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Lai Group Holding Company Limited
禮建德集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock code: 8455)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**Meeting**") of Lai Group Holding Company Limited (the "**Company**") will be held at 9/F, 33 Des Voeux Road Central, Central, Hong Kong on Friday, 11 December 2026 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary/special resolutions of the Company:

SPECIAL RESOLUTION

1. "**THAT** subject to and conditional upon (i) the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Adjusted Shares (as defined below) in issue and to be issued upon the Capital Reorganisation becoming effective; and (ii) the registration by the Registrar of Companies of the Cayman Islands, in accordance with the Companies Act (As Revised) of the Cayman Islands (the "**Companies Act**"), of the solvency statement made by the directors of the Company ("**Directors**") in respect of the Capital Reduction (as defined below) and the minute containing the particulars required under the Companies Act with respect to the Capital Reduction, with effect from the date of such registration:

   (a) immediately prior to the Capital Reduction becoming effective, every twenty (20) issued and unissued ordinary shares of par value of HK$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share (each a "**Consolidated Share**") of par value of HK$0.20 each (the "**Share Consolidation**"), such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company so that following the Share Consolidation, the authorised share capital of the Company will be changed from HK$20,000,000 divided into 2,000,000,000 ordinary shares of par value of HK$0.01 each to HK$20,000,000 divided into 100,000,000 Consolidated Shares with a par value of HK$0.20 each;

   (b) any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be aggregated and, if possible, sold for the benefit of the Company;

   (c) the par value of each issued Consolidated Share will be reduced from HK$0.20 to HK$0.01 by cancelling the paid-up share capital to the extent of HK$0.19 per issued Consolidated Share, so that following such reduction, each issued Consolidated Share shall become one adjusted share with par value of HK$0.01 each ("**Adjusted Share**") (the "**Capital Reduction**");

(d) following the Capital Reduction, the credit arising from the Capital Reduction will be applied towards offsetting the accumulated losses of the Company as at the effective date of the Capital Reduction, thereby reducing the accumulated losses of the Company. The balance of the credit (if any) will be transferred to a distributable reserve account of the Company and be applied for such purposes as permitted by all applicable laws and the memorandum and articles of association of the Company and as the board of Directors considers appropriate;

(e) immediately following the Capital Reduction becoming effective, each authorised but unissued Consolidated Share will be subdivided into twenty (20) authorised but unissued Adjusted Shares with par value of HK$0.01 each ("**Sub-division**");

(f) each of the Adjusted Shares arising from the Capital Reduction and the Sub-division shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company;

(g) immediately upon the Capital Reduction and Sub-division becoming effective, the authorised share capital of the Company will be changed from HK$20,000,000 divided into 100,000,000 Consolidated Shares with par value of HK$0.20 each to HK$20,000,000 divided into 2,000,000,000 Adjusted Shares with par value of HK$0.01 each; and

(h) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation, the Capital Reduction and the Sub-division, on behalf of the Company, including under seal where applicable, as he/she/they may consider necessary or expedient to give effect to, implement and complete the Share Consolidation, the Capital Reduction and the Sub-division."

ORDINARY RESOLUTIONS

2. "**THAT** subject to and conditional upon passing of the resolution numbered 1 as set out above, immediately following the Share Consolidation, the Capital Reduction and the Sub-division becoming effective:

(a) the authorised share capital of the Company be increased from HK$20,000,000 divided into 2,000,000,000 Adjusted Shares of HK$0.01 each to HK$200,000,000 divided into 20,000,000,000 Adjusted Shares of HK$0.01 each by creating an additional 18,000,000,000 unissued Adjusted Shares of HK$0.01 each (the "**Increase in Authorised Share Capital**"); and

(b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Increase in Authorised Share Capital, on behalf of the Company, including under seal where applicable, as he/she/they may consider necessary or expedient to give effect to, implement and complete the Increase in Authorised Share Capital."

3. "**THAT** subject to and conditional upon passing of the resolutions numbered 1 and 2 as set out above:

(a) the allotment and issue of rights shares of up to 96,000,000 shares (the "**Rights Shares**") by way of Rights Issue (the "**Rights Issue**") at the Subscription Price of HK$0.34 per Rights Share on the basis of two (2) Rights Shares for every one (1) Adjusted Share of the Company held by the shareholders (the "**Qualifying Shareholders**") of the Company whose names appear on the register of members of the Company as at the close of business on Tuesday, 5 January 2027 (or such later date as may be determined and announced by the Company) (the "**Record Date**") other than those shareholders (the "**Excluded Shareholders**") of the Company whose names appear on the register of members of the Company as at the close of business on the Record Date and whose addresses as shown on the register of members of the Company are outside Hong Kong, whom the Directors, based on legal opinions provided by the Company's legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of restrictions under the laws of the relevant place or the requirements of a relevant regulatory body or stock exchange in that place, and the transactions contemplated thereunder, be and are hereby approved;

(b) the board of Directors (the "**Board**") or a committee thereof be and is/are hereby authorised to allot and issue the Rights Shares (either in their nil-paid form or fully-paid form) pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Excluded Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of the place and requirements of the relevant regulatory body or stock exchange;

(c) the placing agreement dated 7 October 2026 entered into between the Company and I Win Securities Limited ("**Placing Agreement**") in relation to the placing of the Unsubscribed Rights Shares and the ES Unsold Rights Shares on a best-effort basis (a copy of the Placing Agreement marked "A" is produced to this meeting and signed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;

(d) the conditional underwriting agreement dated 7 October 2026 and entered into between the Company and HK H&Y Group Chain Management Limited (the "**Underwriter**") in relation to the Rights Issue (the "**Underwriting Agreement**") and the transactions contemplated thereunder (a copy of the Underwriting Agreement marked "B" is produced to the meeting and signed by the chairman of the meeting for the purpose of identification) be and is hereby approved, confirmed and ratified in all respects and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified; and

(e) any one or more of the Directors be and is/are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue in accordance with all terms and conditions of the Rights Issue, the implementation of or giving effect to or the completion of any matters relating to the Placing Agreement and the Underwriting Agreement and the transactions contemplated thereunder as set out in the "Letter from the Board" in the circular of the Company dated 20 November 2026 (the "**Circular**"), the Placing Agreement and the Underwriting Agreement, the exercise or enforcement of any of the Company's rights under the Placing Agreement and the Underwriting Agreement and to make and agree to make such variations of the terms of the Placing Agreement and the Underwriting Agreement as he/she may in his/her discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole."

Unless otherwise defined, the capitalised terms used in this notice shall have the same meaning as those defined in the Circular.

By Order of the Board
Lai Group Holding Company Limited
Mr. Wang Guoping
Chairman and Executive Director

Hong Kong, 20 November 2026

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.

2. The instrument appointing a proxy shall be in such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

3. Where there are joint registered holders of any Shares, any one of such persons may vote at the above EGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

4. In order to be valid, the proxy form, together with (if requested by the Board) the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjourned or postponed meeting thereof (as the case may be).

5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person (or in the case of a shareholder being a corporation, its duly authorised representative) at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. The transfer books and Register of Members of the Company will be closed from Tuesday, 8 December 2026 to Friday, 11 December 2026, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:00 p.m. on Monday, 7 December 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM is therefore Friday, 11 December 2026.

7. A form of proxy for use by shareholders at the EGM is enclosed.

8. For the avoidance of doubt, treasury shares of the Company (if any) shall carry no voting rights at the EGM.

9. If a Typhoon Signal No. 8 or above, a Black Rainstorm Warning Signal and/or "extreme conditions" announced by the Hong Kong Government is/are in force in Hong Kong at or at any time after 8:00 a.m. on the date of the EGM, the Board may postpone the meeting. The Company will post an announcement on the Company's website (www.dic.hk) and the HKEXnews website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the postponed meeting.

As at the date of this notice, the Board comprises Mr. Wang Guoping and Dr. Chan Lai Sin as executive Directors; Ms. Liu Lihui as the non-executive Director, and Dr. Chung Siu Kuen, Ms. Ma Yufei and Ms. Sun Wai Ling as independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this notice 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 notice misleading.

This notice will remain on the Stock Exchange website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least seven days after date of its posting and will be published on the Company's website at www.dic.hk.