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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)

INSIDE INFORMATION WINDING-UP PETITION

This announcement is made by Summi (Group) Holdings Limited (the “**Company**”) pursuant to Rule 13.09 and 13.25 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

WINDING UP PETITION

The Company received a winding-up petition (the “**Petition**”) which was filed against the Company on 10 January 2025 at the High Court of the Hong Kong Special Administrative Region (the “**Court**”) by Taishin International Bank Co., Ltd, Hwatai Commercial Bank Limited, Cathay United Bank Company, Limited, Hua Nan Commercial Bank, Ltd, Banco Well Link, S.A. and United Overseas Bank Limited (the “**Petitioners**”), for the winding up of the Company under the provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong)(the “**CWUMPO**”). The Petition was filed against the Company in relation to the overdue payment of the principal amount of a sum of US\$12,589,960.81 together with interest accrued thereon under a master facility deed dated 23 October 2020.

The Company is in the course of seeking legal advice for determining the possible actions in respect of the Petition to protect the interests of the Company and its shareholders as a whole. The Company will also actively negotiate with the Petitioners about a practicable settlement plan.

EFFECTS OF THE PETITION

Pursuant to section 182 of the CWUMPO, if the Company is ultimately wound up as a result of the Petition, any disposition of its property, including things in action, and any transfer of shares, or alteration in the status of the members, made after the commencement of the winding-up, namely, the date of the presentation of the Petition (i.e. 10 January 2025) (the “**Commencement Date**”), shall be void unless a validation order is obtained from the Court. Any disposition made on or after the Commencement Date will not be affected if the Petition is subsequently struck out, dismissed or permanently stayed.

Pursuant to the circular dated 28 December 2016 (the “**HKSCC Circular**”) issued by Hong Kong Securities Clearing Company Limited (“**HKSCC**”) in relation to the transfer of shares of listed issuers after the presentation of winding-up petition, and in view of the restrictions and the uncertainties which may arise in relation to the transfer of the shares in the Company (the “**Shares**”), for participants who conduct share transfers through HKSCC (the “**CCASS Participants**”), HKSCC may at any time, and without notice, exercise its powers under the General Rules of Central Clearing and Settlement System (the “**CCASS**”) to temporarily suspend any of its services in respect of the Shares, including the suspension of acceptance of deposits of share certificates of the Company into the CCASS. The share certificates of the Company received by HKSCC but not yet re-registered in the name of HKSCC Nominee Limited will be returned to the relevant CCASS Participant, and HKSCC shall reserve the right to reverse any credit granted to such CCASS Participant by debiting the relevant securities from its CCASS account. These measures will generally cease to apply from the date on which the winding-up petition has been struck out, dismissed or permanently stayed, or if the Company has obtained a validation order from the Court.

Given the effect of section 182 of the CWUMPO and the HKSCC Circular, shareholders and potential investors of the Company are reminded that any transfer of the Shares made on or after the Commencement Date would be void without a validation order from the Court in the event that the Company is ultimately wound up, and there is risk the transfers of the Shares after the Commencement Date may be restricted due to potential suspension of deposits of the Shares into the CCASS due to the Petition against the Company.

The filing of the Petition does not represent the successful winding-up of the Company as petitioned, and no winding-up order has been granted by the Court to wind-up the Company as at the date of this announcement. The Company will keep its shareholders and investors informed of any significant development in relation to the Petition, and make further announcements as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 21 January 2025

As at the date of this announcement, the Board comprises: Mr. WU Shaohao and Mr. WU Liantao as executive Directors; Ms. CHUNG Wing Yee, Mr. PANG Wai Ho and Ms. YANG Xuping as independent non-executive Directors.