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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Summi (Group) Holdings Limited (the “**Company**”) will be held at 3:30 p.m., on Friday, 27 December 2019 at Room 3E, No. 355, Zhangye Road, Jiading District, Shanghai, China for the purpose of considering and, if thought fit, passing, without modifications, the following ordinary resolution of the Company. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the circular of the Company dated 10 December 2019 of which the notice convening the EGM forms part.

ORDINARY RESOLUTION

1. “**THAT**

- (a) (i) the conditional Subscription Agreement dated 31 July 2019 (a copy of which is tabled at the EGM and marked “A” and signed by the chairman of the EGM for identification purpose) entered into between the Company and the Controlling Shareholder and the transactions contemplated thereunder, including but not limited to, (i) the issuance of the Bonds; (ii) the issuance of the Convertible Bonds; (iii) the issuance of the Rui Er Warrants; and (iv) the issuance and allotment of the Conversion Shares and the Rui Er Warrant Shares under the CB Specific Mandates, be and are hereby approved, confirmed and ratified;
- (ii) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the

Subscription Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and

- (iii) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the Conversion Shares and the Rui Er Warrant Shares, the Directors be and are hereby granted the CB Specific Mandates which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the Conversion Shares and the Rui Er Warrant Shares, on and subject to the terms and conditions of the Subscription Agreement, providing that the CB Specific Mandates shall be in addition to, and shall not prejudice nor revoke any general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.
- (b) (i) the conditional Warrant Subscription Agreement dated 31 July 2019 (a copy of which is tabled at the EGM and marked “B” and signed by the chairman of the EGM for identification purpose) entered into between the Company and the Individual and the transactions contemplated thereunder, including but not limited to, (i) the issuance of the Individual Warrants; and (ii) the issuance and allotment of the Individual Warrant Shares under the Warrant Specific Mandates, be and are hereby approved, confirmed and ratified;
- (ii) any one Director be and is hereby authorised to, on behalf of the Company, do all such acts and things, to sign and execute such documents or agreements or deeds and take all such actions as he/she/they may in his/her/their absolute discretion consider necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Warrant Subscription Agreement and the transactions contemplated thereunder and agree to such variation, amendment or waiver as are, in the opinion of such Director, in the interest of the Company and the Shareholders as a whole; and
 - (iii) subject to and conditional upon the Listing Committee of Stock Exchange having granted the listing of, and permission to deal in the Individual Warrant Shares, the Directors be and are hereby granted the Warrant Specific Mandates which shall entitle the Directors to exercise all the powers of the Company to issue, allot and credit as fully paid, the Individual Warrant Shares, on and subject to the terms and conditions of the Warrant Subscription Agreement, providing that the Warrant Specific Mandates shall be in addition to, and shall not prejudice nor revoke any

general or specific mandates(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution.”

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

Hong Kong, 10 December 2019

Notes:

- (a) The register of members of the Company will be closed from Wednesday, 18 December 2019 to Tuesday, 24 December 2019, both days inclusive. No transfer of shares of the Company will be registered during that period. In order to qualify to attend and vote at the EGM, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company’s branch share register in Hong Kong, 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 Tuesday, 17 December 2019.
- (b) A member entitled to attend and vote at the above meeting is entitled to appoint one or more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company but must be present in person to represent the member.
- (c) If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorised on its behalf.
- (d) In order to be valid, a form of proxy must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and delivery of the form of proxy will not preclude a member from attending and voting at the meeting if he so wishes. In the event that he attends the meeting after having lodged the form of proxy, the form of proxy will be deemed to have been revoked.
- (e) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote and will be accepted to the exclusion of other joint registered holders in respect hereof.

As at the date of this announcement, the Board comprises: Mr. WU Shaohao, and Mr. WU Liantao as executive Directors; and Mr. CHEN Ying, Mr. MA Chi Kin and Mr. KYAW Sai Hong as independent non-executive Directors.