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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 DIRECTORS
AND
NON-COMPLIANCE WITH LISTING RULES**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (the “**Board**”) of directors (the “**Director**”) of Summi (Group) Holdings Limited (the “**Company**”) announces that with effect from 8 July 2022, (i) Mr. Chen Ying (“**Mr. Chen**”) has resigned as an independent non-executive Director, the chairman of remuneration committee and a member of audit committee of the Company due to his other commitments; (ii) Mr. Ma Chi Kin (“**Mr. Ma**”) has resigned as an independent non-executive Director, a member of audit committee, remuneration committee and nomination committee of the Company due to his other business commitments; and (iii) Mr. Kyaw Sai Hong (“**Mr. Kyaw**”) has resigned as an independent non-executive Director, the chairman of audit committee, a member of nomination committee and investment and compliance committee of the Company due to his personal reasons.

Each of Mr. Chen, Mr. Ma and Mr. Kyaw 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. Chen, Mr. Ma and Mr. Kyaw for their valuable efforts and contributions to the Company during their tenure of office.

NON-COMPLIANCE WITH LISTING RULES

After the resignation of Mr. Chen, Mr. Ma and Mr. Kyaw, the Company has no independent non-executive Director and the number and composition of independent non-executive directors fail to meet the requirements under (i) Rule 3.10(1) and Rule 3.10A 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 representing at least one-third of the board; (ii) Rule 3.10(2) of the Listing Rules which requires at least one of the independent non-executive directors having appropriate professional qualifications or accounting or related financial management expertise; (iii) Rule 3.21 of the Listing Rules which requires the audit committee to comprise a minimum of three members and be chaired by an independent non-executive director; (iv) 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; and (v) Rule 3.27A of the Listing Rules which requires the nomination committee to comprise 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 Directors within three months from the date of Mr. Chen, Mr. Ma and Mr. Kyaw’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, 8 July 2022

As at the date of this announcement, the Board comprises: Mr. WU Shaohao and Mr. WU Liantao as executive Directors.