

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities.



SUPERB SUMMIT INTERNATIONAL GROUP LIMITED
奇峰國際集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 01228)

**COOPERATION LETTERS OF INTENT IN
RELATION TO HEAVY ENERGY HYDROGENATION AND
UPGRADING PROJECT**

SUMMARY

The Board is pleased to announce that on 8 December 2015, the Company entered into the LOIs with Everbright Fuzun Investment, a wholly-owned subsidiary of Everbright Securities and Galaxy Capital, the holding company of Galaxy AMC, respectively. Pursuant to the LOIs, each Everbright Fuzun Investment and Galaxy Capital will subscribe for the convertible bonds issued by the Company respectively.

The Board wishes to emphasize that the LOIs (other than certain terms) are not legally binding and are subject to the entering into the formal agreements. As such, the transactions contemplated under the LOIs may or may not proceed. Shareholders and potential investors are urged to exercise caution when dealing in the Shares. Further announcement in respect of the transactions contemplated under the LOIs will be made by the Company as and when appropriate in accordance with the Listing Rules.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions.

COOPERATION LETTERS OF INTENT

The Board is pleased to announce that on 8 December 2015, the Company respectively entered into the LOIs with Everbright Fuzun Investment and Galaxy Capital.

A. Investment-based cooperations

Each Everbright Fuzun Investment and Galaxy Capital respectively intends to invest in the Company and entered into the LOIs with the Company.

Everbright Fuzun Investment and Galaxy Capital respectively intends to subscribe for the convertible bonds issued by the Company. Under the respective LOIs, the conversion price for the convertible bonds will be determined based on the closing price of the last trading day before the resumption of trading in the Shares or the average closing price of the 15 trading days after the resumption of trading in the Shares (whichever is lower), with a discount of not more than 20%.

The conversion price for the convertible bonds will be determined by the Parties at the time of entering into the formal agreements in respect of the subscription of the convertible bonds issued by the Company.

B. Conditions precedent for investment-based cooperation

The performance of the transactions contemplated under the LOIs is conditional upon the fulfillment of the following conditions precedent:—

1. the passing of the resolution(s) by the Shareholders at the EGM to approve the issue of the convertible bonds and the allotment and issue of the conversion shares upon exercise of the conversion rights attaching to the convertible bonds;
2. Everbright Fuzun Investment and Galaxy Capital having respectively obtained all necessary authorisations and approvals of all relevant governmental or regulatory authorities of the PRC required for investment outside the PRC;

3. the Company having complied with to the satisfaction of the Stock Exchange, the SFC and/or other relevant regulatory authorities all requirements under the Listing Rules in relation to the transactions contemplated under the LOIs;
4. the entering into of a formal agreement by the Parties respectively in respect of the subscription of the convertible bonds issued by the Company; and
5. the obtaining of other approvals which may be required (if any).

C. The Parties' undertakings

Each of the Parties undertakes that:—

1. each of the Parties is legally established and validly existing. Unless otherwise stated in the LOIs, each of the Parties has obtained all necessary approvals and authorisations to enter into the LOIs;
2. each of the Parties has the capacity to perform its obligations under the LOIs; and
3. the contracts entered into by each of the Parties with third parties prior to the entering into the LOIs do not constitute an obstacle for each of the Parties to enter into the LOIs and perform its obligations under the LOIs.

REASONS AND BENEFITS FOR ENTERING INTO COOPERATION LETTERS OF INTENT

Following the acquisition of majority interest in a company which holds the hydrogenation and upgrading engineering technology of heavy energy in 2014, the Group continues to develop and promote the hydrogenation and upgrading engineering project of heavy energy. By entering into the LOIs, the Company can commence its industrial promotion work for the industrialization of the hydrogenation and upgrading engineering project of heavy energy as soon as possible and proceed with its complementary fund-raising activity.

GENERAL

The Board wishes to emphasize that save for the pricing term regarding the conversion price of the convertible bonds which is legally binding on the Parties, the LOIs are not legally binding and are subject to the entering into the formal agreements. As such, the transactions contemplated under the LOIs may or may not proceed. Shareholders and potential investors are urged to exercise caution when dealing in the Shares. Further announcement in respect of the transactions contemplated under the LOIs will be made by the Company as and when appropriate in accordance with the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“Board”	the board of Directors
“Company”	Superb Summit International Group Limited, a company incorporated in the Cayman Islands with limited liability whose issued shares are listed on the main board of the Stock Exchange (stock code: 1228)
“CSRC”	the China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company
“Everbright Fuzun Investment”	Everbright Fuzun Investment Company Limited (光大富尊投資有限公司), a company established in the PRC and mainly engaged in investing in financial products

“Everbright Securities”	Everbright Securities Company Limited (光大證券股份有限公司), a company whose shares are listed on the Shanghai Stock Exchange (stock code: 601788)
“Galaxy Capital”	Galaxy Capital Asset Management Company Limited (銀河資本資產管理有限公司), a company established in the PRC and approved by the CSRC to conduct asset management for specific customers and other authorized business
“Galaxy AMC”	Galaxy Asset Management Co., Ltd. (銀河基金管理有限公司), a company established in the PRC
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Inside Information Provisions”	Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LOIs”	the Cooperation Letter of Intent dated 8 December 2015 entered into by the Company and Everbright Fuzun Investment and the Cooperation Letter of Intent dated 8 December 2015 entered into by the Company and Galaxy Capital
“Parties”	each of the parties to the LOIs, i.e. Everbright Fuzun Investment, Galaxy Capital and the Company

“PRC”	People’s Republic of China which, for the purpose of the LOIs and this announcement and for geographical reference only, excludes Hong Kong, Taiwan, and Macau Special Administrative Region of the PRC
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By Order of the Board
Superb Summit International Group Limited
Jing Bin
Executive Director and Chief Executive Officer

Hong Kong, 8 December 2015

As at the date of this announcement, the executive Directors are Mr. Jing Bin (Chief Executive Officer) and Mr. Yang Jilin and the independent non-executive Directors are Mr. Chen Xiaoming, Mr. Li Qunsheng and Mr. Yuan Jun.