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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Summi (Group) Holdings Limited (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.



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)

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on 28 November 2019 (Thursday) at 3:30 p.m. at Room 3E, No. 355, Zhangye Road, Jiading District, Shanghai, China is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk and the website of the Company at hksummi.com. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shop 1712 to 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting (i.e. before 3:30 p.m. on 26 November 2019) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting thereof should you so desire.

29 October 2019

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	annual general meeting of the Company to be held at 3:30 p.m. on 28 November 2019 (Thursday) at Room 3E, No. 355, Zhangye Road, Jiading District, Shanghai, China;
“AGM Notice”	the notice convening the AGM set out on pages 14 to 18 of this circular;
“Articles”	the articles of association of the Company;
“Board”	board of Directors;
“Company”	Summi (Group) Holdings Limited (森美(集團)控股有限公司), a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 00756);
“Director(s)”	director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and/or deal with the Shares not exceeding 20% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting such mandate;
“Latest Practicable Date”	24 October 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan; unless otherwise specified;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the aggregate number of the issued Shares as at the date of passing of the relevant resolution granting such mandate;

DEFINITIONS

“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company; as amended, supplemented or otherwise modified from time to time;
“Shareholder(s)”	holder(s) of the Shares;
“Share Option Scheme”	share option scheme adopted by the Company on 7 June 2008;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time; and
“%”	per cent.

In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.



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)

Executive Directors:

Mr. WU Shaohao (*Chairman of the Board*)
Mr. WU Liantao

Independent non-executive Directors:

Mr. CHEN Ying
Mr. KYAW Sai Hong
Mr. MA Chi Kin

Registered Office:

Clifton House
75 Fort Street
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and Principal

Place of Business in Hong Kong:
Room1012, Block A,
Hung Hom Commercial Centre,
37 Ma Tau Wai Road., Hung Hom,
Hong Kong

29 October 2019

To the Shareholders,

Dear Sir/Madam,

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
RETIREMENT OF DIRECTORS AND
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purposes of this circular are to give you notice of the AGM, and information on the following proposals to be put forward at the AGM: (i) the grant to the Directors of the Issue Mandate, the Repurchase Mandate; (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholders on 14 November 2018. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the following general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate number of Shares not exceeding 20% of the number of Shares in issue as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate number of Shares not exceeding 10% of the number of Shares in issue as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,347,860,727 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company would be allowed to issue a maximum of 269,572,145 Shares, representing 20% of the aggregate number of Shares in issue as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

RETIREMENT OF DIRECTORS AND RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Directors, namely Mr. Wu Shaohao (Chairman) and Mr. Wu Liantao, being the executive Directors; and Mr. Chen Ying, Mr. Kyaw Sai Hong and Mr. Ma Chi Kin being the independent non-executive Directors.

In accordance with Article 108(a) of the Articles, Mr. Wu Shaohao, Mr. Wu Liantao and Mr. Chen Ying, Mr. Kyaw Sai Hong and Mr. Ma Chi Kin shall retire from office by rotation at the AGM and all of them, being eligible, would offer themselves for re-election at the AGM.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM to be held on 28 November 2019 (Thursday) at 3:30 p.m. at Room 3E, No. 355, Zhangye Road, Jiading District, Shanghai, China is set out on pages 14 to 18 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

Under Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the AGM must be taken by poll.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shop 1712 to 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. before 3:30 p.m. on 26 November 2019) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so desire.

RECOMMENDATION

The Directors consider that the grant of the Issue Mandate, the Repurchase Mandate, and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the forthcoming AGM.

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

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the memorandum of association of the Company and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 30 June 2019 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,347,860,727 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the general mandates to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 134,786,072 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum of association of the Company and Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase of the shareholding, but subject to the latitude provided by the 2% creeper provision under Rule 26 of the Takeovers Code could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, Rui Er Holdings Company Limited ("**Rui Er**") is the legal and beneficial owner of 765,444,145 Shares (representing approximately 56.79% of the issued share capital of the Company), which was owned as to 100% by Mr. Wu Shaohao ("**Mr. Wu**"). In addition, As Ms. Yang Xijuan ("**Ms. Yang**") is the spouse of Mr. Wu, Ms. Yang was also deemed to be interested in the Shares held by Mr. Wu.

As a result, Rui Er and persons acting in concert with it (including Rui Er, Mr. Wu and Ms. Yang) (the "**Concert Group**") were interested in more than 30% of the total number of issued Shares. In the event that the Repurchase Mandate was exercised in full, the shareholdings of the Concert Group would increase by more than 2% of the total number of issued Shares. On the basis of the aforesaid increase of shareholding, the Concert Group will be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such an extent that result in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months up to the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2018		
September	0.40	0.32
October	0.38	0.2
November	0.23	0.19
December	0.25	0.19
2019		
January	0.21	0.15
February	0.22	0.19
March	0.20	0.17
April	0.22	0.17
May	0.19	0.15
June	0.18	0.16
July	0.19	0.15
August	0.17	0.13
September	0.15	0.10
October (till the Latest Practicable Date)	0.11	0.11

Set out below are details of the proposed Directors to be re-elected at the AGM.

Mr. Wu Shaohao

Mr. Wu Shaohao (吳紹豪先生) (“**Mr. Wu**”), aged 51, has over 16 years of management experience in property development in the PRC and was appointed as the executive director of the Company on 4 December 2018. Mr. Wu obtained a master of educational leadership degree from the University of Canberra. Mr. Wu has been the chairman of the board of directors of 江蘇瑞爾房地產集團公司 (Jiangsu Ruier Property Development Group Company Limited*) (“**Jiangsu Ruier**”), 上海電子商城有限公司 (Shanghai E-commerce Company Limited) (“**Shanghai E-commerce**”), 瀋陽金沙城置業有限公司 (Shenyang Sands City Property Company Limited*) (“**Shenyang Sands**”) and 江蘇水之源置業有限公司 (Jiangsu Shuizhiyan Property Company Limited*) (“**Jiangsu Shuizhiyan**”) since March 2000. Jiangsu Ruier, Shenyang Sands and Jiangsu Shuizhiyan are principally engaged in property development business and Shanghai E-commerce is principally engaged in operating a wholesale market in Jiading, Shanghai.

Mr. Wu is the director of Rich Anges Limited (裕佳有限公司), Sunshine Vocal Limited, Potel Limited (邦天有限公司), Manwell (China) Limited (萬華(中國)有限公司), Global One Limited and Summi Yummy Limited (森美波仔有限公司), all of which are wholly-owned subsidiaries of the Company.

Mr. Wu is also the director of Rui Er Holdings Company Limited (瑞爾控股有限公司) (“**Rui Er**”), which are company having an interest in the shares of the Company.

As at the Latest Practicable Date, Mr. Wu was the legal and beneficial owner 765,444,145 Shares, representing approximately 56.79% of the issued share capital of the Company.

Mr. Wu is the father of Mr. Wu Liantao, another executive Director.

Save as disclosed above, Mr. Wu does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company. And he does not have or is not deemed to have any interests or short positions in any shares or underlying shares in or any debentures (as defined under Part XV of the Securities and Futures Ordinance) of the Company.

Mr. Wu has entered into a director’s service agreement with the Company for two years commencing on 4 December 2018, which may be terminated by either party giving to the other party not less than one months’ prior written notice and is not entitled to receive a basic annual salary which was determined with reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibilities with the Group. He is entitled to receive a discretionary bonus and subsidies subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2) of the Listing Rules on the Stock Exchange.

Mr. Wu Liantao

Mr. Wu Liantao (吳聯韜先生), aged 25, graduated from Purdue University in 2016 with the degree of bachelor of science and was appointed as the executive director of the Company on 4 December 2018. Mr. Wu Liantao has served as an accounting manager at Signature Homes, a property developer in California from August 2016 to March 2017 and served as an investment manager in Shanghai Sailing Capital Pushi Management Co., Ltd (上海賽領翺玄資產管理有限公司) from September 2017 to November 2018. Mr. Wu Liantao is the son of Mr. Wu.

Mr. Wu Liantao is the director of Manwell (China) Limited (萬華(中國)有限公司), Potel Limited (邦天有限公司), Global One Limited and Rui Er BVI Limited (瑞爾森美(英屬維爾京群島)有限公司), Rich Anges Limited and Sunshine Vocal Limited.

Save as disclosed above, Mr. Wu Liantao does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company. And he does not have or is not deemed to have any interests or short positions in any shares or underlying shares in or any debentures (as defined under Part XV of the Securities and Futures Ordinance) of the Company.

Mr. Wu Liantao has entered into a director's service agreement with the Company for three years commencing from 4 December 2018 which may be terminated by either party giving to the other party at least three months' prior written notice and is not entitled to receive a director's remuneration which was determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities with the Group. He is also entitled to receive a discretionary bonus and subsidies subject to the approval by the Board.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2) of the Listing Rules on the Stock Exchange.

Chen Ying

Mr. Chen Ying (陳羸先生) (“**Mr. Chen**”), aged 50, is the President of Shanghai Hanwo Assets Company Limited (上海漢沃資產有限公司) and Shanghai Lixi Financial Information Services Company Limited (上海力兮金融信息服務有限公司). Mr. Chen has over 20 years of experience in securities investments, corporate financing and property development industry.

Mr. Chen graduated from Zhejiang Jingji Guanli Zhigong University (浙江經濟管理職工大學) in 1991 and Hubei University of Economics 湖北經濟學院 in 2011. Mr. Chen further pursued his studies and obtained a degree of Master of Business Administration from Madonna University in 2005 and a degree of Master of Business Administration from Shanghai Donghua University (上海東華大學) in 2016.

Save as disclosed above, Mr. Chen does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company. And he does not have or is not deemed to have any interests or short positions in any shares or underlying shares in or any debentures (as defined under Part XV of the Securities and Futures Ordinance) of the Company.

Mr. Chen has entered into a director’s service agreement with the Company for a term of two year commencing on 9 April 2019 subject to rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company.

The director’s remuneration of Mr. Chen is HK\$120,000 per annum which is determined with reference to his duties and responsibilities within the Company

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2) of the Listing Rules on the Stock Exchange.

Kyaw Sai Hong

Mr. Kyaw Sai Hong (左世康先生) (“**Mr. Kyaw**”), aged 36, was the company secretary of Affluent Foundation Holdings Limited, a company listed on the main board of the Stock Exchange of Hong Kong Limited (stock code: 1757) from 2017 to 2019. Mr. Kyaw has over 13 years of experience in the fields of accounting and auditing including experience with financial matters of listed companies.

Mr. Kyaw obtained a Bachelor of Arts degree in Accounting and Finance from Leeds Beckett University (formerly named as Leeds Metropolitan University) in July 2004. Mr. Kyaw is currently a practising certified public accountant of the Hong Kong Institute of Certified Public Accountants and has been a member of Hong Kong Institute of Certified Public Accountants since January 2009.

Save as disclosed above, Mr. Kyaw does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company. And he does not have or is not deemed to have any interests or short positions in any shares or underlying shares in or any debentures (as defined under Part XV of the Securities and Futures Ordinance) of the Company.

Mr. Kyaw has entered into a director's service agreement with the Company for a term of two year commencing on 31 January 2019 subject to rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company.

The director's remuneration of Mr. Kyaw is HK\$120,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2) of the Listing Rules on the Stock Exchange.

Ma Chi Kin

Mr. Ma Chi Kin (“馬志堅”)(“**Mr. Ma**”), aged 33, is a Director of Moore Stephens Transaction Services Limited, a company under the umbrella of Moore Stephens accounting network, and an Executive Director of the New Territories General Chamber of Commerce.

Mr. Ma has over 10 years of experience in the fields of valuation in different businesses and transaction support such as financial due diligence including experience with merger and acquisition for listed companies. Mr. Ma joined Moore Stephens in February 2018 and he ran his consultancy firm prior to that. He is responsible for providing independent professional valuation and financial due diligence advice to clients and managing daily operations of the company.

Mr. Ma obtained a degree of Bachelor of Information Engineering from the Chinese University of Hong Kong in 2007. He is now a part-time post-graduate student in Equine Science of the University of Edinburgh. He became a Chartered Financial Analyst in 2011, Chartered Alternative Investment Analyst in 2014 and Registered Valuer of the Royal Institute of Chartered Surveyors in 2017 respectively.

Save as disclosed above, Mr. Ma does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications, and does not have any relationship with other Directors, senior management, substantial or controlling

shareholders of the Company. And he does not have or is not deemed to have any interests or short positions in any shares or underlying shares in or any debentures (as defined under Part XV of the Securities and Futures Ordinance) of the Company.

Mr. Ma has entered into a director's service agreement with the Company for a term of two year commencing on 9 April 2019 subject to rotation and re-election at annual general meeting of the Company in accordance with the articles of association of the Company. The director's remuneration of Mr. Ma is HK\$120,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the appointment that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2) of the Listing Rules on the Stock Exchange.



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)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of Summi (Group) Holdings Limited (the “**Company**”) will be held on 28 November 2019 (Thursday) at 3:30 p.m. at 3/F, No.355E Jingyuan Rd, Jiading, Shanghai, China for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors of the Company and its subsidiaries for the year ended 30 June 2019.
2.
 - (a) Mr. Wu Shaohao be re-elected as an executive director of the Company.
 - (b) Mr. Wu Liantao be re-elected as an executive director of the Company.
 - (c) Mr. Chen Ying be re-elected as an independent non-executive director of the Company.
 - (d) Mr. Kyaw Sai Hong be re-elected as an independent non-executive director of the Company.
 - (e) Mr. Ma Chi Kin be re-elected as an independent non-executive director of the Company.
 - (f) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
3. To appoint Fuson CPA Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue

NOTICE OF ANNUAL GENERAL MEETING

and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (B) the Directors be and are hereby authorised during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;
- (C) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of shares of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate number of shares of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or

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(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of Resolutions 4 and 5 as set out in this notice convening the Meeting of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution 4 as set out in this notice convening the Meeting of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution 6 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing this Resolution.”

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

Hong Kong, 29 October 2019

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Voting at the meeting shall be taken by poll.
4. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
6. Where there are joint holders of any shares, any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in

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person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.

7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
8. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 5 as set out in this notice is enclosed in the circular of the Company dated 29 October 2019.
9. For the purposes of determining the Shareholders' eligibility to attend and vote at the forthcoming Meeting to be held on 28 November 2019 (Thursday), the transfer books and register of members of the Company will be closed from 21 November 2019 (Thursday) to 27 November 2019 (Wednesday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 20 November 2019 (Wednesday).
10. Details of Mr. Wu Shaohao, Mr. Wu Liantao, Mr. Chen Ying, Mr. Kyaw Sai Hong and Mr. Ma Chi Kin proposed to be re-elected as directors of the Company at the Meeting are set out in Appendix II to the circular of the Company dated 29 October 2019.
11. A form of proxy for use at the Meeting is enclosed.