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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 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 (the “AGM”) to be held on 30 December 2022 (Friday) at 3:30 p.m. at Room 702, 7/F., Laford Centre, 838 Lai Chi Kok Road, Cheung Sha Wan, Kowloon, Hong Kong is set out on pages 13 to 18 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.hksummi.com. 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, 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 28 December 2022) 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 adjourned meeting thereof should you so desire.

29 November 2022

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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 30 December 2022 (Friday) at Room 702, 7/F., Laford Centre, 838 Lai Chi Kok Road, Cheung Sha Wan, Kowloon, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 13 to 18 of this circular;
“Articles”	the articles of association of the Company;
“Board”	board of Directors;
“Business Day(s)”	a day (other than public holiday, a Saturday or Sunday) on which banks in Hong Kong are generally open for business;
“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”	25 November 2022, 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;
“Nomination Committee”	the nomination committee of the Company;

DEFINITIONS

“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;
“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;
“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.

LETTER FROM THE BOARD



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:

Ms. Chung Wing Yee
Mr. Ma Yu-heng
Mr. Zhong Shuirong

Registered Office:

Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and Principal Place of

Business in Hong Kong:
Room 702, 7/F.,
Laford Centre,
838 Lai Chi Kok Road,
Cheung Sha Wan, Kowloon,
Hong Kong

29 November 2022

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; (ii) the Repurchase Mandate; and (iii) 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 10 December 2021. 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 2,282,082,652 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 456,416,530 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 Ms. Chung Wing Yee ("**Ms. Chung**"), Mr. Ma Yu-heng ("**Mr. Ma**") and Mr. Zhong Shuirong ("**Mr. Zhong**") being the independent non-executive Directors.

In accordance with Article 108(a) of the Articles, Mr. Wu Liantao shall retire from office by rotation at the AGM and, being eligible, would offer himself for re-election at the AGM.

LETTER FROM THE BOARD

In accordance with Article 112 of the Articles, Ms. Chung (who was appointed by the Board as an independent non-executive Director with effect from 11 July 2022), Mr. Ma (who was appointed by the Board as an independent non-executive Director with effect from 30 September 2022) and Mr. Zhong (who was appointed by the Board as an independent non-executive Director with effect from 30 September 2022) 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.

Nomination Policy

To promote Board diversity while maintaining the Board with appropriate balance of skills, continuity of experience and diversity of perspectives, the Nomination Committee will take into account a number of factors including but not limited to background, qualifications, professional experience and skills to assess the suitability of proposed director candidates.

Recommendations of the Nomination Committee

The Nomination Committee has assessed the re-election of each of Mr. Wu Liantao, Ms. Chung, Mr. Ma and Mr. Zhong and has taken into account that:

- (i) Mr. Wu Liantao's experience in overseeing the operations of the Group's businesses, his contribution to the Board and firm commitment to his role;
- (ii) Ms. Chung's experience in human capital management, her confirmation for independence pursuant to Rules 3.13 of the Listing Rules; and that she does not hold any cross directorships or have any significant links with other Directors through involvement in other companies or bodies;
- (iii) Mr. Ma's expertise in accounting and finance industry, as well as his experience as directors in other listed companies; his confirmation for independence pursuant to Rules 3.13 of the Listing Rules; and that he does not hold any cross directorships or have any significant links with other Directors through involvement in other companies or bodies; and
- (iv) Mr. Zhong's experience in financial accounting and internal control, his confirmation for independence pursuant to Rules 3.13 of the Listing Rules; and that he does not hold any cross directorships or have any significant links with other Directors through involvement in other companies or bodies.

LETTER FROM THE BOARD

In view of the above, the Board accepted the Nomination Committee's nomination and recommended Mr. Wu Liantao, Ms. Chung, Mr. Ma and Mr. Zhong to stand for re-election at the AGM. The Board considers that their re-election is in the best interest of the Company and the Shareholders as a whole.

AGM

A notice convening the AGM to be held on 30 December 2022 (Friday) at 3:30 p.m. at Room 702, 7/F., Laford Centre, 838 Lai Chi Kok Road, Cheung Sha Wan, Kowloon, Hong Kong is set out on pages 13 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, 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 28 December 2022) 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
Wu Shaohao
Chairman and Executive Director

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, the 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 2022 (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 2,282,082,652 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 228,208,265 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 the 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 1,309,881,110 Shares (representing approximately 57.40% 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 to approximately 63.8% of the issued share capital of the Company.

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>
2021		
November	0.12	0.10
December	0.11	0.09
2022		
January	0.11	0.08
February	0.09	0.07
March	0.10	0.06
April	0.10	0.07
May	0.11	0.07
June	0.10	0.07
July	0.10	0.07
August	0.11	0.06
September	0.07	0.04
October	0.05	0.04
November (till the Latest Practicable Date)	0.05	0.04

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

Mr. Wu Liantao

Mr. Wu Liantao (吳聯韜先生), aged 29, was appointed as an executive Director since 4 December 2018. He is also the director of 郴州森美橙園投資發展有限公司 (“Chenzhou Summi Chengyuan Investment Development Company Limited”), Rich Anges Limited (裕佳有限公司), Manwell (China) Limited (萬華(中國)有限公司), Global One Management Limited, Sunshine Vocal Limited and Potel Limited (邦天有限公司), which are wholly-owned subsidiaries of the Company. Mr. Wu Liantao graduated from Purdue University in 2016 with the degree of bachelor of science. 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 上海賽領翮玄資產管理有限公司 (Shanghai Sailing Capital Pushi Management Co., Ltd) from September 2017 to November 2018. Mr. Wu Liantao is the son of Mr. Wu Shaohao.

Mr. Wu Liantao has entered into a service contract with the Company for three years commencing from 4 December 2021 and is subject to re-election or retirement by rotation at the general meetings of the Company pursuant to the Articles.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu Liantao (a) does not hold any other position with the Group; (b) did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) does not have any interest in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (e) there is no other matter concerning Mr. Wu Liantao that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Chung Wing Yee

Ms. Chung Wing Yee (鍾穎怡女士) (“**Ms. Chung**”), aged 40, has been appointed as an independent non-executive Director with effect from 11 July 2022. She has over 10 years of experience in human capital management and office administration. She is currently the human resources and general manager of a professional service firm, which provides professional services in the fields of accounting, taxation, other business management and company secretary. Ms. Chung obtained a Bachelor of Arts degree in international business management from University of Northumbria in 2009.

Ms. Chung has entered into a letter of appointment for an initial term of two years commencing from 11 July 2022. She is entitled to receive director’s fee of HK\$150,000 per annum, which has been determined by the Board with reference to her experience, duties and responsibilities undertaken with the Company and prevailing market conditions. Ms. Chung is subject to re-election or retirement by rotation at the general meetings of the Company pursuant to the Articles.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chung (a) does not hold any position with the Group; (b) did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; (d) does not have any interest in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (e) there is no other matter concerning Ms. Chung that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Ma Yu-heng

Mr. Ma Yu-heng (馬有恒先生) (“**Mr. Ma**”), aged 52, has experience in financing, banking and corporate finance for over 24 years. Mr. Ma has been the chief financial officer and vice president of China Grand Star Luxury Cars Investment Holdings Limited (中國星盛名車投資控股有限公司) from September 2018 to April 2022. Mr. Ma is currently a member of CPA Australia. Mr. Ma graduated from Soochow University, Taiwan (台灣東吳大學) in June 1993 with a bachelor’s degree in business administration in business mathematics. He also obtained a master’s degree in business administration from Da-Yeh University, Chung Hua, Taiwan (台灣大葉大學) in June 1995.

Mr. Ma has been an independent non-executive director of China Fordoo Holdings Limited (stock code: 2399) and China U-Ton Future Space Industrial Group Holdings Ltd. (In Liquidation) (stock code: 6168), the issued shares of which are both listed on the Main Board of the Stock Exchange, since March 2022 and May 2022 respectively.

Mr. Ma has entered into a letter of appointment for an initial term of two years commencing from 30 September 2022. He is entitled to receive director’s fee of HK\$120,000 per annum, which has been determined by the Board with reference to his experience, duties and responsibilities undertaken with the Company and prevailing market conditions. Mr. Ma is subject to re-election or retirement by rotation at the general meetings of the Company pursuant to the Articles.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ma (a) does not hold any position with the Group; (b) did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (d) does not have any interest in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (e) there is no other matter concerning Mr. Ma that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Zhong Shuirong

Mr. Zhong Shuirong (鍾水榮先生) (“**Mr. Zhong**”), aged 32, has over 8 years of experience in financial accounting and internal control consulting. He is currently working in a company engaging in food research and development, production and sales in mainland China and leading the financial accounting work in the financial department. Mr. Zhong obtained a Bachelor’s degree in Accounting from Fujian University of Technology in June 2014. In September 2019, he obtained the intermediate accounting professional qualification issued by the Ministry of Human Resources and Social Security and the Ministry of Finance of the PRC.

Mr. Zhong has entered into a letter of appointment for an initial term of two years commencing from 30 September 2022. He is entitled to receive director’s fee of HK\$96,000 per annum, which has been determined by the Board with reference to his experience, duties and responsibilities undertaken with the Company and prevailing market conditions. Mr. Zhong is subject to re-election or retirement by rotation at the general meetings of the Company pursuant to the Articles.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhong (a) does not hold any position with the Group; (b) did not hold any directorship in any listed public companies in Hong Kong or overseas in the last three years; (c) does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and (d) does not have any interest in any shares, underlying shares or debentures of the Company within the meaning of Part XV of the SFO; and (e) there is no other matter concerning Mr. Zhong that needs to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 30 December 2022 (Friday) at 3:30 p.m. at Room 702, 7/F., Laford Centre, 838 Lai Chi Kok Road, Cheung Sha Wan, Kowloon, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the directors (the “**Director(s)**”) and the auditor of the Company (the “**Auditor**”) and its subsidiaries for the year ended 30 June 2022.
2.
 - (a) Mr. Wu Liantao be re-elected as an executive Director.
 - (b) Ms. Chung Wing Yee be re-elected as an independent non-executive Director.
 - (c) Mr. Ma Yu-heng be re-elected as an independent non-executive Director.
 - (d) Mr. Zhong Shuirong be re-elected as an independent non-executive Director.
 - (e) To authorise the board of directors (the “**Board**”) of the Company to fix the remuneration of the Directors.
3. To appoint Yongtuo Fuson CPA Limited as the Auditor and to authorise the Board to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue 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 (the “**Articles**”) 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 Meeting;
- (ii) the expiration of the period within which the next Meeting is required by the laws of the Cayman Islands or the Articles to be held; or

NOTICE OF ANNUAL GENERAL MEETING

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

“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 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

NOTICE OF ANNUAL GENERAL MEETING

(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 Meeting 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 Meeting is required by the laws of the Cayman Islands or the Articles to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

6. “**THAT** conditional upon the passing of resolution no.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 pursuant to resolution no. 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 no.5 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
Wu Shaohao
Chairman and Executive Director

Hong Kong, 29 November 2022

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company (the “Member”) entitled to attend and vote at the Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be the Member. 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/her 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, 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 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 November 2022.
9. For the purposes of determining the Shareholders’ eligibility to attend and vote at the forthcoming Meeting to be held on 30 December 2022 (Friday), the transfer books and register of members of the Company will be closed from 23 December 2022 (Friday) to 30 December 2022 (Friday), 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, Link Market Services (Hong Kong) Pty Limited, at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong for registration no later than 4:30 p.m. on 22 December 2022 (Thursday).

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10.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is expected to be in force at any time on the date of the Meeting, the Meeting will be postponed to the next Business Day on which no tropical cyclone warning signal No. 8 or above or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is hoisted or in force in Hong Kong at any time between the hours from 12:30 p.m. to 3:30 p.m. and in such case the Meeting shall be held at the same time and venue.
 - (b) If a tropical cyclone warning signal No. 8 or above or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is lowered or cancelled three hours before the time appointed for holding the Meeting and where conditions permit, the Meeting will be held as scheduled.
 - (c) The Meeting will be held as scheduled when a tropical cyclone warning signal No. 3 or below is hoisted or an amber or red rainstorm warning signal is in force.
 - (d) After considering their own situations, Members should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.
11. A form of proxy for use at the Meeting is enclosed.