggregate of the net proceeds at placing and the additional proceeds upon the full exercise of the subscription rights, will be used for general working capital and to facilitate the finance reorganization with the creditors, as well as future business development and operating restructuring of the Group.

The subscription rights attaching to the Warrants may be exercised at any time during the period of 12 months commencing from the issue date of the Warrants.

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Warrant Shares which may fall to be allotted and issued upon exercise of the subscription rights attaching to the Warrants. No listing of the Warrants will be sought on the Stock Exchange or any other stock exchanges.

The Warrant Shares upon exercise of the subscription rights attaching to the Warrants will be allotted and issued under the Specific Mandate to be sought for approval from the Shareholders at the EGM.

The EGM will be convened and held to consider and, if thought fit, pass the requisite resolution(s) to approve, among other things, the Warrant Placing Agreement and the transactions contemplated thereunder including the issue of the Warrants and the Specific Mandate for the allotment and issue of the Warrant Shares. A circular containing, amongst other things, further details relating to the Warrant Placing Agreement and the notice of EGM will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules.

Completion of the Warrant Placing is subject to, among other things, fulfilment of the conditions precedent in the Warrant Placing Agreement. As the Warrant Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

The Board is pleased to announce on 18 January 2019 (after trading hours of the Stock Exchange), the Company entered into the Warrant Placing Agreement with the Placing Agent in connection with the Warrant Placing. Details of which are set out below.

THE WARRANT PLACING AGREEMENT

Date

18 January 2019

Parties

Issuer: The Company

Placing Agent: Golden Rich Securities Limited

To the best of the Director's knowledge, information and belief, having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Warrant Placees

Pursuant to the Warrant Placing Agreement, the Company has agreed to grant and the Placing Agent has agreed to procure, on a best efforts basis, not less than six (6) Warrant Placees to subscribe for up to 269,572,145 Warrants, at the Warrant Placing Price of HK\$0.03 per Warrant. Each of the Warrant Placees to be procured by the Placing Agent and its ultimate beneficial owner(s) will be Independent Third Parties.

As at the date of this announcement, the Placing Agent has not yet identified any Warrant Placees and would proceed to identify the same in accordance with the terms of the Warrant Placing Agreement. It is expected that none of the Warrant Placees will become a substantial shareholder (as defined in the Listing Rules) of the Company upon exercise of the subscription rights attaching to the Warrants. It is expected that the Placing Agent will select and identify appropriate Warrant Placees such that the Warrant Placees would have sufficient financial ability to settle the subscription price upon exercise of the Warrants.

Placing commission

The Placing Agent will charge the Company a placing commission equivalent to 3.7% of the gross proceeds from the issue of the Warrants on the Completion Date. Assuming the maximum number of the Warrants are placed at the Warrant Placing Price, the maximum placing commission to be paid to the Placing Agent will be approximately HK\$300,000. The Warrant Placing commission was negotiated on arm's length basis between the Company and the Placing Agent and determined with reference to, amongst other things, the prevailing market rate. The Directors consider that the terms of the Warrant Placing,

including the Warrant Placing commission, are fair and reasonable based on the current market conditions and the Warrant Placing is in the interests of the Company and the Shareholders as a whole.

Information of the Warrants

Number of Warrants

Up to 269,572,145 Warrants.

The Warrants will be issued to the Warrant Placees upon completion of the Warrant Placing in registered form and constituted by a deed poll.

Each Warrant carries the right initially to subscribe for one Warrant Share at the Warrant Exercise Price and is issued at the Warrant Placing Price. The subscription rights attaching to the Warrants may be exercised at any time during a period of 12 months commencing from the issue date of the Warrants. The Warrant Shares, when fully paid and allotted, will rank *pari passu* in all respects with the then existing issued Shares of the Company.

Assuming all the Warrants are placed, a total of 269,572,145 Warrants will be issued. Upon full exercise of the subscription rights attaching to the Warrants, a total of 269,572,145 Warrant Shares (subject to adjustment) will be issued, representing:

- (i) approximately 20% of the issued share capital of the Company as at the date of this announcement; and
- (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the allotment and issue of the Warrant Shares upon full exercise of the subscription rights attaching to the Warrants (assuming there being no other changes in the issued share capital of the Company).

Pursuant to Rule 15.02(1) of the Listing Rules, the Warrant Shares to be issued upon exercise of the Warrants must not, when aggregated with all other equity securities which to be issued on exercise of any other subscription rights, if all such rights were immediately exercised, whether or not such exercise is permissible, exceed 20% of the issued share capital of the Company at the time the Warrants are issued. Options granted under employee or executive share schemes which comply with Chapter 17 of the Listing Rules are excluded for the purpose of such limit.

Exercise restrictions

The exercise of the subscription rights attaching to the Warrants shall be subject to the following restrictions.

The minimum number of Warrants to be exercised upon the subscription rights attaching to the Warrants each time shall not be less than 1,000,000 Warrants unless the number of Warrants held by the holder remains less than 1,000,000.

Upon exercise of the subscription rights attaching to the Warrants, the holders of the Warrants and their respective associates will not become a substantial shareholder (as defined in the Listing Rules) of the Company; nor will the Company fail to meet the public float requirements under the Listing Rules.

As at the date of this announcement, the Company has no outstanding warrant.

Transferability

Subject to compliance with all applicable laws and regulations and such other requirements that the Stock Exchange may impose from time to time, the Warrants are transferable in integral multiples of 1,000,000 Warrants. In the event of a transfer of the Warrants to a connected person (as defined in the Listing Rules) of the Company, prior approval from the Company and the Stock Exchange shall be obtained. The Company undertakes to comply with the relevant Listing Rules and to make necessary announcement(s), where appropriate, if and when any of the Warrant Placees make any transfer of the Warrants to other parties requiring disclosure.

Voting rights for the holders of the Warrants

The holder of the Warrants will not have any right to attend or vote at any meeting of the Company by virtue of them being holders of the Warrants. The holder of the Warrants shall not have the right to participate in any distributions and/or offers of further securities made by the Company.

Rights of the holders of the Warrants on the liquidation of the Company

If, at any time prior to the expiration of the Warrants and prior to their exercise, the Company is wound up during the subscription period of the Warrants, all subscription rights attaching to the Warrants which have not been exercised shall lapse, save for in the event of a voluntary winding-up, the holders of the Warrants shall be entitled within six weeks after the passing of such a resolution approving the winding-up to exercise the subscription rights attaching to the Warrants in accordance with the terms and conditions of the Warrants.

Specific Mandate

The issue of the Warrant Shares upon exercise of the subscription rights attaching to the Warrants will be subject to Shareholder's approval at the EGM.

The Warrant Shares upon exercise of the subscription rights attaching to the Warrants will be allotted and issued under the Specific Mandate to be sought for approval from the Shareholders at the EGM.

The EGM will be convened and held to consider and, if thought fit, pass the requisite resolution(s) to approve, among other things, the Warrant Placing Agreement and the transactions contemplated thereunder including the issue of the Warrants and Specific Mandate for the allotment and issue of the Warrant Shares. A circular containing, amongst other things, further details relating to the Warrant Placing Agreement and the notice of EGM will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Warrant Shares which may fall to be allotted and issued upon exercise of the subscription rights attaching to the Warrants. No listing of the Warrants will be sought on the Stock Exchange or any other stock exchanges.

Warrant Placing Price

The Warrant Placing Price is HK\$0.03 for each Warrant. The Warrant Placing Price is determined after arm's length negotiations between the Company and the Placing Agent with reference to the current market sentiment, the Group's financial position, the historical share prices and liquidity of the Shares in the market and valued by an independent valuer. The Directors consider that the Warrant Placing Price are fair and reasonable and in the interests of the Shareholders and the Company as a whole.

Warrant Exercise Price

The Warrant Exercise Price is HK\$0.157 for each Warrant Share (subject to adjustment).

The aggregate of Warrant Placing Price of HK\$0.03 per Warrant and the Warrant Exercise Price of HK\$0.157 per Warrant Share, i.e. HK\$0.187, represents:

- (i) a premium of approximately 5.06% over the closing price of HK\$0.178 per Share quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 1.19% over the average of the closing prices of approximately HK\$0.185 per Share for the last five trading days for the Shares immediately prior to the Last Trading Day;
- (iii) a discount of approximately 1.42% to the average of the closing prices of approximately HK\$0.190 per Share for the last ten trading days for the Shares immediately prior to the Last Trading Day; and
- (iv) a discount of approximately 87.78% to the net asset value per Share of approximately HK\$1.530 per Share based on the consolidated net asset value of the Group as at 30 June 2018.

The Warrant Exercise Price of HK\$0.157 per Warrant Share represents:

- (i) a discount of approximately 11.80% to the closing price of HK\$0.178 per Share quoted on the Stock Exchange on the Last Trading Day;
- (ii) a discount of approximately 15.04% to the average of the closing prices of approximately HK\$0.185 per Share for the last five trading days for the Shares immediately prior to the Last Trading Day;
- (iii) a discount of approximately 17.24% to the average of the closing prices of approximately HK\$0.190 per Share for the last ten trading days for the Shares immediately prior to the Last Trading Day; and
- (iv) a discount of approximately 89.74% to the net asset value per Share of approximately HK\$1.530 per Share based on the consolidated net asset value of the Group as at 30 June 2018.

The Warrant Exercise Price are determined based on negotiations on arm's length basis between the Company and the Placing Agent with reference to the Group's existing financial position, the historical Share price, liquidity of the Shares in the market, number of Warrant Shares and the current market sentiment. The Directors consider that the Warrant Exercise Price are fair and reasonable and in the interests of the Shareholders and the Company as a whole.

Adjustment of Warrant Exercise Price and Warrant Shares

The Warrant Exercise Price and the number of Warrant Shares to be issued shall from time to time be adjusted upon the occurrence of any of the following events:

- (1) alteration to the nominal amount of each of the Shares by reason of any subdivision or consolidation of Shares;
- (2) an issue (other than pursuant to a scrip dividend scheme in lieu of a cash dividend) by the Company of Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (3) capital distribution to all Shareholders or grant to Shareholders rights to acquire for cash assets of the Company or any of its subsidiaries;
- (4) an offer of new Shares for subscription by way of rights, or a grant of options or warrants to subscribe for new Shares, at a price which is less than 90% of the market price of the Shares on the date of the announcement of the terms of the offer or grant being made by the Company to Shareholders;

- (5) an issue wholly for cash being made by the Company or any of its subsidiaries of securities convertible into or exchangeable for or carrying rights of subscription for new Shares, if in any case the total effective consideration per new Share initially receivable for such securities is less than 90% of the market price of the Shares on the date of the announcement of the terms of issue of such securities, or the conversion, exchange or subscription rights of any such issue are altered so that the said total effective consideration is less than 90% of such market price;
- (6) an issue of Shares being made wholly for cash (other than pursuant to any share option scheme) at a price less than 90% of the market price of the Shares on the date of the announcement of the issue; or
- (7) the purchase by the Company of Shares or securities convertible into Shares or any rights to acquire Shares (excluding any such purchase made on the Stock Exchange or any recognised stock exchange) in circumstances where the Directors consider that it may be appropriate to make an adjustment to the Warrant Exercise Price.

In the event that following the adjustment of the Warrant Exercise Price, the number of the new Warrant Shares will exceed the authorization under the Specific Mandate, the Company (i) shall convene and hold, as soon as reasonably practicable, an extraordinary general meeting of the Shareholders to approve the grant of a specific mandate to the Directors to allot and issue such excess new Warrant Shares; and (ii) apply to the Stock Exchange for the approval of the listing of and permission to deal in, such excess new Warrant Shares as soon as reasonably practicable subject to the date of the notice of the extraordinary general meeting.

The Warrant Placing Completion Date

Completion shall take place on or before the fifth Business Day following the satisfaction of the conditions precedent set out below (or such later date to be agreed by the parties).

Conditions precedent of the Warrant Placing

Completion of the Warrant Placing Agreement is conditional on, among other things, the fulfillment of the following conditions precedent at or before 5:00 p.m. on 31 March 2019 (or such later time and date as the Placing Agent and the Company shall agree in writing):

- (a) the Listing Committee of the Stock Exchange shall have approved the issue of the Warrants either unconditionally or subject to conditions to which neither the Company nor the Warrant Placees shall reasonably object and the satisfaction of such conditions;
- (b) the Listing Committee of the Stock Exchange shall have granted (either unconditionally or subject to conditions to which neither the Company nor the Warrant Placees shall reasonably object) the listing of, and permission to deal in, the Warrant Shares which fall to be allotted and issued upon the exercise of the subscription rights attached to the Warrants;

- (c) the Shareholders of the Company shall have passed the requisite resolution(s) at the EGM approving the Warrant Placing Agreement and the transactions contemplated thereunder including the issue of the Warrants and the Specific Mandate for allotment and issue of the Warrant Shares;
- (d) Cayman Islands Monetary Authority approving the issue of the Warrant Shares, if required; and
- (e) all necessary consents and approvals to be obtained on the part of each of the Placing Agent and the Company in respect of the Warrant Placing Agreement and the transactions contemplated thereunder having been obtained.

The Company undertakes to and in favour of the Placing Agent to exercise its best endeavours to procure the fulfilment of the conditions precedent specified above, including without limitation, by making all necessary applications forthwith upon the signing of the Warrant Placing Agreement and the timely supply of information to the Stock Exchange and other relevant governmental or regulatory authorities.

In the event that the above conditions precedent are not fulfilled by 5:00 p.m. on 31 March 2019 or such later date as may be agreed between the Company and the Placing Agent in writing, the Warrant Placing Agreement will lapse and become null and void and the parties shall be released from all obligations hereunder, save the liabilities for any antecedent breaches thereof.

Termination of the Warrant Placing Agreement

If at any time prior to 6:00 p.m. on the day immediately preceding the Completion Date:

- (i) there develops, occurs or comes into force:
 - (a) any new law or regulation or any change in existing laws or regulations or the interpretation thereof which may in the reasonable opinion of the Placing Agent and in its reasonable discretion may materially and adversely affect the business or financial condition or prospects of the Group as a whole; or
 - (b) any local, regional, national or international event or change (whether or not permanent or forming part of a series of events or changes occurring or continuing, on and/or after the date hereof) of a political, military, economic or other nature (whether or not ejusdem generis with the foregoing) which, in the reasonable opinion of the Placing Agent and in its reasonable discretion will, or may be expected to, have a material adverse effect on the Warrant Placing; or
 - (c) any significant change (whether or not permanent) in local, regional, national or international market conditions (or in conditions affecting a sector of the market) which in the reasonable opinion of the Placing Agent and in its reasonable discretion has or may have a material adverse effect on the Warrant Placing; or

- (ii) any breach of any of the warranties which in the reasonable opinion of the Placing Agent and in its reasonable discretion is material in the context of the Warrant Placing, comes to the knowledge of the Placing Agent or there has been a breach by the Company of any other provision of the Warrant Placing Agreement which in the reasonable opinion of the Placing Agent and in its reasonable discretion is material in the context of the Warrant Placing; or
- (iii) save as previously disclosed in the announcements of the Company, there is any adverse change in the business or in the financial or trading position of the Group taken as a whole which being unaware of by the Placing Agent and in the reasonable opinion of the Placing Agent and in its reasonable discretion is material in the context of the Warrant Placing,

then and in any such case, the Placing Agent may, in its sole and absolute discretion, terminate the Warrant Placing Agreement without liability to the Company or any other party by giving notice in writing to the Company.

If the Warrant Placing Agreement is so terminated, all obligations of each party under the Warrant Placing Agreement shall cease and determine and neither party shall have any rights or claim against the other party in respect of any matter arising out of or in connection with the Warrant Placing Agreement except for any antecedent breach of any obligation mentioned in the Warrant Placing Agreement and the payment obligation of the Company to the Placing Agent under the Warrant Placing Agreement.

REASONS FOR THE WARRANT PLACING

The Group is principally engaged in the production and sales of orange juice and related products.

As disclosed in the announcements of the Company dated 5 November 2018 and on 6 December 2018, the Company has been in the process of discussion with its bankers, bondholders and creditors as necessary with a view to agreeing on arrangements which facilitate the Company to meet its obligations under the loan agreements. Meanwhile, as disclosed in the announcement of the Company dated 9 January 2019, the Group is expected to record a consolidated net loss for the Interim Period as a result of the substantial reduction of revenue and delayed harvest of fresh oranges due to the Group's operating restructuring in the People's Republic of China. The Board considers the finance reorganization with the creditors and operating restructuring are imminent.

In view of the immediate inflow of approximately HK\$7,037,164.35 upon completion of the Warrant Placing, coupled with the potential inflow of further capital upon the exercise of the subscription rights attaching to the Warrants, the Directors are of the view that the Warrant Placing provides a good opportunity to reorganize and strengthen the Company's financial position, in particular to facilitate the Company's discussion with the bank creditors for financial reorganization. Furthermore, in the event the Warrant Placees fully exercise their subscription rights attaching to the Warrants, the shareholding base will be enhanced and further funds of up to approximately HK\$42,322,826.77 will be received to support for future needs for the general working capital and the future business development of the Group.

The Board considered the issue of Warrants to be an appropriate means of fund raising as the Warrants are not interest bearing and the Warrant Placing will not be resulted in any immediate dilution effect on the shareholding of the existing Shareholders. In addition to the net proceeds that will be raised upon completion of the Warrant Placing, further capital will be raised upon the exercise of the subscription rights attaching to the Warrants by the holder of such Warrants during the subscription period.

The Company has also considered other alternative fund raising methods including issuing new Shares, debt financing and bank borrowings. The Directors are of the view that issuing new shares will resulted in an immediate dilution effect on the shareholding of the existing Shareholders. In addition, the interest burden resulted from the debt financing and bank borrowings may not be beneficial to the Company's current financial condition, the debt financing is not realistic. In light of the reasons stated above, the Directors have come to a decision that the issue of Warrants is the most appropriate way of raising funds.

The Company have also considered the possibility of listing of the Warrants. The application for listing of the Warrants would incur substantial additional costs and thus further reduce the net proceeds from the Warrant Placing. The application for listing of the Warrants could delay the whole fund raising process. Therefore, the Directors are of the view that the issue of non-listed Warrants would be a more appropriate option.

In view of the above, the Board considers that the terms of the Warrant Placing are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, save as disclosed herein and previously disclosed by the Company in accordance with the Listing Rules, the Directors are not aware of any contemplated acquisitions, disposals or other matters during the exercise period of the Warrants which have a material impact on the Company which is necessary for the Shareholders and the public investors to appraise the position of the Company.

Save for the Warrant Placing Agreement as disclosed in this announcement, the Company has not entered or contemplated to enter into any other arrangements, agreements or understanding with the Placing Agent in relation to the Warrant Placing.

USE OF PROCEEDS

Assuming the maximum number of the Warrants are placed at the Warrant Placing Price, the gross proceeds and net proceeds from the issue of the Warrants will be approximately HK\$8,087,164.35 and HK\$7,037,164.35 respectively.

Assuming the full exercise of the subscription rights attaching to the maximum number of Warrants at the Warrant Exercise Price, it is expected additional proceeds of up to approximately HK\$42,322,826.77 will be raised.

The aggregate net proceeds of HK\$49,359,991.12, being the aggregate of the net proceeds at placing and the additional proceeds upon the full exercise of the subscription rights, will be used for general working capital and to facilitate the finance reorganization with the creditors, as well as future business development and operating restructuring of the Group.

It is the intention of the Group to continue exploring investment opportunities with a view to improving returns for its Shareholders.

It is noted that the Warrants only have an exercise period of up to 12 months. As such, if the Warrant holders elect not to exercise the Warrants, the Warrants will lapse after expiry. While the additional proceeds as a result of the exercise of the Warrants will be beneficial to the Group for its future business development, the Company would like to clarify that, save as disclosed in this announcement, the Company does not have specific capital requirement for its general working capital and future business development.

EQUITY FUND RAISING EXERCISE BY THE COMPANY IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities in the past twelve months immediately preceding the date of this announcement.

CHANGES IN SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only and assuming there being no other changes in the share capital of the Company, the changes of the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon exercise of the subscription rights attaching to the Warrants in full are as follows:

	As at the date of this Announcement		Immediately upon exercise of the subscription rights attached to the Warrant in full	
	<i>No. of shares</i>	<i>Approximate %</i>	<i>No. of shares</i>	<i>Approximate %</i>
WU, Shaohao	765,444,145	56.79	765,444,145	47.32
Warrant Placees (<i>Note</i>)	—	—	269,572,145	16.67
SIN, Ke	15,688,000	1.17	15,688,000	0.97
SAN, Kwan	8,000,000	0.59	8,000,000	0.49
CITIC Securities Company Limited	68,915,200	5.11	68,915,200	4.25
Independent trustee of the share award scheme of the Company	19,412,000	1.44	19,412,000	1.20
Other public Shareholders	470,401,382	34.90	470,401,382	29.1
Total	<u>1,347,860,727</u>	<u>100.00</u>	<u>1,617,432,872</u>	<u>100.00</u>

Notes:

- (1) The shareholding of the Warrant Placees only to the Warrant Shares which may be issued upon exercising of the subscription rights attaching to the Warrants, without taking into account any existing shareholdings of the Warrant Placees which they may have in the Company.
- (2) Sin Ke, an executive Director, who beneficially owned 15,688,000 Shares and 4,000,000 Share Options.
- (3) San Kwan, an executive Director, who beneficially owned 8,000,000 Shares and 2,000,000 Share Options.
- (4) CSI Capital Management Limited (“CSI Capital”) is wholly owned by CITIC CLSA Global Markets Holdings Limited (“CITIC CLSA”); CITIC CLSA is wholly owned by CLSA B.V.; CLSA B.V. is wholly owned by CITIC Securities International Company Limited (“CITIC International”), which is wholly owned by CITIC Securities. Therefore, each of CITIC CLSA, CLSA B.V., CITIC International and CITIC Securities is deemed to be interested in the 68,915,200 Shares held by CSI Capital.
- (5) 19,412,000 Shares are held by Core Pacific-Yamaichi International (H.K.) Nominees Limited, the independent trustee, for the share award scheme adopted by the Company on 11 September 2015. Since the adoption of the share award scheme, there has been no Share awarded to any eligible participants under the scheme.
- (6) Shareholding percentages may not add up to 100% due to roundings.

WARNING NOTICE

Completion of the Warrant Placing is subject to, among other things, fulfilment of the conditions precedent in the Warrant Placing Agreement. As the Warrant Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Business Day”	any day (not being a Saturday, a Sunday and a public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Company”	森美(集團)控股有限公司 Summi (Group) Holdings Limited, a company incorporated in Cayman Islands with limited liability, its Shares are listed on the Stock Exchange
“Completion Date”	on or before the fifth Business Day following the date on which the conditions precedent to the Warrant Placing Agreement are fulfilled (or such later date on the parties may agree in writing)
“Director(s)”	director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, approve the Warrant Placing Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate
“Group”	the Company and its subsidiaries
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	independent third party(ies) which is/are not connected person(s) (as defined under the Listing Rules) of the Company and is independent of the Company and its connected persons (as defined under the Listing Rules)
“Last Trading Day”	18 January 2019 being the last trading day for the Shares before the issue of this announcement

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placing Agent”	Golden Rich Securities Limited, the placing agent and a licensed corporation to carry out Type 1 (dealing in securities), regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) in Hong Kong
“PRC”	the People’s Republic of China, for the purpose of this announcement, excludes Hong Kong, Macao Special Administrative Region of the PRC and Taiwan
“Share(s)”	issued ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Shares
“Specific Mandate”	the specific mandate to be granted to the Directors by the Shareholders at the SGM for the allotment and issue of up to a maximum of 269,572,145 Warrant Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Warrant(s)”	up to 269,572,145 non-listed warrants to be issued by the Company at the Warrant Placing Price, each entitles the holder thereof initially to subscribe for Warrant Shares at the Warrant Exercise Price (subject to adjustment) at any time during the period of 12 months commencing from the issue date of the Warrants
“Warrant Exercise Price”	an initial exercise price of HK\$0.157 per Warrant Share (subject to adjustment) at which holder of the Warrants may subscribe for the Warrant Share(s)
“Warrant Placees”	any individual(s), institutional or other professional investor(s), who are Independent Third Parties, to be procured by the Placing Agent to subscribe for any of the Warrants pursuant to the Warrant Placing Agreement
“Warrant Placing”	the placing, on a best effort basis, of up to 269,572,145 Warrants pursuant to the terms of the Warrant Placing Agreement
“Warrant Placing Agreement”	the conditional placing agreement dated 18 January 2019 and entered into between the Company and the Placing Agent in relation to the Warrant Placing

“Warrant Placing Price”	HK\$0.03, being the issue price per Warrant payable in full on application under the Warrant Placing Agreement
“Warrant Share(s)”	up to 269,572,145 new Shares (subject to adjustment) to be allotted and issued upon exercise of the subscription rights attaching to the Warrants
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 18 January 2019

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