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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered institution in securities, bank manager, solicitors, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Summit Ascent Holdings Limited**, you should at once hand this circular with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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## SUMMIT ASCENT HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 102)**

### REQUISITION FOR SPECIAL GENERAL MEETING AND NOTICE OF SPECIAL GENERAL MEETING

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A notice convening the SGM to be held at Jade Rooms V-VII, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong at 2 p.m. on Thursday, 15 August 2024 is set out on pages SGM-1 to SGM-2 of this circular. A form of proxy for use at the SGM is enclosed with this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. 2 p.m. on Tuesday, 13 August 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so desire. In such event, the instrument appointing a proxy will be deemed to be revoked.

25 July 2024

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## DEFINITIONS

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*In this circular, unless otherwise stated,*

- (a) references to “Rules” and “Chapters” are references to the rules and chapters of the Listing Rules;*
- (b) for illustrative purposes only, when translated, (a) RUB was translated to US\$ at the exchange rate of US\$1 to RUB88.1324; and (b) RUB was translated to HK\$ at the exchange rate of HK\$1 to RUB11.2874; and*
- (c) the following expressions have the following meanings:*

“2022 SA Annual Report”	has the meaning defined in paragraph 2 of “Letter from the Board – 2. The Requisition – Grounds for the Requisition” in this circular
“Board”	the board of Directors
“Bye-laws”	the Bye-laws of the Company as currently in force
“Company”	Summit Ascent Holdings Limited (凱升控股有限公司), a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 102)
“connected person”	has the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company and a “ <b>Director</b> ” has the corresponding meaning
“Disposal Plan”	the proposed plan of disposal by Oriental Regent of the entirety (or a majority) of the issued shares in G1 Entertainment (or, where appropriate, by the Company of its holding (or a majority of its holding) in Oriental Regent) on such terms as set out in “Letter from the Board – 2. The Requisition – Disposal Plan” in this circular
“G1 Entertainment”	G1 Entertainment Limited Liability Company, a company incorporated in Russia, an indirect 77.5% non wholly-owned subsidiary of the Company with Oriental Regent as its sole shareholder
“Group” or “SA Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Valuer”	Jones Lang LaSalle Corporate Appraisal and Advisory Limited
“LET”	LET Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the ordinary shares of which are listed on the Main Board of the Stock Exchange (stock code: 1383)
“LET Group”	has the meaning defined in paragraph 4 of “Letter from the Board – 2. The Requisition – Grounds for the Requisition” in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Hotel Casino”	a hotel casino located at the Entertainment City, Manila, the Philippines
“Oriental Regent”	Oriental Regent Limited, a company incorporated in Hong Kong with limited liability, an indirect 77.5% non-wholly owned subsidiary of the Company
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular
“Proposed Disposal”	has the meaning defined in paragraph 6 of “Letter from the Board – 2. The Requisition – Grounds for the Requisition” in this circular
“Proposed Resolution”	the ordinary resolution set out in the Requisition Notice from the Requisitioning Shareholder to the Company to be proposed at the SGM in relation to the Disposal Plan
“Requisition”	the subject requisition from the Requisitioning Shareholder contained in the Requisition Notice requesting for the convening of a special general meeting of the Company for the purpose of considering and if though fit, passing the Proposed Resolution

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## DEFINITIONS

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“Requisition Notice”	a notice dated 11 July 2024 and received by the Board on 12 July 2024 from HKSCC Nominees Limited, in its capacity as the nominee holder of 3,018,306,811 Shares beneficially owned by the Requisitioning Shareholder, which sets out the Requisition
“Requisitioning Shareholder” or “Victor Sky”	Victor Sky Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a controlling shareholder of the Company holding 3,018,306,811 Shares (representing approximately 66.93% of the Shares in issue) as at the date of the Requisition Notice and up to the date of this circular, of which LET is the sole shareholder
“Resumption Guidance”	the resumption guidance required to be met by the Company for the resumption of trading of the Shares on the Main Board of the Stock Exchange set out by the Stock Exchange in its two letters dated 5 April 2024 and 16 May 2024, respectively as announced in the announcements of the Company dated 8 April 2024 and 17 May 2024, respectively
“RUB”	Ruble, the lawful currency of Russia
“Rules-based Shareholders Approval”	has the meaning defined in paragraph 7 of “Letter from the Board – 2. The Requisition – Grounds for the Requisition” in this circular
“Russia”	the Russian Federation
“SGM”	the special general meeting of the Company to be held at Jade Rooms V-VII, Artzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong at 2 p.m. on Thursday, 15 August 2024 for the purpose of considering and, if thought fit, approving the Proposed Resolution
“SGM Notice”	the notice for convening the SGM set out on pages SGM-1 to SGM-2 of this circular
“Shareholders” or “SA Shareholders”	the holders of any Shares
“Shares”	ordinary shares of HK\$0.025 each in the issued capital of the Company

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“Valuation Report”	a valuation report dated 5 January 2024 and issued by the Independent Valuer in respect of G1 Entertainment, the text of which is set out in the Appendix to this Circular
“%”	per cent.

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## LETTER FROM THE BOARD

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### SUMMIT ASCENT HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 102)**

*Executive Director:*

Mr. Lo Kai Bong (*Chairman*)

*Non-executive Director:*

Mr. Chang Heng Kit

*Registered Office:*

Clarendon House

Church Street

Hamilton HM 11

Bermuda

*Principal Place of Business in Hong Kong:*

Unit 1704, 17th Floor, West Tower

Shun Tak Centre

200 Connaught Road Central

Hong Kong

25 July 2024

*To the Shareholders*

Dear Sir or Madam,

### REQUISITION FOR SPECIAL GENERAL MEETING AND NOTICE OF SPECIAL GENERAL MEETING

#### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with (i) information in respect of the Proposed Resolution set out under the Requisition; (ii) the details of the Valuation Report issued by the Independent Valuer; and (iii) the SGM Notice.

#### 2. THE REQUISITION

Reference is made to the announcement of the Company dated 12 July 2024 in relation to, among others, the Requisition.

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## LETTER FROM THE BOARD

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On 12 July 2024, the Board received the Requisition Notice from HKSCC Nominees Limited. The Requisition Notice was issued by HKSCC Nominees Limited in its capacity as the nominee holder of 3,018,306,811 Shares, which are beneficially owned by the Requisitioning Shareholder. As at the date of the Requisition Notice and up to the date of this circular, these Shares represent approximately 66.93% of the total issued Shares carrying the right to vote at general meetings of the Company.

The Requisitioning Shareholder has requested a special general meeting of the Company to be convened. The purpose of the special general meeting of the Company is to consider and if thought fit, pass the following ordinary resolution:

“THAT it is in the interest of the Company to implement the Disposal Plan, and THAT the board of directors of the Company be and it is hereby requested to take steps and to allocate resources to implement the Disposal Plan as soon as possible after the date of passing of this resolution.”

### **Grounds for the Requisition**

The Requisition Notice outlines the following grounds for the Requisition:

1. As at the date of deposit of the Requisition Notice, (i) LET, a company incorporated in the Cayman Islands and whose issued ordinary shares are listed on the Stock Exchange (stock code: 1383), together with Victor Sky (which is a direct wholly-owned subsidiary of LET) are the owners of a total of approximately 69.66% of the issued share capital in the Company, a company incorporated in Bermuda and whose issued ordinary shares are listed on the Stock Exchange (stock code: 102); (ii) the Company is the indirect owner of 77.5% equity interest in Oriental Regent, a company incorporated in Hong Kong; and (iii) Oriental Regent is the direct owner of the entire issued share capital in G1 Entertainment.
2. G1 Entertainment is a limited liability company incorporated in Russia. It holds a gaming license granted by the Russian government and governed by, among others, the Russian Federal Law No.244-FZ of 29 December 2006. It operates a gaming and hotel property known as “Tigre de Cristal”. For further information on G1 Entertainment, please refer to page 3 of the Company’s annual report 2022 (“**2022 SA Annual Report**”).



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## LETTER FROM THE BOARD

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3. During the period between 2020 and June 2022, the gaming and hotel operation of G1 Entertainment was adversely affected by COVID-19 pandemic. Additionally, since late February 2022, there has been significant escalation in the Russia-Ukraine conflict. Consequent to or in connection with such escalation, the United States (the “US”), the European Union and their allies have imposed an unprecedented range of export controls on Russia and sanctions against Russia and its citizens and former citizens and their companies, which aim at weakening its ability to finance the special military operation including, but not limited to, the removal of major Russian banks from the messaging system operated by the Society for Worldwide Interbank Financial Telecommunication (or SWIFT). As mentioned in 2022 SA Annual Report, a number of large global corporations have voluntarily suspended their operations in Russia. Withdrawal of foreign direct investment has been identified as potentially one of the most devastating consequences of sanctions for the Russian economy. Several governments have also banned Russian aircraft from their airspace and have issued travel advisories calling on their nationals to avoid travel to Russia. The Russian government responded with a reciprocal ban against these countries. The escalation in the Russia-Ukraine conflict has a negative effect on the motivation and choices for international tourists to freely travel into and out of Russia, which affects Tigre de Cristal’s customer base. More recently, sanctions have been imposed against Russia (and other Russian or related entities and/or individuals) by the governments of (among other countries) the US and certain Western countries. These sanctions have become more stringent, and also apply to enterprises established or operated in Russia, such as G1 Entertainment. The risks arising therefrom include the ongoing Russia-Ukraine military conflict, sanction risks, supply chain risks, prohibition of fund transfer risks, lack of international tourism, currency risks (including decline, not only by banks of the US or Western countries but also banks of the PRC, to provide payment or remittance services to Russian enterprises) and human resources risks, including the risk of foreign travel or recruitment restrictions which would impact on the Group’s ability to manage or monitor Tigre de Cristal’s operation. Any escalation of political or operational risks faced by Tigre de Cristal may also have a domino effect on other businesses and/or investments of the Company. Up to the date of the Requisition Notice, there is no indication on when the military conflict and the related sanctions will end.
4. The Group have significant assets and/or investments in Japan and the Philippines. The investments of the Company in the Philippines are in respect of Suntrust Resort Holdings, Inc., a 51% indirect non-wholly owned subsidiary of LET (LET and its subsidiaries are collectively referred to as the “**LET Group**”), being the most significant assets of LET, the continuing development of which is financed by bank loans. Continuing to hold G1 Entertainment carries risks of sanctions being imposed on these assets and/or investments of the Company or the Company or LET by these countries and territories (namely, Philippines and Japan), all of which are allied with the US.
5. Despite G1 Entertainment accounting for a significant portion of SA Group’s total assets, revenue and profit in recent years, Victor Sky is of the view that continuing to hold G1 Entertainment will bring too much uncertainties and risks to the development and prospects of the SA Group.

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## LETTER FROM THE BOARD

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6. Against such background, Victor Sky considers it appropriate to ascertain the wishes of the SA Shareholders, as to whether a majority of the SA Shareholders are in favour of the Proposed Disposal. For the purpose of the Requisition Notice, the “**Proposed Disposal**” means a proposed disposal by Oriental Regent of the entirety (or a majority) of the issued shares in G1 Entertainment (or, where appropriate, by the Company of its holding (or a majority of its holding) in Oriental Regent) on such terms as set out in the section headed “Disposal Plan” below. If the proposed resolution at the requisitioned general meetings are passed, the Board may then allocate appropriate level of efforts and resources to identify buyer(s) of G1 Entertainment (or, as the case may be, Oriental Regent), and to take steps to negotiate and (where appropriate) enter into (or to procure the relevant subsidiary(ies) to enter into) agreement for the Proposed Disposal and to implement the Proposed Disposal accordingly. LET received a requisition made by HKSCC Nominees Limited (in its capacity as nominee holder of 4,999,694,857 shares of LET beneficially owned by Major Success Group Limited) to convene an extraordinary general meeting of LET, making similar request to ascertain the wishes of shareholders of LET as to whether a majority of such shareholders are in favour of the Proposed Disposal. As the Company is with its ordinary shares listed on the Stock Exchange, LET and Victor Sky consider it appropriate to make requisition of the SGM.
7. It should be noted that the Proposed Disposal (if implemented) is likely to constitute a very substantial disposal (as defined in the Listing Rules) on the part of the Company. Further, in connection with the implementation of the Proposed Disposal, there may be implications under (i) the Listing Rules, such as Rule 13.24 (concerning the sufficient level of assets or operations of the business of the SA Group after the Proposed Disposal, to support its operations to warrant the continued listing of the securities of the Company or (where applicable) Rule 14.06E (concerning the disposal by a listed issuer of all or a material part of its existing business for a period of 36 months from a change in control, unless the remaining group can meet the relevant requirement under the Listing Rules), and/or (ii) the Code on Takeovers and Mergers (“**Takeovers Code**”) issued by the Securities and Futures Commission of Hong Kong. Accordingly, further shareholders’ approval (“**Rules-based Shareholders Approval**”) of the agreement for the Proposed Disposal and the transactions contemplated by such agreement may have to be obtained under the Listing Rules or (where applicable) the Takeovers Code.
8. For the avoidance of doubt, the passing of the proposed resolution at the requisitioned SGM does not (and is not intended to) replace nor be treated as equivalent to the passing of Rules-based Shareholders Approval. As mentioned in paragraph 6 above, the purpose of the requisitioned general meetings is to enable the Board to take account of the wishes of the SA Shareholders relating to the Disposal Plan.

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## LETTER FROM THE BOARD

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### Disposal Plan

The key terms of the Disposal Plan referenced in the Requisition Notice are as follows:

- (a) Subject matter: The subject matter to be disposed of is (i) the entirety (or a majority) of the issued shares in G1 Entertainment held by Oriental Regent, or (ii) all the issued shares in Oriental Regent held by Summit Ascent Russia Limited, a wholly-owned direct subsidiary of the Company (or a majority of such issued shares in Oriental Regent).
- (b) Seller: If the subject matter is (i) the issued shares in G1 Entertainment, the seller will be Oriental Regent; or (ii) the issued shares in Oriental Regent, the seller will be Summit Ascent Russia Limited and/or the other shareholder(s) of Oriental Regent.
- (c) Buyer(s): The buyer(s) and its (their) ultimate beneficial owner(s) must be third party(ies) independent of the Company (or, as the case may be, LET) and connected persons of these listed issuers.
- (d) Sale price: If the subject matter to be sold is the entire issued shares in G1 Entertainment, the sale price should be no less than US\$92.8 million (which is equivalent to 80% of US\$116 million, being the consideration for the sale of the same subject matter as mentioned in the Company's announcement dated 17 January 2024).

If the subject matter to be sold is part (instead of the entirety) of all the issued shares in G1 Entertainment (or, as the case may be, Oriental Regent), the sale price should be no less than US\$92.8 million multiplied by the respective shareholding proportion to be sold.

If there is any dividend being declared or paid by G1 Entertainment, the consideration will be adjusted by reducing the amount of dividend to be declared or paid to Oriental Regent.

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## LETTER FROM THE BOARD

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(e) Use of proceeds: In respect of the net sale price receivable by the Company or its subsidiary, certain portion should be distributed as special dividend to SA Shareholders on a record date to be determined by the Board and every one share of the Company shall receive a special dividend in cash not less than the share price of the Company immediately before suspension (i.e. HK\$0.047), and the remaining part should be used by SA Group to further invest in Suntrust Resort Holdings, Inc. (a 51% subsidiary of LET) for the construction of the Main Hotel Casino and as general working capital.

In respect of the special dividend receivable by LET Group from the Company, such special dividend received should be used by LET Group for general working capital (including repayment of third party loans) and the construction of the Main Hotel Casino.

(f) Other terms and conditions: The board of directors of the relevant seller will have discretion to include those terms and conditions which are customary for a transaction of this nature in the agreement for the Proposed Disposal.

### **3. RIGHT OF THE REQUISITIONING SHAREHOLDER TO REQUISITION THE SGM**

Bye-law 58 of the Bye-laws empowers any one or more duly registered holders of Shares holding at the date of deposit of the requisition in aggregate not less than one-tenth of the voting rights (on a one vote per Share basis) in the share capital of the Company by written requisition to the Board or the company secretary of the Company to require a special general meeting of the Company to be called by the Board for the transaction of any business or resolution specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition. As a holder of 66.93% of the Shares carrying the right to vote at general meetings of the Company, the Requisitioning Shareholder has the right to make the Requisition under Bye-law 58 of the Bye-laws.

The Board is convening the SGM in compliance with the requirements of Bye-law 58 of the Bye-laws.

### **4. INFORMATION ON G1 ENTERTAINMENT**

As at the date of this circular, (i) the Company is the indirect owner of 77.5% equity interest in Oriental Regent, a company incorporated in Hong Kong; and (ii) Oriental Regent is the direct owner of the entire issued share capital in G1 Entertainment.

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## LETTER FROM THE BOARD

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G1 Entertainment holds a gaming license granted by the Russian government and governed by, among others, the Russian Federal Law No. 244-FZ of 29 December 2006 “On the State Regulation of Activities Associated with the Organisation of and Carrying on Gambling and on Amending Individual Legislative Acts of the Russian Federation” for an indefinite period and the development rights on three adjacent parcels of land, namely Lot 8, Lot 9 and Lot 10 with site areas of approximately 73,000 square metres, 90,000 square metres and 154,000 square metres respectively, in the Integrated Entertainment Zone of the Primorye Region of the Russian Far East, which is the largest of five designated zones in Russia where gaming and casino activities are legally permitted. The first gaming and hotel property, known as Tigre de Cristal, is built on Lot 9 and opened for business in the fourth quarter of 2015. Lot 8 is partly erected with dormitories, a gas-powered station and a storage area, called the utility zone. The remaining portion of Lot 8 and the entire Lot 10 are vacant land currently, held for the phased development of Tigre de Cristal in the future.

The features of Tigre de Cristal are as follows:

- Approximately 36,000 square metres of gaming and hotel space, offering a broad range of gaming options 24 hours a day, 7 days a week, 365 days a year;
- The finest luxury 5-Star hotel in the Russian Far East with 121 rooms and suites, which was named “Russia’s Best Casino Hotel 2021” by World Casino Awards;
- Fine dining in 2 restaurants, the international cuisine “CASCADE” and the Pan-Asian cuisine “88”, and 3 casual bars;
- A conference hall, a Chinese massage salon, and a private club with karaoke rooms.

According to the Valuation Report, the market value of G1 Entertainment as of 30 November 2023 was RUB7,882,000,000 (equivalent to approximately US\$89,434,000) (the “**Valuation**”) as appraised by the Independent Valuer under the guideline public company method of the market approach.

The text of the Valuation Report is set out in the Appendix to this circular.

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## LETTER FROM THE BOARD

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### Financial Information of G1 Entertainment

The audited consolidated financial information of G1 Entertainment for the two financial years ended 31 December 2022 is set out below:

	<b>Year ended 31 December 2022</b>	<b>Year ended 31 December 2021</b>
Revenue	RUB3,115,309,549 (equivalent to approximately HK\$275,999,000)	RUB2,511,399,460 (equivalent to approximately HK\$222,496,000)
Net profit before taxation	RUB657,135,648 (equivalent to approximately HK\$58,219,000)	RUB48,366,738 (equivalent to approximately HK\$4,285,000)
Net profit after taxation	RUB655,674,813 (equivalent to approximately HK\$58,089,000)	RUB47,029,778 (equivalent to approximately HK\$4,167,000)

### 5. SGM

The SGM will be convened and held by the Company at Jade Rooms V-VII, Artzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central at 2 p.m. on Thursday, 15 August 2024 for the purpose of considering and, if thought fit, passing the Proposed Resolution.

The SGM Notice is set out on pages SGM-1 to SGM-2 of this circular and a form of proxy for use at the SGM is enclosed.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the SGM (i.e. 2 p.m. on Tuesday, 13 August 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so desire. In such event, the instrument appointing a proxy will be deemed to be revoked.

In compliance with Rule 13.39(4), voting on the Proposed Resolution at the SGM will be conducted by way of poll.

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## LETTER FROM THE BOARD

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### 6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 12 August 2024 to Thursday, 15 August 2024 (both days inclusive), during which period no transfer of Shares will be registered, for the purpose of determining the identity of the Shareholders entitled to attend and vote at the SGM. In order to qualify for attending and voting at the SGM to be held on Thursday, 15 August 2024, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 9 August 2024.

### 7. RECOMMENDATION

Having considered (i) the grounds for the Disposal Plan; (ii) the key terms of the Disposal Plan; and (iii) the Valuation, the Board is of the view that the implementation of the Disposal Plan is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the Proposed Resolution at the SGM.

### 8. CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 14 February 2024 and will remain suspended until the Company has (i) met all the Resumption Guidance, (ii) remedied the issues causing its trading suspension and (iii) fully complied with the Listing Rules to the satisfaction of the Stock Exchange.

### 9. 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 Company. 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.

### 10. ADDITIONAL INFORMATION

**As noted in paragraph 6 under “Letter from the Board – 2. The Requisition – Grounds for the Requisition” of this circular above, the purpose of the SGM is to enable the Board to take account of the wishes of the SA Shareholders relating to the Disposal Plan. As further noted in paragraph 8 under “Letter from the Board – 2. The Requisition – Grounds for the Requisition” of this circular above, the passing of the Proposed Resolution does not (and is not intended to) replace nor be treated as equivalent to the passing of Rules-based Shareholders Approval.**

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## LETTER FROM THE BOARD

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No potential buyer for the Proposed Disposal has been identified. If implemented, the terms of the Disposal Plan will be subject to negotiation and are by no means finalised as of yet. Implementation of the Disposal Plan will be further subject to compliance with the relevant requirements of the Listing Rules and the Takeovers Code, which will likely include (but not limited to) obtaining the Rules-based Shareholders Approval. The Disposal Plan may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

Yours faithfully,  
By order of the Board  
**Summit Ascent Holdings Limited**  
**Lo Kai Bong**  
*Chairman*



*The following is the text of the Valuation Report in connection with the valuation of G1 Entertainment for the purpose of inclusion in this circular.*



仲量聯行

Jones Lang LaSalle Corporate Appraisal and Advisory Limited  
7/F One Taikoo Place 979 King's Road Hong Kong  
tel +852 2846 5000 fax +852 2169 6001  
Company Licence No.: C-030171

5 January 2024

The Board of Directors  
**Summit Ascent Holdings Limited**  
Unit 1704, 17th Floor,  
West Tower, Shun Tak Centre,  
200 Connaught Road Central,  
Hong Kong

Dear Sirs,

In accordance with the instructions from Summit Ascent Holdings Limited (the “**Company**”), Jones Lang LaSalle Corporate Appraisal and Advisory Limited (“**JLL**”) has undertaken a valuation exercise which requires us to express an independent opinion on the market value of 100% equity interest in G1 Entertainment Limited Liability Company (the “**Target Company**”) as at 30 November 2023 (the “**Valuation Date**”). The report which follows is dated 5 January 2024 (the “**Report Date**”). The purpose of this valuation is to express an independent opinion for the Company’s internal reference.

Our valuation was carried out on a market value basis. According to the International Valuation Standards (“**IVS**”) issued by the International Valuation Standards Council (“**IVSC**”), market value is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”

## **BACKGROUND**

The Target Company owns the gaming and hotel property, known as Tigre de Cristal. It is mainly engaged in operation of hotel and gaming business in the Integrated Entertainment Zone of the Primorye Region in the Russian Federation.

The Subject of this valuation is being 100% equity interest in the Target Company (the “**Subject**”).

## FINANCIAL PERFORMANCE OF THE TARGET COMPANY

Key financial information of the Target Company for the latest two financial years ended 31 December, and for the latest two six-month period ended 30 June is set out as below:

<b>Reporting Period</b>	<b>1 January 2021– 31 December 2021</b>	<b>1 January 2022– 31 December 2022</b>	<b>1 January 2022– 30 June 2022</b>	<b>1 January 2023– 30 June 2023</b>
<i>Currency in Russian Ruble (“RUB”)</i>	(Audited)	(Audited)	(Unaudited)	(Unaudited)
Revenue	2,511,399,460	3,115,309,549	1,622,409,955	1,778,260,430
Earnings before interest, taxes, depreciation and amortization (the “EBITDA”)	584,870,386	1,224,295,508	800,660,342	1,615,610,728
Net Profit	47,029,778	655,674,813	495,515,598	1,391,236,623

**Revenue**

The Target Company’s revenue was RUB2,511,399,460, RUB3,115,309,549 and RUB3,271,160,024 for the twelve-month period ended on 31 December 2021, 31 December 2022 and 30 June 2023 respectively.

**Adjusted EBITDA**

Based on the financial information as provided by the Company, other income mainly comprised of foreign exchange and bank interest income which we have excluded in the calculation of the adjusted EBITDA (the “Adjusted EBITDA”) during the period from 1 July 2022 to 30 June 2023 (the “Financial Period”). The Adjusted EBITDA amounted to RUB1,164,316,381.

**Calculation of the Adjusted EBITDA**

	<b>Unit</b>	<b>Amount</b>
EBITDA from 1 January 2022 to 31 December 2022	RUB	1,224,295,508
Add: EBITDA from 1 January 2023 to 30 June 2023	RUB	1,615,610,728
Deduct: EBITDA from 1 January 2022 to 30 June 2022	RUB	(800,660,342)
EBITDA during the Financial Period	RUB	2,039,245,894
Deduct: Other Income during the Financial Period	RUB	(874,929,513)
<b>Adjusted EBITDA during the Financial Period</b>	<b>RUB</b>	<b>1,164,316,381</b>

**SOURCES OF INFORMATION**

In conducting our valuation of the Subject, we have reviewed information including, but not limited to:

- Background of the Target Company;
- Historical financial information of the Target Company for the fiscal year 2021 and 2022, as well as for the six-month periods from 1 January 2022 to 30 June 2022 and from 1 January 2023 to 30 June 2023; and
- Other operation and market information in relation to the business of the Target Company.

We have held discussions with management of the Company and conducted market research from public sources to assess the reasonableness and fairness of information provided. We assumed such information to be reliable and legitimate, and we have relied to a considerable extent on the information provided in arriving at our conclusion of value.

**BASIS OF OPINION**

We have conducted our valuation in accordance with the IVS. The valuation procedures employed include a review of legal status and economic condition of the Target Company and an assessment of key assumptions, estimates and representations made by the proprietor or the operator of the Target Company. All matters we consider essential to the proper understanding of the valuation are disclosed in this valuation report.

The following factors form an integral part of our basis of opinion:

- The economic outlook in general;
- The nature of business and history of the operation concerned;
- The financial condition of the Subject;
- Market-driven investment returns of companies engaged in similar lines of business;
- Financial and business risk of the business;
- Consideration and analysis on the micro and macro economy affecting the business of the Subject;
- Analysis on tactical planning, management standard and synergy of the Subject; and
- Assessment of the leverage of the Subject.

We planned and performed our valuation so as to obtain all the information and explanations that we considered necessary in order to provide us with sufficient evidence to express our opinion on the valuation of the Subject.

**VALUATION METHODOLOGY**

In arriving at our assessed value, we have considered three generally accepted approaches, namely market approach, cost approach and income approach.

**Market Approach** considers prices recently paid for similar assets, with adjustments made to market prices to reflect condition and utility of the appraised assets relative to the market comparative. Assets for which there is an established secondary market may be valued by this approach. Benefits of using this approach include its simplicity, clarity, speed and the need for few or no assumptions. It also introduces objectivity in application as publicly available inputs are used. However, one has to be wary of the hidden assumptions in those inputs as there are inherent assumptions on the value of those comparable assets. It is also difficult to find comparable assets. Furthermore, this approach relies exclusively on the efficient market hypothesis.

**Cost Approach** considers the cost to reproduce or replace in new condition the assets appraised in accordance with current market prices for similar assets, with allowance for accrued depreciation or obsolescence present, whether arising from physical, functional or economic causes. The cost approach generally furnishes the most reliable indication of value for assets without a known secondary market. Despite the simplicity and transparency of this approach, it does not directly incorporate information about the economic benefits contributed by the subject assets.

**Income Approach** is the conversion of expected periodic benefits of ownership into an indication of value. It is based on the principle that an informed buyer would pay no more for the project than an amount equal to the present worth of anticipated future benefits (income) from the same or a substantially similar project with a similar risk profile. This approach allows for the prospective valuation of future profits and there are numerous empirical and theoretical justifications for the present value of expected future cash flows. However, this approach relies on numerous assumptions over a long-time horizon and the result may be very sensitive to certain inputs. It also presents a single scenario only.

To select the most appropriate approach, we have considered the purpose of the valuation and the resulting basis of value as well as the availability and reliability of information provided to us to form perform an analysis. We have also considered the relative advantages and disadvantages of each approach to the nature and circumstances of this Subject. In our opinion, the cost approach is inappropriate for valuing the Subject, as it does not directly incorporate information about the economic benefits contributed by the Subject. The income approach is inappropriate as this approach require detailed operational information and long-term financial projection of the Target Company but such information with substantial objective supporting data is not available to us. The market approach relies on comparable data from similar assets or companies in establishing a benchmark for valuation. Such approach captures the market sentiment and dynamics at a given point of time by taking into account factors such as market supply and demand, investor sentiment and market trends, and at the same time without relying on subjective inputs and assumptions. Hence, the market approach allows for an assessment of opinion of value of the subject asset that is responsive to changes in market conditions and provides a more relevant and objective valuation. Hence, the market approach is adopted in this valuation.

There are two common methods under market approach, namely, guideline public company method and guideline transaction method. Guideline public companies method requires identifying suitable guideline public companies and selection of appropriate trading multiples, while guideline transaction method takes reference to recent mergers and acquisitions transaction between unrelated parties and ratio of transaction price to target company's financial parameters.

In this valuation exercise, the market value of the 100% equity interest of the Target Company was developed through the guideline public company method. The guideline transaction method is not adopted due to lack of recent market transactions with similar nature as the Target Company. The guideline public company method requires the research of comparable companies' benchmark multiples and selection of an appropriate multiple.

### BENCHMARK MULTIPLES

In this valuation, we have considered the following commonly used benchmark multiples:

- Price-to-earnings multiple (the "**P/E Multiple**"), which is computed as share price dividend by earning per share, is the most commonly used multiple since investors want to know how profitable a company is, hence earnings are important for valuing a company's stock. This multiple has the limitations that it cannot be used to value loss-making companies, and fail to overcome the distortions caused by different accounting policies and capital structures.
- Price-to-book multiple (the "**P/B Multiple**"), which is computed as the proportion of share price to book value per share, is common to value companies within asset intensive industries. However, since book value captures only the tangible assets of a company, a company's intangible assets as well as company-specific competencies and advantages are not captured in the P/B Multiple.
- Price-to-sales multiple (the "**P/S Multiple**"), which is estimated by dividing share price by sales per shares, is commonly used to value early-stage or loss-making companies. A shortcoming of this multiple is that it ignores the cost structure and hence the profitability of a company.
- A firm's enterprise value is equal to its equity value plus its debt less any cash. Enterprise value to EBITDA multiple (the "**EV/EBITDA Multiple**"), which is estimated by dividing enterprise value by EBITDA, allows direct comparison of firms regardless of their difference in capital structure. Compared to the P/E Multiple, the EV/EBITDA Multiple is considered to be less affected by difference in accounting treatment. Yet, since the EV/EBITDA Multiple excludes depreciation and amortization expenses, which measure how much the company needs to spend on capital expenditure to maintain its business growth, the multiple does not account for cost of debt capital or its tax effect.
- Enterprise value-to-sales multiple (the "**EV/Sales Multiple**") is considered to be less affected by difference in accounting treatment as other price multiples. Similar to the price-to-sales ratio, it is commonly used to value early-stage or loss-making companies. Yet, EV/Sales Multiple has the benefits over price-to-sales ratio that it takes into account a company's debt load.

The following benchmark multiples are not adopted due to the following consideration:

- P/E Multiple, P/B Multiple and P/S Multiple are not adopted as they are more likely to be distorted when companies are having different capital structures.
- EV/Sales Multiple is not adopted as it does not reflect the cost structure and probability of companies.

We have been taking into consideration the business cycle and profitability of the Target Company in which its EBITDA margins have been positive and increasing during the latest two financial years, as well as maintaining profit-making position for the latest two financial years, and for the latest six-month period ended 30 June. Further, given that EBITDA is a financial measure that shows how well a company performed through its core operations net of taxes and it excludes tax savings from existing debt and one-time losses or charges. It is considered that the EV/EBITDA Multiple is the most appropriate multiple and hence it is being adopted in this valuation.

### **MAJOR ASSUMPTIONS**

Assumptions considered to have significant sensitivity effects in this valuation have been evaluated in order to provide a more accurate and reasonable basis for arriving at our assessed value. The following key assumptions in determining the market value of the Subject have been made:

- We assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the assets valued;
- We have assumed that there will be no material change in the existing political, legal, technological, fiscal or economic conditions, which might adversely affect the business of the Subject;
- We have assumed that the operational and contractual terms stipulated in the relevant contracts and agreements will be honored;
- We have been provided with copies of the operating licenses and company incorporation documents. We have assumed such information to be reliable and legitimate;
- We have assumed the accuracy of the financial and operational information such as management accounts, contractual agreements and manufacturing capabilities, provided to us by the Company relied to a considerable extent on such information in arriving at our opinion of value; and
- We have assumed that there are no hidden or unexpected conditions associated with the assets valued that might adversely affect the reported value. Further, we assume no responsibility for changes in market conditions after the Valuation Date.

## MARKET MULTIPLE

In determining the market multiple, a list of comparable companies was identified. The selection criteria include the followings:

- The comparable companies are publicly listed;
- The comparable companies are searchable in Capital IQ;
- The companies derive at least 50% of their revenues from the same industry of the Target Company, i.e. casinos and resorts operation;
- The comparable companies have a positive net operating profit after tax (“NOPAT”) position, as well as the latest twelve-month period as at the Valuation Date; and
- Sufficient data, including the EV/EBITDA Multiples as at the Valuation Date of the comparable companies, is available.

As sourced from Capital IQ, an exhaustive list of comparable companies satisfying the above criteria was obtained on a best effort basis. The details of the comparable companies are listed below:

<b>Company Name</b>	<b>Listing Location</b>	<b>Principal Business Location</b>	<b>Company Description</b>
Las Vegas Sands Corp.	United States	United States	Las Vegas Sands Corp., together with its subsidiaries, develops, owns, and operates integrated resorts in Macao and Singapore. It owns and operates The Venetian Macao Resort Hotel, the Londoner Macao, The Parisian Macao, The Plaza Macao and Four Seasons Hotel Macao, Cotai Strip, and the Sands Macao in Macao, the People’s Republic of China; and Marina Bay Sands in Singapore.
Galaxy Entertainment Group Limited	Hong Kong	Macao	Galaxy Entertainment Group Limited, an investment holding company, engages in the gaming and entertainment, and construction materials businesses in Macau, Hong Kong, and Mainland China. The company operates casino games of chance or games of other forms; and provides hospitality and related services.

<b>Company Name</b>	<b>Listing Location</b>	<b>Principal Business Location</b>	<b>Company Description</b>
Genting Berhad	Malaysia	Malaysia	Genting Berhad, an investment holding company, engages in leisure and hospitality, gaming and entertainment, plantation, electric power generation and supply, biotechnology, property development and management, investments, and oil and gas exploration businesses in Malaysia and internationally. Its Leisure & Hospitality segment is involved in gaming, hotels, food and beverages, theme parks, retail, entertainment and attractions, and tours and travel related businesses; the development and operation of resorts; and the provision of other support services.
Wynn Macau, Limited	Hong Kong	Macao	Wynn Macau, Limited, through its subsidiaries, engages in the development, ownership, and operation of integrated destination casino resorts in Macau.
PENN Entertainment, Inc.	United States	United States	PENN Entertainment, Inc., together with its subsidiaries, provides integrated entertainment, sports content, and casino gaming experiences in North America.
Red Rock Resorts, Inc.	United States	United States	Red Rock Resorts, Inc., through its interest in Station Holdco and Station LLC, develops and operates casino and entertainment properties in the United States. The company owns and operates 6 gaming and entertainment facilities, and 9 smaller casinos in the Las Vegas regional market. In addition, it manages Graton Resort & Casino in northern California.
Kangwon Land, Inc.	South Korea	South Korea	Kangwon Land, Inc. engages in the casino, tourist hotel, and ski resorts businesses in South Korea. Its business also covers condominium, golf course, and a water park. The company operates the Kangwon Land Casino with 200 game tables, 1,360 slot machines, and video games.



<b>Company Name</b>	<b>Listing Location</b>	<b>Principal Business Location</b>	<b>Company Description</b>
Bloomberry Resorts Corporation	Philippines	Philippines	Bloomberry Resorts Corporation, through its subsidiaries, develops, owns, and operates hotels, casinos, and integrated tourism resorts in the Philippines and Korea. The company develops tourist facilities, such as casino-entertainment complexes with casino, hotel, retail and amusement areas, and themed development components.
Monarch Casino & Resort, Inc.	United States	United States	Monarch Casino & Resort, Inc., through its subsidiaries, owns and operates the Atlantis Casino Resort Spa, a hotel and casino in Reno, Nevada. It also owns and operates the Monarch Casino Resort Spa Black Hawk in Black Hawk, Colorado.
Golden Entertainment, Inc.	United States	United States	Golden Entertainment, Inc., together with its subsidiaries, engages in the ownership and operation of a diversified entertainment platform in the United States. The company operates through five segments: Nevada Casino Resorts, Nevada Locals Casinos, Maryland Casino Resort, Nevada Taverns, and Distributed Gaming.
The Star Entertainment Group Limited	Australia	Australia	The Star Entertainment Group Limited operates and manages integrated resorts in Australia.
PARADISE Co., Ltd.	South Korea	South Korea	Paradise Co., Ltd. engages in resort, hotel, game, travel, and leisure businesses in South Korea. The company operates Paradise City, an integrated resort consisting of hotels, conventions, casinos, plazas, art galleries, spas, and clubs.
Bally's Corporation	United States	United States	Bally's Corporation, a gaming, hospitality, and entertainment company, engages in casinos and resorts, and online gaming businesses in the United States.
Sun International Limited	South Africa	South Africa and Nigeria	Sun International Limited owns and operates casino, hotel, and resort properties in South Africa and Nigeria.

<b>Company Name</b>	<b>Listing Location</b>	<b>Principal Business Location</b>	<b>Company Description</b>
Full House Resorts, Inc.	United States	United States	Full House Resorts, Inc. owns, develops, invests in, operates, manages, and leases casinos, and related hospitality and entertainment facilities in the United States. The company owns and operates the Silver Slipper Casino and Hotel in Hancock County, Mississippi; Bronco Billy's Casino and Hotel in Cripple Creek, Colorado; Rising Star Casino Resort in Rising Sun, Indiana; Stockman's Casino in Fallon, Nevada; Grand Lodge Casino in Incline Village, Nevada; and American Place/The Temporary in Waukegan, Illinois.

Some key financial information of the comparable companies is listed below, as presented in millions of United States dollar (“USD”):

<b>Company Name</b>	<b>Market Capitalization as at the Valuation Date (in USD Million)</b>	<b>Enterprise Value as at the Valuation Date (in USD Million)</b>	<b>EBITDA for Last Twelve-month Period (in USD Million)</b>	<b>NOPAT for Last Twelve-month Period (in USD Million)</b>
Las Vegas Sands Corp.	34,744	43,463	2,674	1,257
Galaxy Entertainment Group Limited	22,618	21,211	353	69
Genting Berhad	3,842	12,246	1,940	841
Wynn Macau, Limited	3,742	8,742	542	148
PENN Entertainment, Inc.	3,671	13,851	1,875	731
Red Rock Resorts, Inc.	2,582	5,805	744	549
Kangwon Land, Inc.	2,391	1,683	262	119
Bloomberry Resorts Corporation	1,985	3,010	340	279
Monarch Casino & Resort, Inc.	1,199	1,188	165	92
Golden Entertainment, Inc.	1,020	1,571	670	41
The Star Entertainment Group Limited	987	1,426	171	273
PARADISE Co., Ltd.	877	1,576	180	103
Bally's Corporation	526	5,186	670	84
Sun International Limited	515	883	173	103
Full House Resorts, Inc.	174	663	34	0.3

As the businesses of the comparable companies are located in different regions, they are thus exposed to different macroeconomic and market risks. Moreover, the comparable companies are often of significantly different size from the Target Company. Larger companies generally have lower expected returns that translate into higher values. On the other hand, small companies are generally perceived as riskier in relation to business operation and financial performance, and therefore the expected returns are higher and resulting in lower multiples. Therefore, the base multiples were adjusted to reflect the difference in natures between the comparable companies and Target Company.

We referred to a formula in a widely-adopted textbook “Financial Valuation – Applications and Model, 2017” by James R. Hitchner, a renowned valuation expert in the United States, for the benchmark multiple adjustments:

The adjustment on the EV/EBITDA Multiple is calculated using the following formula:

$$\text{Adjusted EV/EBITDA Multiple} = 1/((1/M) + \theta \times (E/EV) \times (EBITDA/NOPAT))$$

where:

M	=	The EV/EBITDA Multiple without adjustment
$\theta$	=	Required adjustment in the difference in size and country risk
E	=	Market capitalization
EV	=	Enterprise value
EBITDA	=	Earnings before interest, taxes, depreciation and amortization
NOPAT	=	Net operating profit after tax

*(Reference: Hitchner, R. (2017) Financial Valuation: Applications and Models (4th Edition))*

The logic behind the pricing multiple adjustments is that the reciprocal of the base multiple represents a capitalization rate. In this valuation, the reciprocal of the base EV/EBITDA multiple represents a capitalization rate of the enterprise value.

For the parameter  $\theta$ , it was used as a desired adjustment to reflect the difference in natures between the comparable companies and the Subject. With reference to Cost of Capital Navigator, year 2022 as published by Kroll, depending on the market capitalization of each of the comparable companies, size premium differentials were adopted to capture the size difference between the comparable companies and the Target Company. With reference to country default spreads and risk premiums calculation model as proposed by Aswath Damodaran, difference in historical market return of country of risk between comparable companies and the Target Company were adopted to capture the country risk difference. With reference to “The Adjusted Capital Asset Pricing Model for Developing Capitalization Rates: An Extension of Previous “Build-Up” Methodologies Based Upon the Capital Asset Pricing Model” published in 1989 by Z. Christopher Mercer, specific risks were adopted to capture the difference in profitability including net profit and the NOPAT level, between the comparable companies and the Target Company.

The ratio of the market capitalization to enterprise value E/EV was adopted as a weighting factor. As aforesaid, the logic behind this formula is that a pricing multiple is the reciprocal of the capitalization rate. In the case of an enterprise value multiple, the capitalization rate is driven by the weighted average cost of capital (the “WACC”) of the valuation subject. Since the size and country risk premium differentials “ $\theta$ ” are applicable only to the equity portion (for a listed company, market capitalization represents the market value of its equity) but not to the debt portion of the WACC, we shall only adjust the equity portion of the capitalization rate in this pricing multiple adjustment formula. The ratio E/EV was used to apply an appropriate weighting on the parameter  $\theta$  so that the capitalization rate was adjusted only to the extent of its equity portion. In other words, the ratio E/EV takes into account of the varying capital structures among the comparable companies.

The ratio of EBITDA to NOPAT was used as a scale factor, which is applied in the adjustment of the EV/EBITDA multiple. It is considered that the base measure of the benefits for enterprise value to be NOPAT (Hitchner, R., 2017), which is a financial measure that shows how well a company performed through its core operations net of taxes and it excludes tax savings from existing debt and one-time losses or charges.

After the aforesaid adjustment on the EV/EBITDA Multiple, the EV/EBITDA multiples after adjustment (the “Adjusted EV/EBITDA Multiple”) of the comparable companies are listed as below:

Company Name	Market Capitalization (USD in Million)	EV/EBITDA Multiple	Required adjustment in the difference in size and country risk ( $\theta$ )	Adjusted EV/EBITDA Multiple
Las Vegas Sands Corp.	34,744	16.25	10.37%	4.20
Galaxy Entertainment Group Limited	22,618	60.12	5.67%	3.09
Genting Berhad	3,842	6.31	9.88%	4.35
Wynn Macau, Limited	3,742	16.14	5.67%	6.63
PENN Entertainment, Inc.	3,671	7.39	10.37%	4.86
Red Rock Resorts, Inc.	2,582	7.80	10.37%	5.24
Kangwon Land, Inc.	2,391	6.43	5.59%	3.03
Bloomberry Resorts Corporation	1,985	8.84	7.27%	5.83
Monarch Casino & Resort, Inc.	1,199	7.22	9.78%	3.18
Golden Entertainment, Inc.	1,020	2.34	9.78%	0.68
The Star Entertainment Group Limited	987	8.35	10.19%	6.10
PARADISE Co., Ltd.	877	8.77	5.00%	6.15
Bally’s Corporation	526	7.74	9.78%	4.81
Sun International Limited	515	5.12	6.84%	3.82
Full House Resorts, Inc.	174	19.66	7.94%	0.47
			<b>Median</b>	<b>4.35</b>

**Discount for Lack of Marketability (the “DLOM”)**

The concept of marketability deals with the liquidity of an ownership interest, that is how quickly and easily it can be converted to cash if the owner chooses to sell. The lack of marketability discount reflects the fact that there is no ready market for shares in privately held companies which are typically not readily marketable compared to similar interest in public companies. Therefore, a share of stock in a privately held company is usually worth less than an otherwise comparable share in a publicly held company.

We have assessed the DLOM of this interest using a put option method. The concept is that when comparing a public share and a private share, the holder of a public share has the ability to sell the shares (i.e. a put option) to the stock market right away. As the time to a liquidity event becomes shorter, the degree of the DLOM becomes smaller.

We have adopted Finnerty Option Pricing Model with the following parameters to estimate the DLOM.

<b>Parameter</b>	<b>Input</b>	<b>Remark</b>	<b>Source</b>
Option Type	Asian Put		
Spot Price	RUB1.00	Assumed	
Exercise Price	RUB1.00	Assumed	
Maturity Period	1 year	Assumed	
Volatility	36.78%	Based on historical 1-year volatility of comparable companies	Capital IQ
Implied DLOM	8.36%	Calculated	

**Control Premium (the “CP”)**

Control premium is an amount by which the pro rata value of a controlling interest exceeds the pro rata value of a non-controlling interest a business enterprise that reflects the power of a control. Both factors recognize that control owners have rights that minority owners do not and that the difference in those rights and, perhaps more importantly, how those rights are exercisable and to what economic benefits, cause a differential in the per-share value of a control ownership block versus a minority ownership block.

We have made reference to most recent quarterly control premium reports as published by FactSet Mergerstat, LLC during the time period from the fourth quarter of 2022 to the third quarter of 2023. Since the Control Premium Studies do not have sufficient data for gaming industry, we have applied the data related to international transactions from all industries.

In the valuation, we adopted the median control premiums of 27.75%, which includes negative premiums. The distributor of the Control Premium Studies explained that there are two possible scenarios in which negative premium may arise: first, if the buyer is public and paying with its own stock, its stock price may have decreased between the announcement and the time the deal closes. Another scenario may be that the selling company could be struggling and on the verge of failure.

## CALCULATION OF VALUATION RESULT

Under the guideline public company method, the market value of the Subject is estimated based on the financial information of the Target Company and the market multiples of the comparable companies derived from Capital IQ as at the Valuation Date. We have also taken into account the two factors, which is being the marketability discount and control premium.

The calculation of the market value of 100% equity interest of the Target Company as at the Valuation Date is as follows:

<b>Parameter</b>	<b>Unit</b>	<b>Input</b>
Adjusted EBITDA of the Target Company during the Financial Period	RUB	1,164,316,381
Median Adjusted EV/EBITDA Multiple of the Comparable Companies		4.35
<hr/>		
Enterprise Value of the Target Company before CP and DLOM as at the Valuation Date	RUB	5,064,300,982
Add: Cash and cash equivalents <sup>1</sup>	RUB	1,715,442,571
Deduct: Amount due to shareholders (Net) <sup>1</sup>	RUB	(92,856)
Deduct: Obligation under leases <sup>1</sup>	RUB	(36,193,272)
Deduct: Non-controlling interest of EZ Transport Limited Liability Company <sup>1, 2</sup>	RUB	(11,087,204)
<hr/>		
Equity Value of the Target Company before DLOM and CP as at the Valuation Date	RUB	6,732,370,221
Add: Control Premium (27.75%)	RUB	1,868,232,736
<hr/>		
Equity Value of the Target Company before DLOM as at the Valuation Date	RUB	8,600,602,958
Deduct: Discount for lack of marketability (8.36%)	RUB	(719,045,812)
<hr/>		
<b>Equity Value of the Target Company after control premium and discount for lack of marketability as at the Valuation Date (Rounded)</b>	<b>RUB</b>	<b>7,882,000,000</b>

*Note:*

1. Figures as at 30 June 2023 based on management account.
2. EZ Transport Limited Liability Company is a non-wholly owned subsidiary of the Target Company, and the non-controlling interest represents the 49% equity interest of EZ Transport Limited Liability Company.

**VALUATION COMMENT**

The conclusion of value is based on accepted valuation procedures and practices that rely substantially on the use of numerous assumptions and the consideration of many uncertainties, not all of which can be easily quantified or ascertained. Further, while the assumptions and other relevant factors are considered by us to be reasonable, they are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Target Company, the Company and JLL.

We do not intend to express any opinion on matters which require legal or other specialized expertise or knowledge, beyond what is customarily employed by valuers. Our conclusions assume continuation of prudent management of the Target Company over whatever period of time that is reasonable and necessary to maintain the character and integrity of the assets valued.

This report is issued subject to our Limiting Conditions as attached.

**INDEPENDENCE DECLARATION**

We confirm that to the best of our knowledge and belief, we are independent of the Company and the Target Company, and have not contravened any independence requirements stipulated as per our professional memberships. Our fee is not contingent upon our conclusion of value.

**OPINION OF VALUE**

Based on the results of our investigations and analyses, we are of the opinion that the market value of 100% equity interest in G1 Entertainment Limited Liability Company as at the Valuation Date are reasonably stated at the amount of **RUB7,882,000,000**.

Yours faithfully,

For and on behalf of

**Jones Lang LaSalle Corporate Appraisal and Advisory Limited**

**Simon M.K. Chan**

*Executive Director*

*Note:* Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS). He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

**LIMITING CONDITIONS**

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client/Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client/Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of Client/Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the Agreement and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.
9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client/Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.



10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the Agreement as at the Valuation Date. In accordance with our standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.
12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client/Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney's fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.
15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client/Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.

16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client/Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time. The transaction amount does not need to be close to the result as estimated in this report.
  
17. The board of directors, management, staff, and representatives of the Client/Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client/Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

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# NOTICE OF SPECIAL GENERAL MEETING

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## SUMMIT ASCENT HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock code: 102)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Summit Ascent Holdings Limited (the “**Company**”) will be held at Jade Rooms V-VII, Artzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong at 2 p.m. on Thursday, 15 August 2024 for the purpose of considering and, if thought fit, passing the following ordinary resolution:

#### ORDINARY RESOLUTION

“**THAT** it is in the interest of the Company to implement the Disposal Plan (as defined in the circular (“**Circular**”) of the Company dated 25 July 2024, of which this notice forms part), and **THAT** the board of directors of the Company be and it is hereby requested to take steps and to allocate resources to implement the Disposal Plan as soon as possible after the date of passing of this resolution.”

By order of the Board  
**Summit Ascent Holdings Limited**  
**Lo Kai Bong**  
*Chairman*

Hong Kong, 25 July 2024

*Principal place of business in Hong Kong:*  
Unit 1704, 17th Floor  
West Tower, Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. Any member entitled to attend and vote at the SGM is entitled to appoint one or if he is the holder of two or more shares, more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorised to sign the same.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited with the share registrars of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjourned meeting thereof (as the case may be).
4. The register of members of the Company will be closed from Monday, 12 August 2024 to Thursday, 15 August 2024 (both days inclusive) to determine the entitlement to attend and vote at the SGM. During such period, no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the SGM, all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 9 August 2024 for registration.