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森美(集團)控股有限公司

Rui Er Holdings Company Limited Summi (Group) Holdings Limited

(Incorporated in the British Virgin Islands with limited liability) (Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00756)

JOINT ANNOUNCEMENT

**MANDATORY CONDITIONAL CASH OFFERS BY
GUOTAI JUNAN SECURITIES (HONG KONG) LIMITED
FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE
ALL THE ISSUED SHARES OF
SUMMI (GROUP) HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED BY OR AGREED TO
BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN
CONCERT WITH IT)
AND TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS
BECOMING UNCONDITIONAL IN ALL RESPECTS**

RESULTS OF THE OFFERS AND OFFERS BECOMING UNCONDITIONAL IN ALL RESPECTS

As at 4:00 p.m. on 17 December 2018, the Offeror received valid acceptances in respect of a total of 104,432,000 Shares under the Share Offer, representing approximately 7.75% of the entire issued share capital of the Company as at the date of this joint announcement; and there is no valid acceptance in respect of the Option Offer.

Taking into account the valid acceptances in respect of 104,432,000 Shares under the Share Offer, the Offeror and its concert parties would hold an aggregate of 707,412,145 Shares, representing approximately 52.48% of the entire issued share capital of the Company as at the date of this joint announcement. As the Condition of the Share Offer as set out in the Composite Document have been satisfied, the Share Offer has become unconditional in all respects on 17 December 2018. As the Share Offer has become unconditional in all respects, the Option Offer has also become unconditional in all respects on 17 December 2018.

OFFERS TO REMAIN OPEN FOR ACCEPTANCE FOR NOT LESS THAN 14 DAYS

Pursuant to Rule 15.3 of the Takeovers Code, where the Offers become or are declared unconditional (whether as to acceptances or in all respects), they should remain open for acceptance for not less than 14 days thereafter. Accordingly, the Offers will remain open for acceptance until 4:00 p.m. on Monday, 31 December 2018, which will be the final Closing Date of the Offers and will not be extended. Save as set out above, all other terms of the Offers as set out in the Composite Document and the Forms of Acceptance remain unchanged.

Independent Shareholders and Optionholders are advised to refer to the Composite Document and the Forms of Acceptance for details of acceptance procedures if they wish to accept the Offers. A further announcement on the results of the Offers will be made on the final Closing Date in accordance with Rule 19.1 of the Takeovers Code.

Reference are made to (i) the joint announcements issued by Summi (Group) Holdings Limited (the “**Company**”) and Rui Er Holdings Company Limited (the “**Offeror**”) dated 10 October 2018 and 15 October 2018; (ii) the composite offer and response document (the “**Composite Document**”) jointly issued by the Company and the Offeror dated 30 November 2018; and (iii) joint clarification announcement issued by the Company and the Offeror dated 6 December 2018.

Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Composite Document.

RESULTS OF THE OFFERS AND OFFERS BECOMING UNCONDITIONAL IN ALL RESPECTS

As at 4:00 p.m. on 17 December 2018, the Offeror received valid acceptances in respect of a total of 104,432,000 Shares under the Share Offer, representing approximately 7.75% of the entire issued share capital of the Company as at the date of this joint announcement; and there is no valid acceptance in respect of the Option Offer.

Before the commencement of the Offer Period, the Offeror and parties acting in concert with it had no interest in any Share of the Company. After the commencement of the Offer Period and immediately prior to the despatch of the Composite Document, the Offeror and parties acting in concert with it were interested in 602,980,145 Shares, representing approximately 44.74% of the entire issued share capital of the Company.

Taking into account the valid acceptances in respect of 104,432,000 Shares under the Share Offer, the Offeror and its concert parties would hold an aggregate of 707,412,145 Shares, representing approximately 52.48% of the entire issued share capital of the Company as at the date of this joint announcement.

Accordingly, as the conditions of the Share Offer as set out in the paragraph headed “CONDITIONS OF THE OFFERS” of the “Letter from Guotai Junan Securities” in the Composite Document have been fulfilled, the Share Offer has become unconditional in all respects. As disclosed in the Composite Document, the Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects. As the Share Offer has become unconditional in all respects, the Option Offer has also become unconditional in all respects on 17 December 2018.

Save for the acceptance in respect of the Share Offer, none of the Offeror and its concert parties has (i) acquired or agreed to acquire any Shares or the rights over Shares during the Offer Period; or (ii) borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

OFFERS REMAIN OPEN FOR ACCEPTANCE FOR NOT LESS THAN 14 DAYS

Pursuant to Rule 15.3 of the Takeovers Code, where the Offers become or are declared unconditional (whether as to acceptances or in all respects), they should remain open for acceptance for not less than 14 days thereafter. Accordingly, the Offers will remain open for acceptance until 4:00 p.m. on Monday, 31 December 2018, which will be the final Closing Date of the Offers and will not be extended. Save as set out above, all other terms of the Offers as set out in the Composite Document and the Forms of Acceptance remain unchanged.

Independent Shareholders and Optionholders are advised to refer to the Composite Document and the Forms of Acceptance for details of acceptance procedures if they wish to accept the Offers. A further announcement on the results of the Offers will be made on the final Closing Date in accordance with Rule 19.1 of the Takeovers Code.

SETTLEMENT OF THE OFFERS

Remittances in respect of the cash consideration (after deducting the seller’s ad valorem stamp duty in respect of acceptances of the Share Offer) payable for the Shares under the Share Offer will be posted to the accepting Independent Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven (7) Business Days following the later of the date of this announcement and the date of receipt of a duly completed acceptance.

Remittances in respect of the cash consideration payable for the Share Options under the Option Offer will be available for collection by accepting Optionholders at the office of the Company in Hong Kong at Room 1409, 14/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong as soon as possible, but in any event within seven (7) Business Days following the later of the date of this announcement and the date of receipt of a duly completed acceptance.

By order of the sole director of
Rui Er Holdings Company Limited
Wu Shaohao
Director

By order of the Board of
Summi (Group) Holdings Limited
Sin Ke
Chairman

Hong Kong, 17 December 2018

As at the date of this announcement, the Board comprises: Mr. SIN Ke, Mr. SAN Kwan, Mr. WU Shaohao, and Mr. WU Liantao as executive Directors; and Mr. ZENG Jianzhong, Mr. ZHUANG Weidong and Mr. ZHUANG Xueyuan as independent non-executive Directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Wu Shaohao is the sole director of the Offeror.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than information relating to the Group and the Directors) and confirm, having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group and the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

In the case of inconsistency, the English text of this joint announcement shall prevail over the Chinese text.