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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)**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND  
NON-COMPLIANCE WITH LISTING RULES**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Director**”) of Summi (Group) Holdings Limited (the “**Company**”) announces that with effect from 28 September 2022, Mr. Yim Hong Cheuk Foster (“**Mr. Yim**”) has resigned as an independent non-executive Director, the chairman of remuneration committee and investigation committee and a member of audit committee of the Company due to the heavy time requirement of his other business practice.

Mr. Yim has confirmed that he has no disagreement with the Board and there is no matter in relation to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its gratitude to Mr. Yim for his valuable efforts and contributions to the Company during his tenure of office.

Reference is made to the Company’s announcement dated 2 August 2022, in relation to, among other things, the establishment of investigation committee. The independent investigation has been substantially completed and the Company is in progress of summarizing the findings and expect to make further announcement on or around 30 September 2022.

## **NON-COMPLIANCE WITH LISTING RULES**

After the resignation of Mr. Yim, the Company has two independent non-executive Directors and the number and composition of independent non-executive directors fail to meet the requirements under (i) Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) which require the board of directors must include at least 3 independent non-executive directors; (ii) Rule 3.21 of the Listing Rules which requires the audit committee to comprise a minimum of three members; and (iii) Rule 3.25 of the Listing Rules which requires the remuneration committee to be chaired by an independent non-executive director and comprising a majority of independent non-executive directors.

As such, the Board will make its best endeavours to identify appropriate persons for appointment as independent non-executive Director within three months from the date of Mr. Yim’s resignation as required by the Listing Rules. The Company will make further announcement as and when appropriate.

By Order of the Board  
**Summi (Group) Holdings Limited**  
**WU Shaohao**  
*Chairman and Executive Director*

Hong Kong, 28 September 2022

*As at the date of this announcement, the Board comprises: Mr. WU Shaohao and Mr. WU Liantao as executive Directors; Mr. TSANG Ho Yin as non-executive Director; and Mr. CHENG King Yip and Ms. CHUNG Wing Yee as independent non-executive Directors.*