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If you have sold or transferred all your Shares in LET GROUP HOLDINGS LIMITED, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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LET GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

GENERAL MANDATES TO ISSUE AND BUY BACK SHARES, RE-ELECTION OF DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “AGM”) of **LET Group Holdings Limited** (the “**Company**”) to be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 8 August 2025 (Friday), at 4:00 p.m. is set out on pages 18 to 22 of this circular.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 8 August 2025 (Friday), at 4:00 p.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice for convening the AGM set out on pages 18 to 22 of this circular
“Articles”	the articles of association of the Company as currently in force
“associate”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors (including independent non-executive Directors)
“Buy Back Mandate”	a general mandate proposed to be granted to the Directors to buy back on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares not exceeding 10% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution at the AGM
“Company”	LET Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (Stock Code: 1383)
“Connected Person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Extension Mandate”	a general mandate to the Directors to add to the Issue Mandate any Shares representing the number of Shares to be bought back under the Buy Back Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	Shareholders, other than Mr. Lo and his associates

DEFINITIONS

“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	9 July 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Major Success”	Major Success Group Limited, a company incorporated in the British Virgin Islands and a controlling shareholder of the Company holding 4,999,694,857 Shares (representing approximately 72.07% of the Shares in issue) as at the Latest Practicable Date, of which Mr. Lo is the sole shareholder
“Mr. Lo”	Mr. Lo Kai Bong, executive Director and chairman on the Board
“Nomination Committee”	the nomination committee of the Board
“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
“Re-election Candidates”	Mr. Lam Hung Tuan, Mr. Tou Kin Chuen, Mr. Lo Wai Tung John and Ms. Chan Suet Ngan
“Re-elections”	collectively, the re-elections of the Re-election Candidates as members of the Board by the Independent Shareholders at the AGM and references to “Re-election” means any one of the Re-elections
“Remuneration Committee”	the remuneration committee of the Board
“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 three letters dated 5 April 2024, 16 May 2024 and 5 February 2025, respectively as announced in the announcements of the Company dated 8 April 2024, 17 May 2024 and 10 February 2025, respectively
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended and supplemented from time to time
“Share”	ordinary share of HK\$0.10 in the capital of the Company

DEFINITIONS

“Shareholder”	holder of any Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



LET GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

Executive Directors:

Lo Kai Bong (*Chairman*)

Lam Hung Tuan

Independent non-executive Directors:

Tou Kin Chuen

Lo Wai Tung John

Chan Suet Ngan

Registered Office:

Citrus Grove

Ground Floor

106 Goring Avenue

George Town

Grand Cayman

Cayman Islands

Principal Place of Business

in Hong Kong:

Unit 1705, 17/F.

West Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

10 July 2025

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF DIRECTORS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding certain resolutions to be proposed at the AGM.

The ordinary businesses of the AGM will include, among others, the Re-elections, which are subject to approval by the Independent Shareholders at the AGM.

LETTER FROM THE BOARD

In addition to the ordinary businesses, the following resolutions, which are not considered ordinary businesses, will also be proposed for consideration and, if thought fit, approval by the Shareholders at the AGM:

- (a) the granting to the Directors of the Issue Mandate;
- (b) the granting to the Directors of the Buy Back Mandate; and
- (c) the granting to the Directors of the General Extension Mandate.

2. VARIOUS MANDATES

(a) Issue Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Issue Mandate. The Issue Mandate, if granted, will allow the Directors to issue and allot further Shares prevailing up to 20% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing the proposed resolution.

As at the Latest Practicable Date, the number of the issued Shares was 6,936,972,746 fully paid-up Shares. Subject to the passing of the resolution granting the Issue Mandate and on the basis that no further Shares will be allotted and issued or bought back from the Latest Practicable Date to the date of the AGM, exercise in full of the Issue Mandate could result in up to new issue of 1,387,394,549 Shares. There is no present intention for any issuance of Shares pursuant to the Issue Mandate.

(b) Buy Back Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Buy Back Mandate. The Buy Back Mandate, if granted, will allow the Directors to exercise all the powers of the Company to buy back its own Shares not exceeding 10% of the number of the issued Shares (excluding treasury shares, if any) as at the date of passing the proposed resolution.

Subject to the passing of the proposed resolution granting the Buy Back Mandate, and on the basis that there were 6,936,972,746 fully paid-up Shares as at the Latest Practicable Date and no further Shares will be allotted and issued or bought back by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Buy Back Mandate to buy back a maximum of 693,697,274 Shares. There is no present intention for any buy back of Shares pursuant to the Buy Back Mandate.

An explanatory required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Buy Back Mandate is set out in **Appendix I** to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

LETTER FROM THE BOARD

(c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Buy Back Mandate referred to above, to add to the Issue Mandate any Shares to be bought back pursuant to the Buy Back Mandate.

The authority conferred on the Directors by the Issue Mandate, the Buy Back Mandate and the General Extension Mandate would continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

3. RE-ELECTIONS

For the purpose of complying with the Validly Constituted Board Guidance and the Corporate Governance Guidance (both as defined in the Company's announcement dated 10 February 2025) under the Resumption Guidance, the Re-election Candidates were appointed to the Board on 10 March 2025.

No extraordinary general meeting of the Company will be convened and held prior to the AGM for the purpose of the Re-elections by the Independent Shareholders. Pursuant to their service contracts (in the case of Mr. Lam Hung Tuan, the executive Director) or letters of appointment (in the case of Mr. Tou Kin Chuen ("**Mr. Tou**"), Mr. Lo Wai Tung John ("**Mr. John Lo**") and Ms. Chan Suet Ngan, the independent non-executive Directors), all the Re-election Candidates will retire at the AGM and offer themselves for re-election by the Independent Shareholders.

In addition, the two independent non-executive Directors, namely, Mr. Tou and Mr. John Lo, have served on the Board for more than nine years. In accordance with the Corporate Governance Code under Appendix C1 to the Listing Rules, separate resolutions will be proposed for their re-election. The Board has provided its reasons, as set out below in "4. Long Serving Independent Non-Executive Directors" of this circular, to support their continued independence.

At the AGM, Mr. Lo and his associate will voluntarily abstain from voting on the resolutions to be proposed at the AGM in respect of the Re-elections.

LETTER FROM THE BOARD

Brief details of the Re-election Candidates are set out below. Their further details are set out in **Appendix II** to this circular.

Name	Position
(a) Mr. Lam Hung Tuan	Executive Director
(b) Mr. Tou Kin Chuen	Independent non-executive Director
(c) Mr. Lo Wai Tung John	Independent non-executive Director
(d) Ms. Chan Suet Ngan	Independent non-executive Director

The Nomination Committee reviews the structure, size and composition of the Board by taking into account factors including age, gender, cultural and educational background, professional experience, skills, knowledge and length of service as contained in the Board diversity policy adopted by the Company on 28 December 2018 at least annually and recommends any proposed changes to the Board. The Nomination Committee also makes recommendations to the Board on the appointment or re-election of Directors. The Board has considered the skills, knowledge, business experience, public board experience, diversity, standing, time commitment as well as independence (if applicable) of the Re-election Candidates on their Re-elections at the AGM.

4. LONG SERVING INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. John Lo and Mr. Tou served on the Board for more than 9 years before their resignation with effect from 15 January 2024 and 5 November 2024. They remain serving on the Board for more than 9 years after their re-appointment as independent non-executive Directors on 10 March 2025 notwithstanding they were not independent non-executive Directors for the period from 15 January 2024 to 1 May 2024 and from 5 November 2024 to 9 March 2025.

In compliance with the Corporate Governance Code then in force at the annual general meeting of the Company held on 20 June 2023, the appointments of Mr. John Lo and Mr. Tou were approved by the Shareholders and the basis upon which the Board considered them remained independent and should be re-elected despite their long serving independent non-executive directorship in the Company was disclosed to the Shareholders in the Company's circular dated 28 April 2023 in accordance with the Corporate Governance Code.

LETTER FROM THE BOARD

The Board is of the view that Mr. John Lo and Mr. Tou remained independent and should be re-elected at the AGM despite their long serving independent non-executive directorship in the Company on the following bases:

- (a) **Rule 3.13 of the Listing Rules:** The Company has received from each of them written confirmation confirming his independence prior to his re-appointment as an independent non-executive Director. The Board has evaluated and is satisfied that each of them remained independent after taking into account those factors set out in Rule 3.13 of the Listing Rules.
- (b) **Demonstrated Independence:** Each of them had maintained independence in judgment, not influenced by other members of the Board and provided independent objective advice to the Board throughout his independent non-executive directorship in the Company.
- (c) **Special Expertise and In-depth Understanding of the Group:** Mr. Tou and Mr. John Lo have considerable expertise in the accounting sector as a certified public accountant and in the securities and finance industry, respectively. Each of them will bring to the Board his own expertise, skills and experience (as further described in the Appendix II to this circular). Each of them has in-depth knowledge and understanding of the Group's operations and business. Their expertise and in-depth knowledge and understanding of the Group's operations and business is vital for the Company's corporate governance which is not easily replaceable.
- (d) **Shareholders' Support:** Each of them was re-elected by the Shareholders as independent non-executive Directors at the 2023 annual general meeting of the Company and at the extraordinary general meeting of the Company on 14 June 2024 notwithstanding his long serving tenure as an independent non-executive Director. A testament to their value and independency as perceived by the Shareholders and justifying their continued services on the Board as independent non-executive Directors.

5. AGM

The AGM Notice is set out on pages 18 to 22 of this circular and a form of proxy for use at the AGM is herein enclosed.

At the AGM, Mr. Lo and his associate will voluntarily abstain from voting on all resolutions to be proposed at the AGM in respect of the Re-elections. As at the Latest Practicable Date, Mr. Lo and Major Success, his associate, were holding 10,580,000 Shares and 4,999,694,857 Shares respectively (representing an aggregate of approximately 72.22% of the Shares in issue as at the Latest Practicable Date).

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the AGM or any adjournment thereof should you so desire.

LETTER FROM THE BOARD

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the period from 5 August 2025 to 8 August 2025, for the purposes of determining the entitlements of the Shareholders to attend and vote at the AGM. No transfer of the Shares will be registered during this period. In order to qualify to attend and vote at the AGM, all transfers 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, by no later than 4:30 p.m. on 4 August 2025.

7. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

8. RECOMMENDATION

The Board believes that the proposal for Issue Mandate, Buy Back Mandate, General Extension Mandate, and the Re-elections are in the best interests of the Company and the Shareholders as a whole. The Board also believes that the Re-elections are fair and reasonable and in the interests of the Company and the Independent Shareholders. Accordingly, the Board recommends that Shareholders vote in favour of the resolutions relating to the Issue Mandate, the Buy Back Mandate, and the General Extension Mandate, and that the Independent Shareholders vote in favour of the resolution relating to the Re-elections at the AGM.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, include 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.

Yours faithfully,
By order of the Board
LET Group Holdings Limited
Chiu King Yan
Company Secretary

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the new Buy Back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the number of the issued Shares was 6,936,972,746 fully paid-up Shares and the Company did not hold any treasury shares.

Subject to the passing of the resolution granting the new Buy Back Mandate, and on the basis that no further Shares will be allotted and issued or bought back from the Latest Practicable Date to the date of the AGM, the Directors would be allowed under the Buy Back Mandate to buy back up to 693,697,274 Shares, representing 10% of the number of the issued Shares (excluding treasury shares, if any) of the Company as at the Latest Practicable Date, during the period from the date of resolution granting the Buy Back Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting. Any Shares bought back by the Company may be canceled by the Company or held by the Company as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the buy backs.

2. REASONS FOR BUY BACKS

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to buy back Shares in the market. Depending on market conditions and funding arrangements at the time, Shares bought back for cancellation may lead to an enhancement of the net assets value of the Company and/or earnings per Share. If the Shares bought back are held by the Company in treasury, they may be resold to raise capital or utilised for other purposes. Share bought back will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF BUY BACKS

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its memorandum and articles of association and the laws of the Cayman Islands.

That is to say, any buy back of Shares may be purchased out of capital paid up on the bought back Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such buy back, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

The Directors propose that such buy backs of Shares would be appropriately financed by the Company's internal resources. In the event that the Buy Back Mandate were to be exercised in full at any time during the proposed buy back period, there might be a material adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2024 and taking into account the financial position of the Company as at the Latest Practicable Date.

The Directors do not propose to exercise the Buy Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels of the Company and would only exercise the Buy Back Mandate to such extent which, in the opinion of the Directors are from time to time appropriate for the Company.

4. EFFECT ON THE TAKEOVERS CODE

If, as the result of a Share bought back, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that no further Shares will be allotted and issued or bought back from the Latest Practicable Date to the date of the AGM, on exercise in full of the Buy Back Mandate, the number of issued Shares will decrease from 6,936,972,746 to 6,243,275,472.

As at the Latest Practicable Date, Major Success Group Limited held 4,999,694,857 Shares, representing approximately 72.07% of the number of the issued Shares.

The decrease of issued Shares resulted from the full exercise of the Buy Back Mandate will cause the percentage shareholding of Major Success Group Limited to increase from approximately 72.07% to approximately 80.08%. Such increase will not give rise to an obligation on the part of Major Success Group Limited, being the shareholder of the 4,999,694,857 Shares and Mr. Lo, being the ultimate shareholder of such Shares, to make a mandatory offer under Rule 26 of the Takeover Code. The Board currently has no intention to exercise the Buy Back Mandate to the extent which will trigger a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

The Company has no intention to exercise the Buy Back Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months prior to the Latest Practicable Date were as follows:

Month	Highest (HK\$)	Lowest (HK\$)
2024		
July	0.043	0.043
August	0.043	0.043
September	0.043	0.043
October	0.043	0.043
November	0.043	0.043
December	0.043	0.043
2025		
January	0.043	0.043
February	0.043	0.043
March	0.043	0.043
April	0.043	0.043
May	0.043	0.043
June	0.043	0.043
July (up to the Latest Practicable Date)	0.043	0.043

6. BUY BACK OF SHARES

No buy back of Shares was made by the Company in the previous six months ended on the Latest Practicable Date, whether on the Stock Exchange or otherwise.

7. GENERAL

None of the Directors, and to the best of their knowledge having made all reasonable enquiries, nor any close associates (as defined in the Listing Rules) of any Director, have any present intention in the event that the Buy Back Mandate is approved by the Shareholders to sell any Shares to the Company.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Buy Back Mandate is approved by Shareholders.

The Directors will exercise the power of the Company to make repurchases pursuant to the proposed resolution to approve the Buy Back Mandate (if so approved) in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Neither the explanatory statement set out in this Appendix I nor the Buy Back Mandate has any unusual features.

Set out below are details of the Re-election Candidates who are proposed to be re-elected at the AGM.

1. MR. LAM HUNG TUAN, AGED 47, EXECUTIVE DIRECTOR (“MR. LAM”)

Mr. Lam, is currently the Chief Technology Officer of Suntrust Resort Holdings, Inc., a subsidiary of the Company. He was also the Vice President of Information Systems and Technology (IS&T) of Hoi An South Development Ltd., an indirect subsidiary of the then joint venture of the Company, during the period from November 2021 to July 2022. Other than as disclosed, Mr. Lam did not hold any positions with the Company and other members of the Group and did not hold any directorship in any listed public companies in the last three years immediately preceding the Latest Practicable Date.

Mr. Lam has over 20 years of experience in information technology industry. Mr. Lam began his Bachelor degree of Science at the Western Sydney University (formerly known as University of Western Sydney) in January 1996. After completing his first year of studies, he proceeded with and focused on advancing his career.

Mr. Lam has entered into a service agreement dated 10 March 2025 with the Company for a term of one year commencing from 10 March 2025 and renewable automatically for successive terms of one year each upon expiry of the then current term of his appointment, subject to (i) retirement and re-election at upcoming extraordinary general meeting of the Company and (ii) retirement by rotation and re-election at the annual general meeting of the Company according to the Articles provided that for so long as Mr. Lo and/or his associates remain shareholders of the Company, such re-election shall be subject to approval by the Independent Shareholders.

As at the Latest Practicable Date, Mr. Lam did not have any interest in the Shares within the meaning of Part XV of the SFO.

Under the letter of appointment, Mr. Lam will receive an annual salary of HK\$720,000. Mr. Lam’s emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions.

Mr. Lam had not been involved in any of the matters required to be disclosed pursuant to any of the requirements mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules as at the Latest Practicable Date.

Save as disclosed, there are no other matters in relation to the Re-election of Mr. Lam as an executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

2. MR. TOU KIN CHUEN, AGED 48, INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. TOU”)

Mr. Tou joined the Company on 26 April 2012 as an independent non-executive Director until his resignation as an independent non-executive Director with effect from 15 January 2024 and 5 November 2024, and was subsequently re-appointed as an independent non-executive Director with effect from 2 May 2024 and 10 March 2025. He is the chairman of the Audit Committee and a member of the Remuneration Committee, the Nomination Committee and risk management committee of the Company. Mr. Tou was also an independent non-executive director of Victor Sky Holdings Limited, a wholly-owned subsidiary of the Company, from September 2022 to April 2023. Other than as disclosed, Mr. Tou did not hold any positions with the Company and other members of the Group as at the Latest Practicable Date.

Mr. Tou is the principal of Roger K.C. Tou & Co.. Mr. Tou graduated from the Hong Kong Shu Yan University (formerly known as Hong Kong Shu Yan College) with a Honours Diploma in Accounting in 2001. He is experienced in audit, taxation, company secretarial, insolvency and finance over 24 years. Mr. Tou is a member of the Hong Kong Institute of Certified Public Accountants and an associate of the Taxation Institute of Hong Kong. Mr. Tou has been the independent non-executive director of Imperium Financial Group Limited (Stock code: 8029) since 14 March 2011, a company listed on GEM operated by the Stock Exchange, and Milan Station Holdings Limited (Stock code: 1150) since 22 July 2015, a company listed on the Main Board of the Stock Exchange. Save as disclosed, Mr. Tou did not hold any directorship in any listed public companies in the last three years immediately preceding the Latest Practicable Date.

Mr. Tou has entered into a letter of appointment dated 10 March 2025 with the Company for a term of one year commencing from 10 March 2025 and renewable automatically for successive terms of one year each upon expiry of the then current term of his appointment, subject to (i) retirement and re-election at upcoming extraordinary general meeting of the Company and (ii) retirement by rotation and re-election at the annual general meeting of the Company according to the Articles provided that for so long as Mr. Lo and/or his associates remain shareholders of the Company, such re-election shall be subject to approval by the Independent Shareholders.

Mr. Tou did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Tou did not have any interest in the Shares within the meaning of Part XV of the SFO.

Under the letter of appointment, Mr. Tou will receive an annual director's fee of HK\$120,000. Mr. Tou's emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

Mr. Tou had not been involved in any of the matters required to be disclosed pursuant to any of the requirements mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules as at the Latest Practicable Date.

Save as disclosed, there are no other matters in relation to the Re-election of Mr. Tou as an independent non-executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

3. MR. LO WAI TUNG JOHN, AGED 57, INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. JOHN LO”)

Mr. John Lo joined the Company on 10 October 2012 as an independent non-executive Director until his resignation as an independent non-executive Director with effect from 15 January 2024 and 5 November 2024, and was subsequently re-appointed as an independent non-executive Director with effect from 2 May 2024 and 10 March 2025. He is the chairman of the Remuneration Committee and a member of the Audit Committee, the Nomination Committee and the risk management committee of the Company. Other than as disclosed, Mr. John Lo did not hold any positions with the Company and other members of the Group as at the Latest Practicable Date.

Mr. John Lo graduated from the Chinese University of Hong Kong with a bachelor’s degree of Science (with honours) in Computer Science in 1991. Mr. John Lo is experienced in securities and finance industry for over 30 years. Mr. John Lo did not hold or did not hold any directorship in any listed public companies in the last three years immediately preceding the Latest Practicable Date.

Mr. John Lo has entered into a letter of appointment dated 10 March 2025 with the Company for a term of one year commencing from 10 March 2025 and renewable automatically for successive terms of one year each upon expiry of the then current term of his appointment, subject to (i) retirement and re-election at upcoming extraordinary general meeting of the Company and (ii) retirement by rotation and re-election at the annual general meeting of the Company according to the Articles provided that for so long as Mr. Lo and/or his associates remain shareholders of the Company, such re-election shall be subject to approval by the Independent Shareholders.

Mr. John Lo did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. John Lo did not have any interest in the Shares within the meaning of Part XV of the SFO.

Under the letter of appointment, Mr. John Lo will receive an annual director’s fee of HK\$120,000. Mr. John Lo’s emolument was determined and will be reviewed by the Board annually with reference to his qualifications, experience, duties and responsibilities with the Company, as well as the Company’s performance and the prevailing market conditions.

Mr. John Lo had not been involved in any of the matters required to be disclosed pursuant to any of the requirements mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules as at the Latest Practicable Date.

Save as disclosed, there are no other matters in relation to the Re-election of Mr. John Lo as an independent non-executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

4. MS. CHAN SUET NGAN, AGED 54, INDEPENDENT NON-EXECUTIVE DIRECTOR (“MS. CHAN”)

Ms. Chan joined the Company as an independent non-executive Director on 10 March 2025. She is the chairlady of the Nomination Committee and the risk management committee of the Company, and a member of the Audit Committee and the Remuneration Committee. Other than as disclosed, Ms. Chan did not hold any positions with the Company and other members of the Group as at the Latest Practicable Date.

Ms. Chan, obtained a bachelor degree of commerce from the University of Auckland, New Zealand. She is a member of CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. She has over 23 years of experience in the fields of accounting, finance and company secretariat.

Ms. Chan was also an executive director of 8088 Investment Holdings Limited (formerly known as AID Life Science Holdings Limited) (“**8088 Investment**”) during the period from 1 January 2018 to 26 August 2024. 8088 Investment is a company incorporated in the Cayman Islands and was listed on the GEM operated by the Stock Exchange until it was delisted on 22 August 2022. Save as disclosed, Ms. Chan did not hold or did not hold any directorship in any listed public companies in the last three years immediately preceding the Latest Practicable Date.

Based on public information and within the best of knowledge of Ms. Chan:

- (a) 8088 Investment and its subsidiaries are primarily engaged in the business of strategic investment.
- (b) On 31 July 2020 (Cayman Islands time), a winding up petition together with an application for the appointment (the “**JPL Application**”) of joint and several provisional liquidators (“**JPLs**”) of 8088 Investment for restructuring purposes was presented and filed with the Grand Court of the Cayman Islands (the “**Cayman Court**”) at the request of 8088 Investment.
- (c) 8088 Investment received a statutory demand dated 31 July 2020 from the bondholder of convertible bonds (“**CB**”) issued by 8088 Investment demanding for repayment of outstanding principal of the CB in the amount of HK\$140 million together with interest accrued.
- (d) On 6 August 2020, 8088 Investment received the sealed Cayman Court Order in relation to the JPL Application (please refer to the announcement of 8088 Investment dated 6 August 2020 for details of the said Court Order).
- (e) 8088 Investment restructured its major debt, extending its maturity by 18 months, by 1 March 2021. This debt remained outstanding as of Ms. Chan’s resignation as executive director of 8088 Investment on 26 August 2024. With the debt restructuring, 8088 Investment resolved its liquidity issues and successfully petitioned the Cayman Court to withdraw the winding-up petition and discharge the JPLs on 26 February 2021 (Cayman Islands time), effectively ending the provisional liquidation.

The Board has no further information on the winding up petition and related matters beyond what is disclosed above, which is based solely on information provided by Ms. Chan and public announcements of 8088 Investment dated 4 August 2020, 6 August 2020 and 1 March 2021. The Board is not in a position to express any opinion on these matters. As the matter did not involve the Group and the business and operations of 8088 Investment are entirely unrelated to the Group, the Board is of the view that above does not and will not impact on the business and operations of the Group, nor does it affect Ms. Chan's suitability as an independent non-executive Director.

Ms. Chan has entered into a letter of appointment dated 10 March 2025 with the Company for a term of one year commencing from 10 March 2025 and renewable automatically for successive terms of one year each upon expiry of the then current term of his appointment, subject to (i) retirement and re-election at upcoming extraordinary general meeting of the Company and (ii) retirement by rotation and re-election at the annual general meeting of the Company according to the Articles provided that for so long as Mr. Lo and/or his associates remain shareholders of the Company, such re-election shall be subject to approval by the Independent Shareholders.

Ms. Chan did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Ms. Chan did not have any interest in the Shares within the meaning of Part XV of the SFO.

Under the letter of appointment, Ms. Chan will receive an annual director's fee of HK\$120,000. Ms. Chan's emolument was determined and will be reviewed by the Board annually with reference to her qualifications, experience, duties and responsibilities with the Company, as well as the Company's performance and the prevailing market conditions.

Ms. Chan had not been involved in any of the matters required to be disclosed pursuant to any of the requirements mentioned under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules as at the Latest Practicable Date.

Save as disclosed, there are no other matters in relation to the Re-election of Ms. Chan as an independent non-executive Director that need to be brought to the attention of the Shareholders and there is no other information required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



LET GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of the Company will be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 8 August 2025 (Friday), at 4:00 p.m. for the purpose of transacting the following business:

AS ORDINARY BUSINESSES

1. To receive and consider the audited consolidated financial statements of the Company and the reports of its directors (the “**Directors**”) and auditor for the years ended 31 December 2023 and 31 December 2024.
2. To re-elect the following Directors, each as a separate resolution:
 - (i). Mr. Lam Hung Tuan as an executive Director;
 - (ii). Mr. Tou Kin Chuen as an independent non-executive Director;
 - (iii). Mr. Lo Wai Tung John as an independent non-executive Director; and
 - (iv). Ms. Chan Suet Ngan as an independent non-executive Director,and to authorise the board of Directors (the “**Board**”) to fix their respective remunerations.
3. To re-appoint Crowe (HK) CPA Limited as the auditor of the Company and to authorise the Board of Directors to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

AS SPECIAL BUSINESSES

ORDINARY RESOLUTIONS

4. To consider as special business and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT

- (a) subject to paragraph (c) and (d) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Main Board (the “**Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with (otherwise than by way of Rights Issue (as hereinafter defined) or pursuant to the exercise of options granted under any of the Company’s share option schemes or any scrip dividend scheme or similar arrangements providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the articles of association of the Company from time to time) additional shares (the “**Share(s)**”) in the share capital of the Company and to make or grant any offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant any offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers either during or after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) above shall not exceed 20% of the aggregate number of the issued shares (excluding treasury shares, if any) of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly;
- (d) the Company may not issue securities convertible into new Shares for cash consideration unless the initial conversion price is not lower than the Benchmarked Price (as hereinafter defined) of the Shares at the time of the relevant placing, and the Company may not issue warrants, options or similar rights to subscribe for (i) any new Shares; or (ii) any securities convertible into new Shares, for cash consideration pursuant to the approval in paragraph (a) above; and

NOTICE OF ANNUAL GENERAL MEETING

- (e) for the purposes of this resolution,

“Benchmarked Price” means the higher of:

- (i) the closing price on the date of the relevant placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph(a) above;
- (ii) the average closing price in the 5 trading days immediately prior to the earlier of:
 - (1) the date of announcement of the placing or the proposed transaction or arrangement involving the proposed issue of securities pursuant to the approval in paragraph (a) above;
 - (2) the date of the placing agreement or other agreement involving the proposed issue of securities pursuant to the approval in paragraph (a) above; and
 - (3) the date on which the placing or subscription price is fixed;

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

“Rights Issue” means the allotment or issue of shares in the Company or other securities which would or might require shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where such offer is not permitted under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of shares or such other equity securities.”

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares and references to allottees shall include purchasers or transferees of such treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale of treasury Shares to the extent permitted under all applicable laws, rules and regulations.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as special business and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in resolution 4(e) set out in the Notice of AGM) of all the powers of the Company to Buy Back the issued shares of the Company on the Stock Exchange or any other stock exchange on which shares in the capital of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the aggregate number of the shares of the Company which the Company is authorised to Buy Back pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined in resolution 4(e) set out in the Notice of AGM) shall not exceed 10% of the number of the issued shares (excluding treasury shares, if any) of the Company at the date of the passing of this resolution, and the said approval shall be limited accordingly.”

6. To consider as special business and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of resolutions Nos. 4 and 5 (as set out in the Notice of AGM), the unconditional general mandate granted to the Directors of the Company and for the time being in force to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to resolution No. 4 (as set out in the Notice of AGM) be and is hereby extended by the addition to the number of issued shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to such unconditional general mandate of an amount representing the aggregate number of shares of the Company to be bought back by the Company under the authority granted pursuant to resolution No. 5 (as set out in the Notice of AGM), provided that such extended amount shall not exceed 10% of the number of the issued shares (excluding treasury shares, if any) of the Company at the date of passing this resolution.”

By order of the Board
LET Group Holdings Limited
Chiu King Yan
Company Secretary

Hong Kong, 10 July 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company's circular dated 10 July 2025. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at 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 not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. The Hong Kong branch register of members of the Company will be closed during the period from 5 August 2025 to 8 August 2025, for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares will be registered during this period. In order to qualify for the aforesaid entitlements, all transfers 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 no later than 4:30 p.m. on 4 August 2025.

As at the date of this notice, the executive Directors are Mr. Lo Kai Bong (Chairman) and Mr. Lam Hung Tuan; and the independent non-executive Directors are Mr. Tou Kin Chuen, Mr. Lo Wai Tung John and Ms. Chan Suet Ngan.