THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

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)

CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting of the Company (the "**EGM**") to be held on 18 September 2026 (Friday) at 11:00 a.m. at Level 1, Everglory Centre, 1B Kimberley Street, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 12 to 13 of this circular. A form of proxy for use at the EGM 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 EGM, 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, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. before 11:00 a.m. on 16 September 2026 (Wednesday)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof should you so desire.

31 August 2026

CONTENTS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"Articles"	the articles of association of the Company;
"Audit Committee"	the audit committee 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;
"EGM"	extraordinary general meeting of the Company to be held at 11:00 a.m. on 18 September 2026 (Friday) at Level 1, Everglory Centre, 1B Kimberley Street, Tsim Sha Tsui, Kowloon, Hong Kong;
"EGM Notice"	the notice convening the EGM set out on pages 12 to 13 of this circular;
"FY26"	financial year for the year ended 30 June 2026;
"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;
"Latest Practicable Date"	28 August 2026, 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;
"McMillan Woods"	McMillan Woods (Hong Kong) CPA Limited;

"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;
"Share(s)"	ordinary share(s) of HK$0.1 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;
"ZSZH Hong Kong"	ZSZH (HK) Fuson CPA Limited; 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.

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
Mr. Wu Liantao *(Chairman of the Board)*

Independent non-executive Directors:
Ms. Chung Wing Yee
Mr. Pang Wai Ho
Ms. Yang Xuping

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

31 August 2026

To the Shareholders

Dear Sir/Madam,

CHANGE OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 21 August 2026 (the "**Announcement**"). The purpose of this circular is to provide you with information regarding (i) the resignation of ZSZH Hong Kong and the appointment of McMillan Woods as the Company's auditor ("**Change of Auditor**"); and (ii) a notice of the EGM, at which ordinary resolution(s) will be proposed to the Shareholders to consider and, if thought fit, approve the Change of Auditor.

CHANGE OF AUDITOR

As disclosed in the Announcement, the Company received a resignation letter dated 21 August 2026 from ZSZH Hong Kong, tendering their resignation as the auditor of the Company. ZSZH Hong Kong stated that they have taken into account a number of factors for the resignation as the auditor of the Company including, among others, the time, manpower, professional resources required to complete the audit, and the level of audit fees for FY26 under their current work schedule. ZSZH Hong Kong has confirmed in its resignation letter that it is not aware of any matters in connection with its resignation that need to be brought to the attention of the Shareholders. The Board and the Audit Committee have confirmed that there is no disagreement between the Company and ZSZH Hong Kong and that, save as disclosed above, there are no other unusual or unresolved matters in connection with the resignation of ZSZH Hong Kong that need to be brought to the attention of the Shareholders or the Stock Exchange.

With the recommendation from the Audit Committee, the Board proposes to appoint McMillan Woods as the new auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

THE CHRONOLOGY OF EVENTS IN RELATION TO THE CHANGE OF AUDITOR

The chronology of events in relation to the Change of Auditor is set out below:

Date	**Event**
Mid July 2026	ZSZH Hong Kong contacted the Company and requested the relevant financial information for planning the FY26 audit. The Company asked for reduction on the audit fee for FY26, relative to the audit fee charged for the year ended 30 June 2025.
6 August 2026	ZSZH Hong Kong provided the audit fee quotation for FY26 of HK$628,300 to the Company, representing a 3% increase as compared with the audit fee for the year ended 30 June 2025.
Mid August 2026	The Company attempted to negotiate on the reduction of audit fee, and ZSZH Hong Kong advised that they would not be able to conduct the FY26 audit, after taking into account a number of factors including, among others, the time, manpower, professional resources required to complete the audit, and the level of audit fees for FY26.
13 August 2026	The Company sought for other qualified audit firms and invited McMillan Woods to provide fee quotation and work plan.

Date	Event
17 August 2026	The Audit Committee convened a meeting with McMillan Woods, and McMillan Woods presented its credentials, proposed audit approach, resources and other relevant information. The Audit Committee also discussed the reasons of ZSZH Hong Kong being not able to conduct the FY26 audit, and there was no disagreement or any unresolved issues that have given rise to their decision to resign.
19 August 2026	The Company received quotation from McMillan Woods.
20 August 2026	After considering the proposal submitted by McMillan Woods, the Audit Committee recommended to the Board the appointment of McMillan Woods as the new auditor of the Company following the resignation of ZSZH Hong Kong. The Board resolved to propose the appointment of McMillan Woods as auditor of the Company, subject to the approval of the Shareholders at the extraordinary general meeting.
21 August 2026	ZSZH Hong Kong formally tendered their resignation letter and McMillan Woods was appointed by the Board as the new auditor of the Company.

AUDIT FEE

The audit fee for FY26 proposed by McMillan Woods is HK$550,000, taking into account the scale and complexity of the Company's business, the expected scope and timetable of audit, the qualifications, experience and audit resources expected to be committed by McMillan Woods. For reference, the audit remuneration paid to ZSZH Hong Kong for the year ended 30 June 2025 were approximately HK$610,000. The Board considers the proposed audit fee for FY26 to be fair and reasonable having regard to the expected scope of work and the interests of the Company and the Shareholders as a whole.

AUDIT COMMITTEE'S ASSESSMENT OF THE NEW AUDITOR

The Audit Committee has considered a number of factors in assessing the appointment of McMillan Woods in accordance with its duties under the terms of reference of the Audit Committee, the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council (the "**AFRC**"); and the AFRC's Guidance Notes on Change of Auditors, including but not limited to:

(a) **Governance and Leadership** – McMillan Woods has a team consisting of qualified accountants and professional consultants currently serving over 70 listed companies in Hong Kong. It is a member firm of McMillan Woods Global, a global network of independent local and regional firms of recognized qualified accountants and professional advisors, covering over 3,200 people operating over 70 countries and regions.

(b) **Compliance with relevant ethical requirements** – McMillan Woods has maintained a quality management manual, with reference to the Codes of Ethics for Professional Accountants and Hong Kong Standards of Quality Management issued by the HKICPA, and required all professional staff to comply with. Further, through the independence statements set out in the fee quotation of McMillan Woods, McMillan Woods declares that it is independent of the Company. McMillan Woods possess Hong Kong practicing credentials and qualifications as auditors for Hong Kong listed companies, with no material misconduct on record.

(c) **Industry knowledge and technical competence** – McMillan Woods' previous or existing clients include a number of listed companies engaged in the manufacturing industry, which are similar to the Group. McMillan Woods has maintained an independent technical department, which is responsible for performing independent review on each listed audit engagement. Concurring review must be completed by audit engagement directors, engagement quality reviewer and the independent technical department before issue of auditor's opinion.

(d) **Engagement performance** – McMillan Woods proposes to set up a dedicated service team. Its directors and staff possess comprehensive expertise and knowledge in audit, taxation and industry matters, with proven experience in serving listed companies and enterprises across multiple industries. The assigned team have direct access to the information of the listed companies and is also well versed in common accounting and taxation issues faced by enterprises operating in Hong Kong.

McMillan Woods proposes to adopt a structured and flexible audit strategy. The audit process includes the following three key stages:

(i) Planning

In this stage, the auditor identifies potential risks through planning and discussions, clarifies service requirements and finalises a work timetable.

(ii) Conducting audit work

In this stage, the auditor carries out analysis and review, executes comprehensive year-end audit procedures including tests of controls and substantive tests, and discusses audit findings with management team of the Company.

(iii) Finalising audit report

In this stage, the auditor reviews and finalises the financial statements, submits an audit report on key issues within the prescribed time limit.

(e) **Communication and interaction with the Audit Committee** – McMillan Woods guarantees liaison with the Audit Committee at each stage of the audit where necessary. As part of the two-way communication with the Audit Committee, McMillan Woods will provide an overview of the planned audit scope and preliminary audit timetable. Upon completion of the audit, McMillan Woods will also present the audit findings and discuss with the Audit Committee from time to time during the course of its audit. At this stage, McMillan Woods understands the Company's requirements and expectations clearly at the outset of meetings with the Audit Committee and senior management, including addressing inquiries relating to risks and potential concerns.

(f) **Audit inspection results** – To facilitate the assessment process for the appointment of the incoming auditor, McMillan Woods presented to the Audit Committee the findings and results of recent AFRC inspections. Improvements in its audit engagements were evidenced by the engagement inspection scores, which improved from ratings of 4 in its previous two inspections to ratings of 3 in the latest inspection, with which the Audit Committee is satisfied.

Having considered the above factors, the Audit Committee is satisfied that McMillan Woods is independent, competent and capable of performing a high-quality audit. The Audit Committee is also satisfied that the agreed audit fee is reasonable and commensurate with the level of size and complexity of the Group's business, and that McMillan Woods proposed audit plan, timetable and committed resources are adequate to complete the FY26 audit without compromising audit quality.

AUDIT PLAN AND TIMETABLE

McMillan Woods' proposed audit plan and timetable is set out below:

Stage	Proposed time or period	Audit work to be done
Audit planning	Early September 2026	– Receive the draft consolidated financial statements and the draft management accounts of each reporting entity in the Group – Arrange bank confirmations – Commencement of audit planning – Understanding client's business operation and major business cycles
	Mid September 2026	– Meeting with Audit Committee, management and key finance staffs
Audit fieldwork	Mid September – Early October 2026	– Perform inventory and fixed assets count and roll back – Perform audit work on opening balances – Audit procedures across significant areas – Review valuation working papers and reports from valuers – Communicate with key finance staff for ongoing issues
Communicate with management and Audit Committee on key audit finding	Late October 2026	– Review draft financial statements – Communicate with Audit Committee/management to discuss major accounting and auditing issues

Publish annual results announcement and annual report	Late October 2026	– Coordinate with the Company for draft result announcement and annual report – Release of annual results announcement and annual report

McMillan Woods has confirmed its commitment to fulfilling the proposed audit timetable while maintaining audit quality, by allocating sufficient resources efficiently and ensuring the direct involvement of senior engagement personnel in audit planning, supervision and review, having regard to the nature, scope and complexity of the Group's businesses. McMillan Woods has provided their time budgets and estimated hours for the engagement and is committed to deploying an experienced team comprising one engagement director, one engagement quality reviewer, one technical reviewer, one audit principal, one audit manager, one audit senior, one audit associate and other supporting staff. Having regard to the foregoing, the Audit Committee is satisfied that the proposed audit strategy, audit plan and timetable are reasonable and adequate for McMillan Woods to complete all necessary audit procedures without compromising audit quality, and that McMillan Woods' committed resources are sufficient to support the audit engagement.

Pursuant to Rules 13.49(1) of the Listing Rules, the Company is required to publish its preliminary results for FY26 not later than three months after the end of the financial year, i.e. by 30 September 2026. However, according to the audit timetable of McMillan Woods, the publication of annual results for FY26 will be delayed. The Company expects to publish the annual results and despatch the annual report for FY26 by the end of October 2026.

The Company will make further announcement(s) as and when appropriate in accordance with the Listing Rules.

EGM

According to Frequently Asked Questions 16 – No. 5(iii) updated by the Stock Exchange in April 2026, where a listed issuer requests an auditor to resign, or takes action to cause an auditor's resignations, such request or action may amount to a removal of the auditor by the listed issuer, which requires shareholders' approval under the Listing Rules.

In light of the above, the Company will therefore convene and hold the EGM for the purpose of considering and, if thought fit, passing the ordinary resolution(s) to (i) confirm, accept and ratify the resignation of ZSZH Hong Kong as the auditor of the Company and (ii) ratify and confirm the appointment of McMillan Woods as the new auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

A notice convening the EGM is set out on pages 12 to 13 of this circular for the purpose of considering and, if thought fit, approving the Change of Auditor.

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 15 September 2026 to Friday, 18 September 2026, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Monday, 14 September 2026.

Under Rule 13.39 of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

You will find enclosed a proxy form for use at the EGM. Whether or not you are able to attend the EGM, 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, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM (i.e. before 11:00 a.m. on 16 September 2026 (Wednesday)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM, or any adjournment thereof, should you so desire.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, 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.

RECOMMENDATION

The Directors consider that the Change in Auditor is 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 EGM Notice at the forthcoming EGM.

By order of the Board
Summi (Group) Holdings Limited
Wu Liantao
Chairman and Executive Director

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 extraordinary general meeting (the "**Meeting**") of Summi (Group) Holdings Limited (the "**Company**") will be held on 18 September 2026 (Friday) at 11:00 a.m. at Level 1, Everglory Centre, 1B Kimberley Street, Tsim Sha Tsui, Kowloon, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To confirm, accept and ratify the resignation of ZSZH (HK) Fuson CPA Limited as the auditor of the Company; and

2. To ratify and confirm the appointment of McMillan Woods (Hong Kong) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company, and that the board of directors of the Company be and is hereby authorised to fix its remuneration.

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

Hong Kong, 31 August 2026

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, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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. For the purposes of determining the Shareholders' eligibility to attend and vote at the forthcoming Meeting to be held on 18 September 2026 (Friday), the transfer books and register of members of the Company will be closed from 15 September 2026 (Tuesday) to 18 September 2026 (Friday), both days inclusive. During such period, no share transfers will be effected. The record date will be 18 September 2026 (Friday) and 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, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:30 p.m. on 14 September 2026 (Monday).

9. (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 8:00 a.m. to 11:00 a.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.

10. A form of proxy for use at the Meeting is enclosed.