THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, registered institutions in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

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

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

LAI SUN GARMENT

Lai Sun Garment (International) Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 191)

MAJOR TRANSACTION
(1) DISPOSAL OF A SUBSIDIARY
(2) GRANT OF THE CALL OPTION
AND
(3) NOTICE OF GENERAL MEETING

Capitalised terms used in the lower portion of this cover page shall have the respective meanings as those defined in the section headed "Definitions" in this circular.

A letter from the Board is set out on pages 7 to 22 of this circular.

The notice convening the General Meeting of the Company to be held at Grand Ballroom 1, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong on Monday, 29 June 2026 at 10:00 a.m. is set out on pages GM-1 to GM-3 of this circular.

Shareholders are advised to read the notice of the General Meeting and if you are not able to attend the General Meeting or its adjournment thereof (as the case may be) in person but wish to exercise your right as a Shareholder, please complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding the General Meeting 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 General Meeting or any adjournment thereof (as the case may be) should you so wish and in such event, the form of proxy shall be deemed to be revoked.

No refreshments or corporate gifts will be provided at the General Meeting.

Hong Kong, 12 June 2026

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ACCOMPANYING DOCUMENT: FORM OF PROXY

This circular in both English and Chinese is available in printed form and published on the respective websites of the Company at "http://www.laisun.com" and Hong Kong Exchanges and Clearing Limited at "http://www.hkexnews.hk". The English version will prevail in case of any inconsistency between the English and the Chinese versions of this circular.

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

"Adjusted Audited FY2025 EBITDA"	the Audited FY2025 EBITDA as adjusted to exclude certain legal fees of approximately €300,000 incurred from a legal case brought by a member of the Target Group, as the plaintiff, against an employee for fraud and breach of the relevant service agreement, which has been settled; and transaction correlated costs;
"Adjustment Completion Date"	within thirty (30) business days after the Completion Audit Report is delivered to the Vendor Group and the Purchaser (or such longer period as may be agreed upon by the Parties in writing);
"Agreement"	the agreement of sale and purchase in relation to the Sale Shares dated 28 May 2026 entered into among LSD, the Vendor, the Purchaser and the Purchaser's Guarantor;
"associate(s)"	has the meaning ascribed to it under the Listing Rules;
"Audited Completion Accounts"	the completion accounts of the Target and its subsidiaries as at the Completion Date;
"Audited FY2025 EBITDA"	the audited consolidated EBITDA of the Target and its subsidiaries, as well as proportional interests in joint ventures for FY2025;
"Audited Net Working Capital"	the net working capital, comprising certain assets and liabilities of the Target and its subsidiaries, as at 31 December 2025;
"Board"	the board of Directors;
"business day(s)"	has the meaning ascribed to it under the Listing Rules;
"Call Option"	the right (but not the obligation) granted to the Purchaser under the Shareholders Agreement, exercisable subject to certain provisions in the Shareholders Agreement, for as long as it holds any shares in the Target Company, to require the Vendor to sell all (but not part only) of the shares in the Target Company and the Target held by the Vendor in accordance with the terms as set out in the Shareholders Agreement;

"Company"	Lai Sun Garment (International) Limited (麗新製衣國際有限公司), a company incorporated in Hong Kong with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 191), the ultimate holding company of LSD;
"Completion"	the completion of the sale and purchase of the Sale Shares on the Completion Date pursuant to the Agreement;
"Completion Audit Report"	the completion audit report to be prepared by an auditor jointly engaged by the Vendor, LSD, the Purchaser and the Purchaser's Guarantor for the purpose of calculating the adjustments to the Consideration;
"Completion Cash and Cash Equivalents"	the amount by which the cash and short-term deposits, excluding Completion Client Cash Balance, of the Target and its subsidiaries as at the Completion Date;
"Completion Client Cash Balance"	the amount by which the cash and cash equivalents in designated client accounts of the Target and its subsidiaries;
"Completion Client Cash Held"	the cash held on behalf of client of the Target and its subsidiaries;
"Completion Date"	the date of Completion pursuant to the Agreement;
"Completion Financial Debt"	current and non-current interest-bearing loans and borrowings, excluding the application of IFRS 16 accounting standards (i.e. leases), of the Target and its subsidiaries;
"Completion Net Working Capital"	the net working capital, comprising of certain assets and liabilities of the Target and its subsidiaries, as at the Completion Date;
"connected person(s)"	has the meaning ascribed to it under the Listing Rules;
"Consideration"	€40,000,000 (equivalent to approximately HK$368 million) subject to adjustments pursuant to the Agreement;

"Director(s)"	the director(s) of the Company;
"Disposal"	the disposal of the Sale Shares by the Vendor to the Purchaser pursuant to the terms and conditions of the Agreement;
"EBITDA"	the earnings before interest, tax, depreciation and amortisation;
"eSun"	eSun Holdings Limited (豐德麗控股有限公司), an exempted company incorporated in Bermuda with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 571), which was held as to approximately 63.40% by LSD as at the Latest Practicable Date;
"FY2025"	the financial year ended 31 December 2025;
"GM" or "General Meeting"	the general meeting of the Company to be convened and held for considering, and, if thought fit, approving the Disposal and the grant of the Call Option, and transactions contemplated under the Transaction Documents;
"Government Authority"	any ministry, department or agency of any government (whether supranational, national, provincial or local) or any body exercising similar functions;
"Group"	the Company and its subsidiaries (including, for the avoidance of doubt, the LSD Group);
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"HKEX"	Hong Kong Exchanges and Clearing Limited;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"IFRS"	International Financial Reporting Standards;

"Lai Fung"	Lai Fung Holdings Limited (麗豐控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1125), which was held as to approximately 55.08% by LSD as at the Latest Practicable Date;
"Latest Practicable Date"	9 June 2026, 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, supplemented or otherwise modified from time to time);
"Long Stop Date"	30 September 2026 or any such other date as the Vendor and the Purchaser agree in writing;
"LSD"	Lai Sun Development Company Limited (麗新發展有限公司), a company incorporated in Hong Kong with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange (Stock Code: 488);
"LSD Directors"	the directors of LSD;
"LSD Group"	LSD and its subsidiaries;
"LSD Share(s)"	the ordinary share(s) in the issued share capital of LSD;
"Management Pre-Closing FY2025 EBITDA"	€4,112,872, thus the latest available estimate of the Target and its subsidiaries, as well as proportional interests in joint ventures consolidated EBITDA, in line with the perimeter specified in the definition of Audited FY2025 EBITDA in the Agreement, indicated by the management prior to the Completion Audit Report;
"percentage ratio(s)"	has the meaning ascribed to it under the Listing Rules;
"PRC"	the People's Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;

"Purchaser"	Wave Expandary Limited, a company incorporated in the British Virgin Islands with limited liability;
"Purchaser's Guarantor"	Sea Expandary Limited, a company incorporated in the Cayman Islands with limited liability;
"Put Option"	the right (but not the obligation) granted to the Vendor under the Shareholders Agreement, exercisable subject to certain provisions in the Shareholders Agreement, for as long as it holds any shares in the Target Company, to require the Purchaser to purchase all (but not part only) of the shares in the Target Company and the Target held by the Vendor in accordance with the terms as set out in the Shareholders Agreement;
"RMB"	Renminbi, the lawful currency of the PRC;
"Sale Shares"	814 shares in the Target Company (representing 81.4% of the total issued share capital of the Target Company as at the Latest Practicable Date) to be disposed of by the Vendor to the Purchaser pursuant to the Agreement;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (as amended, supplemented or otherwise modified from time to time);
"Share(s)"	the ordinary share(s) in the issued share capital of the Company;
"Shareholder(s)"	the holder(s) of the Share(s);
"Shareholders Agreement"	the shareholders agreement entered into among the Purchaser, the Vendor and the Target Company on 28 May 2026, effective upon Completion and will not be in force if Completion does not take place, to define and regulate the respective rights and obligations in respect of the Target Company;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Subsidiary A"	Vicper Holdings Limited (威霸集團有限公司), a company incorporated in Hong Kong with limited liability, which is a direct wholly-owned subsidiary of the Target Company;

"Target"	Camper & Nicholsons International S.A., a société anonyme incorporated in Luxembourg, which is a direct 98.27%-owned subsidiary of Subsidiary A and an indirect subsidiary of the Target Company;
"Target Company"	Ample Beyond Limited, a company incorporated in the British Virgin Islands with limited liability, which is a direct wholly-owned subsidiary of the Vendor;
"Target Group"	the Target Company, Subsidiary A and its direct and indirect subsidiaries which includes the Target;
"Transaction Documents"	the Agreement, the Shareholders Agreement and any other documents referred to therein;
"Transactions"	the Disposal and the grant of the Call Option;
"Vendor"	Action Charm Limited, a company incorporated in the British Virgin Islands with limited liability, which is a direct wholly-owned subsidiary of LSD and an indirect non-wholly-owned subsidiary of the Company (through the Company's shareholding in LSD);
"Vendor Group"	LSD together with the Vendor;
"€"	Euro, the lawful currency of the Eurozone;
"US$"	United States dollars, the lawful currency of the United States of America; and
"%"	per cent.

Note:

In this circular, € has been converted to HK$ at the rate of €1 = HK$9.2, unless otherwise stated, for illustration purposes only. No representation is made that any amounts in € or HK$ have been, could have been or could be converted at the above rate or at any other rates at all.



LAI SUN GARMENT

Lai Sun Garment (International) Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 191)

Executive Directors:
Dr. Lam Kin Ngok, Peter, *GBM, GBS (Chairman)*
Mr. Yang Yiu Chong, Ronald Jeffrey
Mr. Cheung Sum, Sam *(Group Chief Financial Officer)*
Mr. Lam Hau Yin, Lester
(also alternate director to Madam U Po Chu)
Mr. Lam Kin Hong, Matthew
Madam U Po Chu

Independent Non-executive Directors:
Mr. Leung Shu Yin, William
Mr. Lam Bing Kwan
Mr. Chow Bing Chiu
Mr. Ng Chi Ho, Dennis

Registered Office:
11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon
Hong Kong

12 June 2026

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION
(1) DISPOSAL OF A SUBSIDIARY
(2) GRANT OF THE CALL OPTION
AND
(3) NOTICE OF GENERAL MEETING

1. INTRODUCTION

Reference is made to the joint announcement issued by the Company and LSD dated 28 May 2026 in relation to, among other things, the Transactions.

On 28 May 2026 (after trading hours), the Vendor, a direct wholly-owned subsidiary of LSD and an indirect non-wholly-owned subsidiary of the Company (through the Company's shareholding in LSD), and LSD entered into the Agreement with the Purchaser and the Purchaser's Guarantor, pursuant to which the Vendor Group has conditionally agreed to sell the Sale Shares; and the Purchaser has conditionally agreed to purchase the Sale Shares at the Consideration subject to adjustment.

The total consideration of €49,135,000 offered by the Purchaser is based on a valuation of €50,000,000 for 100% of the Target. Based on the Management Pre-Closing FY2025 EBITDA, this implies a multiple of approximately 12x. The transaction involves (i) an initial sale of an 80% interest in the Target, and (ii) the grant of a Put Option to the Vendor and a Call Option to the Purchaser under the Shareholders Agreement in respect of the remaining interest in the Target.

The Consideration for the Disposal is €40,000,000 (being 80% of the total valuation of the Target) subject to adjustment. Such Disposal is effected through the transfer of Sale Shares constituting 81.4% of the total issued share capital of the Target Company, which in turn owns 98.27% of the Target.

The purpose of this circular is to provide you with, among other things, (i) further details of the Transactions; (ii) financial information of the Group; and (iii) a notice convening the General Meeting, as well as other information as required under the Listing Rules.

2. THE AGREEMENT

The principal terms of the Agreement are summarised below:

Date: 28 May 2026 (after trading hours)

Parties:

(a) LSD;

(b) Action Charm Limited, as the Vendor;

(c) Wave Expandary Limited, as the Purchaser; and

(d) Sea Expandary Limited, as the Purchaser's Guarantor.

(together, the "**Parties**")

Assets to be disposed of:

The Vendor Group has conditionally agreed to sell the Sale Shares; and the Purchaser has conditionally agreed to purchase the Sale Shares subject to and on the terms and conditions in the Agreement.

Consideration:

€40,000,000 or the US$ equivalent thereof (equivalent to approximately HK$368 million) subject to adjustment, of which:

(i) €32,000,000 (i.e. 80%) shall be payable upon Completion; and

(ii) the remaining Consideration (after adjustments) shall be payable within fifteen (15) business days of the Adjustment Completion Date.

Basis of determining the Consideration:

The Consideration was determined after arm's length negotiations between the Vendor and the Purchaser following a disposal process conducted by a professional adviser engaged by and on behalf of the Vendor Group in relation to the Disposal pursuant to which, the professional advisers assisted with identifying prospective purchasers and obtaining offers from them. The Vendor Group received offers from several independent third party prospective purchasers to acquire the Target which included the consideration and valuation of the Target proposed by such prospective purchasers.

One of the offers received was an offer from the Purchaser who offered to acquire the Target at the consideration of €40,000,000 for 80% of the interests in Target based on the Purchaser's valuation of the Target of €50,000,000 which implies an approximate 12x multiple of the Management Pre-Closing FY2025 EBITDA and taking into account of the Vendor Group's indirect equity interest in the Target held through its subsidiaries and the proportion of such interest being disposed of under the Disposal. As the offer from the Purchaser was the most favourable received out of all offers made to the Vendor Group and the valuation of the Target by the Purchaser was based on the research of the Vendor Group, in line with the multiple range of between approximately 8x to approximately 12x for other publicly traded comparable companies in the business of boat and yacht retailing and management, the Board considered that the consideration was fair and reasonable and elected to proceed with the Disposal with the Purchaser.

Adjustment:

In the event that the Adjusted Audited FY2025 EBITDA is lower than €3,990,000, the Consideration shall be reduced by the amount calculated as follows:

*80% multiplied by 12 multiplied by the difference between (i) the Management Pre-Closing FY2025 EBITDA and (ii) the Adjusted Audited FY2025 EBITDA (the "**Adjustment to the Consideration**")*

provided that the Adjustment to the Consideration will, in no case, be higher than €8,000,000.

The amount of €3,990,000 was determined after arm's length negotiations between the Vendor and the Purchaser and represents the minimum amount of Adjusted Audited FY2025 EBITDA of the Target Group upon which the Purchaser will pay the consideration in the amount of €40,000,000.

The amount of €8,000,000 was determined after arm's length negotiations between the Vendor and the Purchaser and represents the upper cap on any Adjustment to the Consideration.

In addition to the Adjustment to the Consideration, the Consideration shall be subject to following further adjustments:

(a) there shall be added or deducted (as the case may be) the Completion Client Cash Balance as shown in the Audited Completion Accounts is greater or less than (as the case may be) the Completion Client Cash Held as shown in the Audited Completion Accounts. For the avoidance of doubt, there shall not be any adjustment if the Completion Client Cash Balance as shown in the Audited Completion Accounts is equal to the Completion Client Cash Held as shown in the Audited Completion Accounts;

(b) there shall be added or deducted (as the case may be) the Completion Cash and Cash Equivalents as shown in the Audited Completion Accounts is greater or less than (as the case may be) the sum, as at the Completion Date, of the Completion Financial Debt as shown in the Audited Completion Accounts; and

(c) in the event that the difference between the Completion Net Working Capital and the Audited Net Working Capital is negative or positive (as the case may be), there shall be deducted or added (as the case may be) an amount equal to the difference between the Completion Net Working Capital and the Audited Net Working Capital. Any such adjustments will result in an upward or downward revision of the final Consideration as applicable.

The Adjustment to the Consideration and other adjustments to the Consideration shall be calculated based on the Completion Audit Report.

Guarantee: The Purchaser's Guarantor guarantees to the Vendor Group the performance of the Purchaser's obligations in accordance with the Agreement (including the payment of the Consideration) and the Transaction Documents.

Conditions: Completion is conditional upon satisfaction of all the following conditions on or before the Long Stop Date:

(a) the passing of the resolution(s) at a general meeting to be convened by the shareholders of each of LSD or the Company, or written approval in lieu of holding a general meeting, in accordance with the Listing Rules to approve the Disposal and the grant of the Call Option, and the transactions as contemplated under the Transaction Documents;

(b) the Shareholders Agreement and other Transaction Documents having been duly executed and delivered by the Parties to it;

(c) all consents, approvals, permits, authorisations or clearances (as the case may be) required under applicable laws, regulations or rules or required from any Government Authority or other person (including clients but excluding banks) for the execution, implementation and completion of the Agreement which are material or would otherwise have any material adverse effect on the transactions contemplated under the Agreement or on the business of the Target Group shall have been obtained by the Target Company, the Vendor Group, the Purchaser and the Purchaser's Guarantor, and shall not have been revoked or withdrawn; and no order or decision shall have been issued or made by any Government Authority to render the transactions contemplated under the Transaction Documents invalid, unenforceable or illegal, or to restrict or prohibit the transactions contemplated under the Transaction Documents, or to impose any additional substantial conditions or obligations on the transactions contemplated under the Transaction Documents;

(d) the warranties given by the Vendor Group in the Agreement remaining true, correct and complete in all material respects as of the Completion Date, subject to changes contemplated by the Agreement;

(e) the Vendor Group shall have performed and complied with, in all material respects, all covenants, obligations and conditions contained in the Transaction Documents that are required to be performed or complied with by the Vendor Group on or before the Completion;

(f) no action, suit, proceeding, claim, arbitration or investigation shall have been threatened or instituted against any signing party in the Agreement seeking to enjoin, challenge the validity of, or assert any liability against any of them on account of, any transactions contemplated by the Transaction Documents;

(g) there shall have been no material adverse effect on the business, operations, assets, financial condition, or prospects of the Target Group since 31 December 2025 and no change or revision to the current applicable laws that would result in such material adverse effect; and

(h) the Purchaser's management, board of directors or other authorising body, where applicable, shall have approved (and not unreasonably withheld) the Purchaser's consummation of the transactions contemplated under the Transaction Documents.

As at the Latest Practicable Date, none of the Conditions have been fulfilled.

Completion:

The Parties shall use their respective reasonable endeavours to procure the fulfilment of the Conditions (to the extent applicable) as soon as practicable after signing and in any event before 30 September 2026. Completion shall take place within ten (10) business days after the last of the Conditions have been fulfilled or waived (if waivable).

3. THE SHAREHOLDERS AGREEMENT

On 28 May 2026 (after trading hours), the Purchaser, the Vendor and the Target Company entered into the Shareholders Agreement, which provides (among others) for the grant of (i) the Put Option to the Vendor, the exercise of which is entirely at the discretion of the Vendor; and (ii) the Call Option to the Purchaser, the exercise of which is not at the discretion of the Vendor or LSD.

The consideration payable for the Put Option and the Call Option will be calculated on a per-share basis equal to the Consideration paid by the Purchaser to the Vendor under the Agreement. Accordingly, the consideration for each of the Put Option and the Call Option is estimated to be €9,135,000 (representing approximately 18.27% of the total valuation of the Target). Such consideration is to be effected through the transfer of Sale Shares constituting 18.6% of the total issued share capital of the Target Company, which in turn owns 98.27% of the Target.

The Shareholders Agreement shall become effective upon Completion and will not be in force if Completion does not take place.

Board Composition

The board of directors of the Target Company shall consist of five (5) directors. The Purchaser is entitled to nominate four (4) directors, and the Vendor is entitled to nominate one (1) director.

Reserved Matters

There are reserved matters set forth in the Shareholders Agreement requiring the prior approval of at least one (1) director nominated by the Vendor.

Right of First Refusal

If any shareholder of the Target Company proposes to transfer any of its shares in the Target Company to a third party (who is not a permitted transferee as defined in the Shareholders Agreement) pursuant to a bona fide arm's length all-cash offer, the other shareholder(s) to the Target Company shall have the first right to acquire all, but not less than all, of such shares at the same price and on the same terms and conditions within a 60-day acceptance period.

Tag-along Right

If a shareholder of the Target Company proposes to transfer its shares to a bona fide third-party purchaser and the right of first refusal is not exercised (or does not apply), the other shareholder(s) of the Target Company shall have the right to participate in the sale. The transferring shareholder must procure an offer allowing the other shareholder(s) to sell a pro-rata portion of their shares to the purchaser at the exact same price, wholly payable in cash, and on the same terms and conditions.

Put Option

For as long as the Vendor holds any shares in the Target Company, it shall have the right (but not the obligation), subject to certain provisions in the Shareholders Agreement, to require the Purchaser to purchase all (but not part only) of its shares in the Target Company and the Target. The consideration for the Put Option will be calculated on a per-share basis equal to the Consideration paid by the Purchaser to the Vendor under the Agreement (including any Adjustment to the Consideration, as defined in the Agreement) subject to any appropriate adjustments arising from any share splits, subdivisions, consolidations, reclassification, share dividends or recapitalisation of the Target Company.

The Put Option may be exercised by the Vendor on or after 31 December 2027 and provided that the Vendor has not breached any of the Transaction Documents which has resulted in a material adverse effect on the Target Group which cannot be compensated by monetary compensation or damages or the Vendor has not fraudulently breached any of its obligations under any Transaction Documents. There is no expiration date of the Put Option.

Call Option

For as long as the Purchaser holds any shares in the Target Company, it shall have the right (but not the obligation), subject to certain provisions in the Shareholders Agreement and exercisable by notice in writing to the Vendor and the Target Company to require the Vendor to sell all (but not part only) of its shares in the Target Company and the Target. The consideration for the Call Option will be calculated on a per-share basis equal to the Consideration paid by the Purchaser to the Vendor under the Agreement (including any Adjustment to the Consideration, as defined in the Agreement) subject to any appropriate adjustments arising from any share splits, subdivisions, consolidations, reclassification, share dividends or recapitalisation of the Target Company.

The Call Option may be exercised by the Purchaser on or after 31 December 2027. There is no expiration date of the Call Option.

4. INFORMATION OF THE TARGET COMPANY, SUBSIDIARY A AND THE TARGET

Information of the Target Company

The Target Company is a company incorporated in the British Virgin Islands with limited liability, which is a direct wholly-owned subsidiary of the Vendor. The Target Company is principally engaged in investment holding.

Financial Information of the Target Group

Set out below is a summary of the unaudited consolidated financial information of the Target Group for the two years ended 31 July 2024 and 2025:

	For the year ended 31 July 2025 (unaudited) *HK$'000*	**For the year ended 31 July 2024** (unaudited) *HK$'000*
Revenue	270,664	240,861
Profit before taxation	20,209	19,587
Profit after taxation	13,060	12,957

The unaudited consolidated net asset value of the Target Group as at 31 January 2026, before deduction of shareholder's loan of approximately HK$269 million, amounted to approximately HK$349 million.

Information of Subsidiary A

Subsidiary A is a company incorporated in Hong Kong with limited liability, which is a direct wholly-owned subsidiary of the Target Company. Subsidiary A is principally engaged in investment holding.

Information of the Target

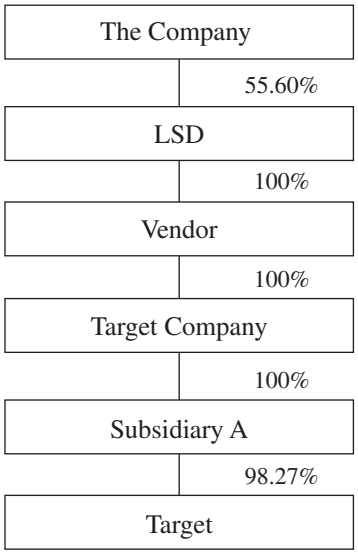
The Target is a société anonyme incorporated in Luxembourg, which is a direct 98.27%-owned subsidiary of Subsidiary A and an indirect subsidiary of the Target Company. The Target is principally engaged in the provision of yacht and charter brokerage, yacht management, charter management, new build and design management, insurance solutions, corporate services and crew placement of international superyachts.

5. INFORMATION OF THE COMPANY AND THE VENDOR

The Company is a company incorporated in Hong Kong with limited liability, the issued shares of which are listed and traded on the Main Board of the Stock Exchange. The principal activities of the Group include property investment, property development, investment in and operation of hotels and restaurants, production and distribution of films and TV programs, music production and publishing, management and production of concerts, artiste management, cinema operation, development and operation of and investment in cultural, leisure, entertainment and related facilities and investment holding. The Company owns approximately 55.60% of the total issued LSD Shares as at the Latest Practicable Date.

The Vendor is a company incorporated in the British Virgin Islands with limited liability, which is a direct wholly-owned subsidiary of LSD and an indirect non-wholly-owned subsidiary of the Company (through the Company's shareholding in LSD). The Vendor is principally engaged in investment holding.

The following is a simplified structure chart summarising the shareholding relationship among the Company, LSD, Vendor, Target Company, Subsidiary A and Target:



6. INFORMATION OF THE PURCHASER AND THE PURCHASER'S GUARANTOR

The Purchaser is a company incorporated in the British Virgin Islands with limited liability. Based on the information provided by the Purchaser, the Purchaser is principally engaged in investment holding. As at the Latest Practicable Date, the Purchaser is wholly-owned by the Purchaser's Guarantor, which is in turn wholly-owned by Ocean Expandary Limited, a limited company incorporated in the British Virgin Islands. Ocean Expandary Limited is wholly-owned by Sea Expandary Holding Limited, a limited company incorporated in the British Virgin Islands. Sea Expandary Holding Limited is ultimately owned by Cantrust (Far East) Limited, which holds such interest as the trustee of a trust (the "**Trust**"). The beneficiaries of the Trust are independent third parties to each of LSD and the Company, and its connected persons.

The Purchaser's Guarantor is a company incorporated in the Cayman Islands with limited liability and is the holding company of the Purchaser. Based on the information provided by the Purchaser, the Purchaser's Guarantor is principally engaged in investment holding. As at the Latest Practicable Date, the Purchaser's Guarantor is wholly-owned by Ocean Expandary Limited, a limited company incorporated in the British Virgin Islands. Ocean Expandary Limited is wholly-owned by Sea Expandary Holding Limited, a limited company incorporated in the British Virgin Islands. Sea Expandary Holding Limited is ultimately owned by the Trust. The beneficiaries of the Trust are independent third parties to each of LSD and the Company, and its connected persons.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser, the Purchaser's Guarantor and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

7. FINANCIAL EFFECTS OF THE TRANSACTIONS

Upon Completion, the Target Company will cease to be a subsidiary of the Company and LSD and the financial results of the Target Group will no longer be consolidated into the financial statements of the Group and the LSD Group.

As at 31 January 2026, the unaudited net asset value of the Target Group, before deduction of shareholder's loan, in respect of the Group was approximately HK$349 million. Based on the total consideration of €49,135,000 (equivalent to approximately HK$452 million), the Group is expected to recognise an estimated gain (after deducting transaction costs) of approximately HK$91 million from the transactions.

As at 31 January 2026, the unaudited net asset value of the Target Group, before deduction of shareholder's loan, in respect of LSD Group was approximately HK$349 million. Based on the total consideration of €49,135,000 (equivalent to approximately HK$452 million), LSD Group is expected to recognise an estimated gain (after deducting transaction costs) of approximately HK$92 million from the transactions.

The estimated gain on the transactions is arrived at by comparing the total consideration with the unaudited net asset value of the Target Group as at 31 January 2026, after deducting transaction costs. The definitive amount of any gain or loss shall be adjusted taking into account the total consideration as adjusted, and subject to audit to be performed by the independent auditors of the Company and LSD respectively, which is expected to be recorded in the financial statements of each of the Company and LSD for the financial year ending 31 July 2026.

8. REASONS FOR AND BENEFITS OF THE TRANSACTIONS

The Directors undertake strategic reviews of the Group's assets and business portfolio from time to time with a view to streamlining its operations and maximising returns to the Shareholders.

The Directors consider that the offer from the Purchaser and the total consideration that will be received for the Disposal is attractive and implies an approximate 12x multiple of the Management Pre-Closing FY2025 EBITDA which, based on the research of the Vendor Group, is in line with the multiple range of between approximately 8x to approximately 12x for other publicly traded comparable companies in the business of boat and yacht retailing and management.

The Disposal will allow the LSD Group to streamline its business focus and reallocate management attention . It will also strengthen the liquidity position and cash flow of the LSD Group. The net proceeds in the amount of approximately HK$440 million from the Transactions will enhance the Group's overall financial flexibility and will be applied towards the general working capital needs, including but not limited to operational and administrative expenses incurred in the course of ordinary business, and/or repayment of existing indebtedness of the Company.

Further, the Put Option will allow the LSD Group to have the option to completely exit the LSD Group's investment in the Target Group at a price based on the Consideration paid by the Purchaser on a per-share basis.

In view of the above, the Directors consider that the Transactions and the terms of the Transaction Documents are fair and reasonable and on normal commercial terms, and the Transactions are in the interests of the Company and the Shareholders as a whole.

9. LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Disposal exceeds 25% but all of them are less than 75%, the Disposal and the transactions contemplated under the Agreement constitute a major transaction for the Company and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.75(1) of the Listing Rules, as the Put Option is exercisable at the discretion of the Vendor, only the premium paid or payable for the Put Option will be taken into consideration for the purpose of calculating the applicable percentage ratios. As no premium is payable by the Vendor for the grant of the Put Option, the acquisition of the Put Option itself does not constitute a notifiable transaction for the Company. The Company will comply with the relevant reporting, announcement, and/or shareholders' approval requirements under Chapter 14 of the Listing Rules as and when the Vendor exercises the Put Option.

Pursuant to Rule 14.74(1) of the Listing Rules, as the Call Option is not exercisable at the discretion of the Vendor or LSD, on the grant of the Call Option, the transaction will be classified as the Call Option had been exercised. As one or more of the applicable percentage ratios set out in Rule 14.07 of the Listing Rules in respect of the grant of the Call Option, when aggregated with the Disposal, exceeds 25% but all of them are less than 75%, the grant of the Call Option, when aggregated with the Disposal, constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to the reporting, announcement, circular and shareholders' approval requirements under the Listing Rules.

10. THE GENERAL MEETING

Set out on pages GM-1 to GM-3 of this circular is a notice convening the General Meeting which will be held at Grand Ballroom 1, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong on Monday, 29 June 2026 at 10:00 a.m. at which an ordinary resolution will be proposed to approve the Disposal and the grant of the Call Option, and the transactions contemplated under the Agreement and the Shareholders Agreement.

A form of proxy for use at the General Meeting is accompanied with this circular. Shareholders are advised to read the notice of the General Meeting, and if you are not able to attend the General Meeting or its adjournment thereof (as the case may be) in person but wish to exercise your right as a Shareholder, you are requested to complete, sign and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding the General Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the General Meeting or any adjournment thereof (as the case may be) should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, save for resolution which relates purely to a procedural or administrative matter to be voted by a show of hands, any vote of the Shareholders at a general meeting of the Company must be taken by way of a poll. Accordingly, the resolution to be considered and, if thought fit, passed at the General Meeting will be voted by way of a poll by the Shareholders. Article 79 of the articles of association of the Company provides that on a poll, every Shareholder present in person or by proxy shall have one vote for every Share held by that Shareholder. An explanation of the detailed procedures of conducting a poll will be conveyed to the Shareholders at the General Meeting. The Company will publish an announcement on the poll results of the resolution on the respective websites of the Company at "www.laisun.com" and HKEX at "www.hkexnews.hk" after the conclusion of the General Meeting.

To the best of the knowledge, information and belief of the Directors having made all necessary enquiries, as at the Latest Practicable Date, no Shareholders or any of their respective associates have any material interest in the Disposal and the grant of the Call Option, and the transactions contemplated under the Agreement and the Shareholders Agreement. Therefore, no Shareholders would be required to abstain from voting on the resolution under the Listing Rules if the Company is to convene a general meeting for obtaining shareholders' approval for the Disposal and the grant of the Call Option, and the transactions contemplated under the Agreement and the Shareholders Agreement.

Completion of the Transactions is subject to fulfilment of various conditions precedent as set out under the section headed "2. The Agreement – Conditions" in this circular. Accordingly, the Transactions may or may not proceed. The Shareholders and potential investors of the Company are therefore advised to exercise caution when dealing in the securities of the Company.

11. RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the terms of the Agreement and the Shareholders Agreement and the transactions contemplated thereunder are fair and reasonable and on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

Accordingly, the Directors would recommend the Shareholders to vote in favour of the resolution to be proposed at the General Meeting to approve the Disposal and the grant of the Call Option, and the transactions contemplated thereunder.

12. ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board of
Lai Sun Garment (International) Limited
Lam Kin Ngok, Peter
Chairman

1. SUMMARY OF FINANCIAL RESULTS AND CONDITIONS OF THE GROUP

The audited financial information of the Group for each of the three years ended 31 July 2023, 2024 and 2025, and the unaudited interim financial information of the Group for the six months ended 31 January 2026 are disclosed in the following documents which have been published on the respective websites of HKEX at "http://www.hkexnews.hk" and the Company at "http://www.laisun.com":

- annual report of the Company for the year ended 31 July 2023 published on 16 November 2023 (pages 177 to 368)
  (https://www1.hkexnews.hk/listedco/listconews/sehk/2023/1116/2023111600860.pdf)

- annual report of the Company for the year ended 31 July 2024 published on 13 November 2024 (pages 177 to 364)
  (https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1113/2024111301166.pdf)

- annual report of the Company for the year ended 31 July 2025 published on 19 November 2025 (pages 177 to 364)
  (https://www1.hkexnews.hk/listedco/listconews/sehk/2025/1119/2025111900987.pdf)

- interim report of the Company for the six months ended 31 January 2026 published on 20 April 2026 (pages 4 to 27)
  (https://www1.hkexnews.hk/listedco/listconews/sehk/2026/0420/2026042000966.pdf)

2. STATEMENT OF INDEBTEDNESS

As at 30 April 2026, being the latest practicable date for ascertaining certain information related to this indebtedness statement, the Group had outstanding consolidated total borrowings (after intragroup elimination) of approximately HK$26,866 million, comprising secured and guaranteed bank borrowings of approximately HK$21,801 million, unsecured and guaranteed bank borrowing of approximately HK$18 million, unsecured guaranteed notes of approximately HK$4,256 million, and unsecured and unguaranteed other borrowings of approximately HK$791 million.

As at 30 April 2026, the Group, as lessees, had lease liabilities of approximately HK$627 million.

As at 30 April 2026, certain investment properties, right-of-use assets, property, plant and equipment, completed properties for sale, properties under development, and bank balances and time deposits were pledged to banks to secure banking facilities granted to the Group. In addition, certain shares in subsidiaries were pledged to banks to secure banking borrowing facilities granted to the Group. Shares in certain joint ventures were pledged to banks to secure banking facilities granted to the respective joint ventures of the Group. The Group's secured bank borrowings were also secured by floating charges over certain assets held by the Group.

The Group has provided guarantees to certain banks in respect of mortgage loan facilities granted by such banks to certain end-buyers of property units developed by the Group. Pursuant to the terms of the guarantees, upon default in mortgage payments by these end-buyers, the Group will be responsible to repay the outstanding mortgage loan principal amounts together with accrued interest owed by the end-buyers in default. The Group's obligation in relation to such guarantees has been gradually relinquished along with the settlement of the mortgage loans granted by the banks to the end-buyers. Such obligation will also be relinquished when the property ownership certificates for the relevant properties are issued and/or the end-buyers have fully repaid the mortgage loans. As at 30 April 2026, in respect of these guarantees, the contingent liabilities of the Group amounted to approximately HK$286 million.

As at 30 April 2026, the Group has provided corporate guarantees to banks in connection with facilities granted to and utilised by joint ventures of approximately HK$594 million.

Save as aforesaid and apart from intra-group liabilities, the Group did not, as at 30 April 2026, have any material outstanding (i) debt securities, whether issued and outstanding, authorised or otherwise created but unissued, or term loans, whether guaranteed, unguaranteed, secured (whether the security is provided by the Group or by third parties) or unsecured; (ii) other borrowings or indebtedness in the nature of borrowings including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, whether guaranteed, unguaranteed, secured or unsecured; (iii) mortgage or charges; or (iv) guarantees or other contingent liabilities.

3. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The global economic outlook was anticipated to remain steady with GDP growth at around 3.3% for 2026, underpinned by resilient technology investment and private sector adaptability in January 2026. This expected resilience is called into question with the outbreak of conflicts in Iran and the disruption to global crude oil supply. This is likely tested further by other persistent downside risks including other geopolitical tensions, geoeconomic confrontation, as well as the potential for a market correction if technology investment expectations are reevaluated. These factors continue to contribute to market volatility and policy uncertainty. The U.S. Federal Reserve maintained the federal funds rate in a target range of 3.5% to 3.75% in January 2026 might signal a pause following its 2025 easing cycle at the time, but this may need to be revisited in the near future.

In the face of this complexity and constant change, resilience has become the Group's solid foundation and tenacity as the fuel to sail through turbulent times ahead.

Hong Kong Property Market

Hong Kong economy transitioned from a cautious recovery to a noticeable expansion. According to the Hong Kong Government's advance estimates released in late January 2026, real GDP grew by 3.8% year-on-year in the fourth quarter of 2025, marking the third consecutive year of expansion. Full-year 2025 GDP recorded a robust 3.5% increase, notably accelerating from 2.6% in 2024 and surpassing earlier forecasts. This growth was supported by several factors, including three consecutive U.S. interest rate cuts in the second half of 2025, a relatively more buoyant capital market, a strengthened RMB moderating cross-border shopping incentives, and a resurgence in visitor arrivals. The visitors in Hong Kong experienced a remarkable recovery that exceeded expectations, with provisional full-year visitor arrivals in 2025 totaling 49.9 million, reflecting a 12% year-on-year surge. Despite ongoing external uncertainties arising from escalating geopolitical tensions and evolving economic, financial, and trade policies in key economies, the Hong Kong Government's initiatives to foster economic growth and broaden market diversification will provide crucial support to the Hong Kong economy.

The office leasing market in Hong Kong remains challenging with an oversupply of office spaces. The citywide office vacancy rate stood at around 17.5% in early 2026, illustrating the competitive and oversupplied market conditions. Leveraging large-scale events and the facilitation of cross-border travel policies, the retail leasing market has shown divergent performance, prime districts recovered somewhat, but suburban retail and community malls continue to face rental pressure and negative reversions. While overall rental pressures persist, the Group has been securing renewals from existing tenants proactively and diversifying the tenant mix to maintain high occupancy rates for the properties. Consequently, the Group has successfully maintained occupancy levels averaging 90% or above in both its office and retail leasing businesses in Hong Kong against a cautious backdrop.

The residential property market demonstrated signs of bottoming out and gradual recovery during the period, though challenges persist. The upturn in the residential property sector can be directly linked to the continuous influx of talent: the Top Talent Pass Scheme expanded its eligible university list to 200 institutions in January 2026. This expansion is expected to create approximately 12,000 leasing units annually through 2027, with 70% of these holders currently renting private residential units. Also, the growing "mortgage cheaper than rent" trend has become more prominent, encouraging renters to transition to homeownership and attracting buy-to-let investors. This sustained demand, combined with the continuous influx of talent under the expanded Top Talent Pass Scheme, is progressively alleviating developer discounting pressures.

LSD Group has managed to capture sales opportunities and achieved some good results for our Bal Residence project and The Parkland project, both of which have been completely sold. Moreover, presales of LSD Group's joint venture project, namely "Deep Water Pavilia" in The Southside, commenced in June 2025 have garnered strong market interest. Around 780 units out of total 825 units have been presold for approximately HK$13.7 billion as at 27 March 2026. This robust performance reflects the improving market confidence and reaffirms the continuing demand for well-positioned, high-quality residential developments, amidst a challenging operating landscape. LSD Group will continue to monitor the market closely and assess the optimal time and pricing for launches of future projects.

Bal Residence has a total saleable area of approximately 62,148 square feet, including 7,506 square feet of commercial facilities and 54,642 square feet of residential spaces, offering 156 residential units. Up to 28 February 2026, LSD Group has sold all residential units in Bal Residence at an average selling price of approximately HK$15,193 per square foot. Total proceeds for this sold residential units are estimated to be HK$830.2 million. During the six months ended 31 January 2026, 40 residential units were sold, amounting to HK$216.6 million recognised in revenue. Since 1 February 2026 to 28 February 2026, the remaining 2 units have been sold.

The Parkland has a total saleable area of approximately 36,720 square feet, offering 112 residential units. All residential units have been completely sold and substantially recognised in revenue during the prior year under review. Total proceeds amounted to HK$346.8 million, of which HK$24.1 million is recognised in revenue during this financial period.

Construction works of the residential project at Deep Water Pavilia is in progress and is expected to be completed in the second quarter of 2026. It has a total gross floor area ("**GFA**") of approximately 636,200 square feet and is expected to deliver two residential towers, offering 825 residential units.

Superstructure works of the 79 Broadcast Drive project in Kowloon Tong is in progress and the construction is expected to be completed in the first half of 2026. It will be developed into a high-quality luxury residential property with the maximum permissible GFA of approximately 71,600 square feet, offering around 46 medium-large sized units, including 2 houses.

Foundation works of 1 Kotewall Road project in Mid-Levels, Hong Kong Island is in progress and the construction is expected to be completed in the first quarter of 2028. LSD Group plans to redevelop the site into a luxury residential project with a total GFA of approximately 55,200 square feet, offering around 27 medium-large sized residential units.

Project design work of 116 Waterloo Road project in Ho Man Tin is in progress and is expected to be completed in the third quarter of 2028. LSD Group intends to redevelop the site into a residential project with a total GFA of approximately 46,600 square feet, offering around 85 residential units.

Chinese Mainland Property Market

Chinese Mainland economy recorded 5% GDP growth for the full year of 2025, meeting official targets and demonstrating notable resilience amid persistent global headwinds and domestic challenges, according to data released by the National Bureau of Statistics in January 2026. This performance reflects the impact of accommodative policy measures and lower-than-expected tariffs on exports, although subdued household income, uncertain global trade environment and soft labour market continue to constrain domestic demand.

Supportive policy measures – including reduced mortgage rates, lower down payment ratios, eased purchasing restrictions, and the national extension of VAT exemptions on qualifying home sales – have provided marginal support to property transaction volumes. However, the residential market has not achieved stabilisation. By January 2026, new home prices across 70 major cities recorded their steepest year-on-year decline in seven months, falling 3.1%, which indicated that nationwide home prices have not yet shown clear signs of stabilisation.

In response, the Central Government has recalibrated its policy approach for 2026. The National Housing Work Conference in December 2025 outlined a strategic shift toward urban renewal, inventory reduction, and demand-side support. Key measures for 2026 include: authorising local governments to acquire unsold commercial housing for conversion into affordable housing, strengthening the "white list" financing mechanism to support project delivery; and promoting a transition toward completed-unit (post-sale) housing. It is anticipated that the Central Government will maintain its commitment to stabilising the property sector and fostering sustainable long-term economic growth.

While Lai Fung and its subsidiaries (together, "**Lai Fung Group**"), the PRC property arm of the Group, remains confident in the long-term business prospects of the cities where we operate, especially within the dynamic Greater Bay Area ("**GBA**"), the prolonged economic recovery progress sets a challenging backdrop for the foreseeable future.

Lai Fung Group's rental portfolio comprises approximately 5.9 million square feet in Shanghai, Guangzhou, Zhongshan, and Hengqin. The Chinese Mainland's office rental market has continued to face significant headwinds, and conditions are anticipated to remain tough throughout 2026. Vacancy rates in major first-tier cities are expected to persist at elevated levels amid sluggish net absorption and ongoing new supply, exerting continued downward pressure on Grade A office rents. Tenants are increasingly prioritising high-quality, well-located assets as safe havens, sustaining demand for prime office space in core urban precincts.

During the period, Lai Fung Group proactively secured renewals from existing tenants early while actively pursuing new tenants to maintain high occupancy rates. The economic conditions remained challenging and resulted in a decrease in rental income despite the decline was within expectation. Nonetheless, the two recently completed Grade A office towers – Shanghai Skyline Tower and Guangzhou Lai Fung International Center – continued to improve steadily and delivered incremental income compared to the last financial period.

Lai Fung Group's Hengqin Novotown project has been established successfully as a dual-core development focusing on "Cross-border E-commerce Industry and Ecosystem" and "Cultural Tourism, Exhibition, and Commerce Trade Industry". These include industries such as cross-border e-commerce, new technology, wellness and health, theme parks, Harrow LiDe School Hengqin, Hyatt Regency Hengqin, shopping mall, multi-functional venues and have been operating seamlessly with cross-border transportation and other facilities.

Phase I of the Novotown project ("**Novotown Phase I**") in Hengqin, the "Hengqin-Macao Cross-border E-Commerce Industrial Park (Novotown)", is enjoying the critical mass afforded by over 420 enterprises working and living there. Our tenants are operating in some of the most exciting and fastest growing segments:

- "Cross-border E-commerce and Internet" represented by entities such as YTO Express GBA Headquarters, inkeverse, TOPTOY, MINISO, TYMO, 360, Be Friends Holdings, Find Macau, KEIZER and Anjun Logistics;

- "High-End Technology Production" represented by Lingyange, Bambu Lab, Amicro, Li Auto, Xwan Test, and several renowned chip design and development companies;

- "Wellness and Health" represented by UNITED LIFE SCIENCE; and

- "Cross-border Financial Services and Innovation" represented by Industrial and Commercial Bank of China Limited ("**ICBC**"), Juzishuke and QFIN.

Hengqin's "Four New Industries" (Technology research and development and High-End Manufacturing, Traditional Chinese Medicine and other Macao-branded Industries, Cultural Tourism, Exhibition, and Commerce Trade, and Modern Finance) converge and collide here, establishing Novotown as a new economic growth engine driving the high-quality, integrated development of Hengqin and Macao.

Notably, one of the key tenants being a leading domestic enterprise which has leased six floors of office space in Novotown Phase I to establish its global cross-border e-commerce headquarters. The enterprise currently employs 1,500 staff. It is expected to expand to over 3,000 employees when fully occupied, thereby creating a nucleus for its ecosystem to locate in Novotown. As at 24 March 2026, approximately 99% of the office units have been leased with approximately 2,800 people working there. Lai Fung Group also leased the remaining unsold cultural studio units in Novotown Phase I for employees of the office tenants. This innovative operational model not only effectively boosts foot traffic in the commercial area, but also optimises and upgrades the business structure through attracting targeted enterprises.

As at 24 March 2026, commercial area of Novotown Phase I with approximately 86% has been leased and key tenants include "National Geographic Ultimate Explorer Hengqin", Heytea, Luckin Coffee, McDonald's, Pokiddo Trampoline Park, Kun Peng Go-Kart Sports Centre, Kun Peng Digital Sports Hall, Snow Alarm, Oyster King, Vanguard Life Superstore and UNITED LIFE SCIENCE. ICBC demonstrated its confidence in the project by their purchase of two retail units in Novotown Phase I from Lai Fung Group in August 2024. Furthermore, four additional retail units in Novotown Phase I were sold to independent third parties since the end of 2024.

Significant progress has been made on Phase II of the Novotown project ("N**ovotown Phase II**"). Lai Fung Group completed the signing of the agreement for the sale of the two accommodation towers (T1 and T3) in Novotown Phase II in late November 2025. The total consideration for the transaction was RMB625.7 million, covering a combined GFA of approximately 49,655 square metre, and comprising around 780 residential units. These apartments will provide accommodation options for talents working in Novotown Phase I and Novotown Phase II, as well as the wider Hengqin Island.

Tower two of Novotown Phase II, which is designated for office use, is scheduled for commencing operation in November 2026 and is expected to attract more cross-border e-commerce tenants. In addition, Lai Fung Group received approval from the local government to develop towers four to eleven of Novotown Phase II as accommodation for rental purpose, becoming the first project to be awarded the "Hengqin Guangdong-Macao In-Depth Cooperation Zone Rental Accommodation Project Certificate". This initiative is designed to meet the growing rental accommodation demand from the commercial ecosystem of Hengqin, and provide essential supporting facilities for the area.

The sale of remaining residential units, retail shops and car parking spaces of Zhongshan Palm Spring, as well as the cultural studios and cultural workshop units of Hengqin Novotown Phase I are progressing. Apart from disposal of the two accommodation towers (T1 and T3) in Novotown Phase II of approximately HK$688.1 million (RMB625.7 million) as aforementioned, Lai Fung Group is in discussions with a potential buyer for certain accommodation towers of Novotown Phase II. These will contribute towards the stated disposal targets and Lai Fung Group will continue to seek out appropriate assets for disposal to improve its financial position.

Cinema Operation/Media and Entertainment/Film Production and Distribution

Driven by a significant shift in consumer habits, propelled by the increasing popularity of streaming platforms and other digital entertainment mediums, as well as the absence of compelling foreign blockbusters, declining cinema attendance has impacted theatre revenues. The Hong Kong box office continues to face a challenging landscape, marked by an approximately 16% year-on-year drop in ticket sales in 2025, the lowest level recorded in 13 years. Additionally, the industry is still grappling with high rental and operational costs, which continue to pressure cinema operators. The closure of cinemas intensified notably in 2025, with approximately 10 theatres either shut down or transferred to other operators, a trend that has persisted into early 2026.

Despite these challenging market conditions and economic uncertainties, there have been some bright spots from local productions. During the period from late December 2025 to 2026 Lunar New Year, local production films such as "*Back To The Past*" and "*Night King*" achieved good box office revenues. While these well performances have offered a degree of momentum, the overall outlook for the Hong Kong film market in 2026 remains subdued, particularly in the absence of major blockbuster releases. The Film Development Fund remains committed to providing financial support to boost box-office revenues, complemented by the 50th Hong Kong International Film Festival and various industry support programs approved in late 2025. These initiatives are geared towards improving the quality and quantity of local productions. During the period, eSun and its subsidiaries (together, "**eSun Group**") managed to maintain revenue broadly stable in its cinema operation. eSun Group will continue to monitor closely market conditions and improve overall operating efficiency, as well as actively engage in cost optimisation measures and adopt a prudent approach in evaluating future opportunities for cinema operation.

Media Asia Group Holdings Limited (an indirect wholly-owned subsidiary of eSun), being the media and entertainment arm of eSun Group, will continue to produce high-quality and commercially viable products.

Our released film "*The Volunteers: Peace at Last*" achieved box office performance within expectation. eSun Group will continue to invest in original productions of quality films with Chinese themes.

eSun Group will continue to produce quality TV drama series in response to the ongoing strong demand for quality programs from TV stations and online video websites in Chinese Mainland. eSun Group is in discussion with various Chinese partners for new project development in TV drama production.

Congratulations to Jay Fung, Stephy Tang and Amy Lo who won the best male singer gold award, favorite female singer award and the best new female singer silver award in Ultimate Song Chart Awards Presentation 2025, respectively. eSun Group will keep exploring new talent in Chinese Mainland and further cooperation with Asian artistes with an aim to build up a strong artiste roster for eSun Group.

The recent concerts, namely "*Big Four Happy To See You All concert 2025*" and "*STEP by STEPHY Live in Macau 2025*", earned good reputation and public praises. eSun Group will continue to work with prominent local and Asian artistes for concert promotion and the upcoming events include concerts of Sammi Cheng and Grasshopper.

The distribution licence of music products with Tencent Music Entertainment (Shenzhen) Co., Ltd. and Warner Music continue to provide stable income to eSun Group.

Looking ahead, we believe that eSun Group's integrated media platform comprising movies, TV programs, music, artiste management and live entertainment puts it in a strong position to capture the opportunities of entertainment market by a balanced and synergetic approach and eSun Group will continue to explore cooperation and investment opportunities to enrich its portfolio, broaden its income stream and maximise value for its shareholders.

Other Business Updates

On 9 December 2025, LSD Group announced the sale of its interest in Surearn Profits Limited which holds the interests related to relevant properties located at No. 3 Connaught Road Central, Hong Kong. The sale is subject to completion in the second quarter of 2026 with estimated net proceeds of HK$2,400 million.

In addition to sales of properties, LSD Group has also thrived to dispose of its non-core assets to realise cash and strengthen its balance sheet. On 6 March 2026, LSD Group completed its sale of its interest in the New Vision Fund, L.P. and realised net proceeds of HK$113.9 million.

The Group announced its intention to achieve a disposal of HK$8,000 million (including HK$6,000 million at LSD Group (excluding Lai Fung Group) and HK$2,000 million at Lai Fung Group) over the next two years in its last interim results for the six months ended 31 January 2025. Since then, the aggregated gross proceeds from the disposals, upon completion, are expected to be approximately HK$7,000 million (including approximately HK$1,000 million at Lai Fung Group). The Group has been and remains in discussions with potential buyers for other assets disposals as part of efforts to improve its liquidity position further.

Due to the Group's successful refinancing and asset disposal efforts, the Group regained its net current assets position as at 31 January 2026. The Group believes that completion of the above-mentioned refinancing and asset sales will further contribute to the Group's deleveraging and improve its financial position in the second half of the financial year.

The Group anticipates that 2026 will be a year of uncertainty taking into consideration the global geopolitical conflicts and operational challenges of the commercial real estate markets in Hong Kong and Chinese Mainland. The Group is cautiously managing its financial position and is proactive in discussion with potential buyers for additional assets disposals to improve the Group's liquidity.

4. WORKING CAPITAL

Certain bank loans, other borrowings and guaranteed notes of the Group will be due within the next 12 months from the date of this circular. In view of the above, the Group (i) continues to actively negotiate with its lending banks on the refinancing for existing bank borrowings in a timely manner; (ii) actively discusses with potential buyers regarding the realisation of certain assets, including the Transactions as set out in this circular and the proposed transaction as set out in the Company's circular dated 16 December 2025, to enhance liquidity; and (iii) continues to seek for other alternative financing arrangements to meet its financial obligations and future operating and capital expenditures.

The sufficiency of working capital of the Group for the next 12 months from the date of this circular is dependent on the successful completion of the Transactions and the implementation of the above plans and measures. The Directors, after due and careful enquiry, are of the opinion that, in the absence of unforeseeable circumstances and after taking into account (i) the proceeds from the successful completion of the Transactions and the proposed transaction as set out in the Company's circular dated 16 December 2025; (ii) the Group's internal generated funds; (iii) the loan facilities presently available to the Group; and (iv) the expected refinancing of guaranteed notes and the existing banking facilities upon maturities, the Group has sufficient working capital for its present requirements for at least the next 12 months from the date of this circular.

The Company has obtained the relevant confirmation as required under Rule 14.66(12) of the Listing Rules.

1. 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.

2. DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions, if any, which they were taken or deemed to have under such provisions of the SFO); or (ii) as recorded in the register required to be kept by the Company pursuant to section 352 of the SFO ("**Register of Directors and Chief Executive**"); or (iii) as otherwise notified to the Company and the Stock Exchange pursuant to the Code of Practice for Securities Transactions by Directors and Designated Employees adopted by the Company ("**Securities Code**") on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of the Listed Issuers contained in Appendix C3 of the Listing Rules; or (iv) as known by the Directors were as follows:

(a) The Company

Long positions in the Shares and the underlying Shares

Name of Director	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total interests	Approximate % of total interests to total issued Shares *(Note 1)*
Lam Kin Ngok, Peter *(Note 5)*	Beneficial owner/ Owner of controlled corporations	129,149,733	Nil	258,168,186 *(Note 2)*	1,832,017 *(Notes 3 & 4)*	389,149,936	44.05%
U Po Chu *(Note 5)*	Beneficial owner	1,857,430	Nil	Nil	Nil	1,857,430	0.21%
Lam Hau Yin, Lester *(Note 5)*	Beneficial owner	28,033,218	Nil	Nil	6,519,095 *(Notes 3 & 4)*	34,552,313	3.91%

Notes:

1. *The percentage has been compiled based on the total number of issued Shares as at the Latest Practicable Date (i.e. 883,373,901 Shares).*

2. *As at the Latest Practicable Date, Dr. Lam Kin Ngok, Peter was deemed to be interested in 258,168,186 Shares (representing approximately 29.23% of the Company's issued share capital) by virtue of his 100% interest in the issued share capital of Wisdoman Limited which directly owned 258,168,186 Shares.*

3. *A share option was granted by the Company to each of Dr. Lam Kin Ngok, Peter and Mr. Lam Hau Yin, Lester, the particulars of which before the completion of 1-for-2 rights issue of the Company on 3 January 2023 ("**2022 Rights Issue**") are set out below:*

Name of Director	*Date of grant*	*Number of underlying Shares comprised in the share options*	*Exercise period of share options*	*Exercise price of share options* HK$ per Share
Lam Kin Ngok, Peter	*19/06/2017*	*425,033*	*19/06/2017–18/06/2027*	*11.763*
Lam Kin Ngok, Peter	*25/01/2022*	*1,312,300*	*25/01/2022–24/01/2032*	*3.874*
Lam Hau Yin, Lester	*19/06/2017*	*4,869,867*	*19/06/2017–18/06/2027*	*11.763*
Lam Hau Yin, Lester	*25/01/2022*	*1,312,300*	*25/01/2022–24/01/2032*	*3.874*

4. *The exercise price of and the number of Shares entitled to be subscribed for under the outstanding share options have been adjusted on 3 January 2023 in the following manner following the completion of the 2022 Rights Issue:*

Name of Director	*Number of underlying Shares comprised in share options before the 2022 Rights Issue*	*Exercise price of share options before the 2022 Rights Issue* HK$ per Share	*Adjusted number of underlying Shares comprised in share options after the 2022 Rights Issue*	*Adjusted exercise price of share options after the 2022 Rights Issue* HK$ per Share
Lam Kin Ngok, Peter	*425,033*	*11.763*	*448,197*	*11.155*
Lam Kin Ngok, Peter	*1,312,300*	*3.874*	*1,383,820*	*3.673*
Lam Hau Yin, Lester	*4,869,867*	*11.763*	*5,135,275*	*11.155*
Lam Hau Yin, Lester	*1,312,300*	*3.874*	*1,383,820*	*3.673*

5. *Dr. Lam Kin Ngok, Peter, Madam U Po Chu and Mr. Lam Hau Yin, Lester are the directors of Wisdoman Limited.*

(b) Associated Corporations

(i) LSD – a subsidiary of the Company

Long positions in the ordinary shares of LSD ("LSD Shares") and the underlying LSD Shares

Name of Director	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total interests	Approximate % of total interests to total issued LSD Shares *(Note 1)*
Lam Kin Ngok, Peter	Beneficial owner/ Owner of controlled corporations	975,907	Nil	808,084,296 *(Note 2)*	Nil	809,060,203	55.67%
U Po Chu *(Note 3)*	Beneficial owner	60,567	Nil	Nil	Nil	60,567	0.01%

Notes:

1. *The percentage has been compiled based on the total number of issued LSD Shares as at the Latest Practicable Date (i.e. 1,453,328,830 LSD Shares).*

2. *As at the Latest Practicable Date, the Company and two of its wholly-owned subsidiaries, namely Joy Mind Limited and Zimba International Limited, beneficially owned in aggregate 808,084,296 LSD Shares, representing approximately 55.60% of the issued share capital of LSD. As such, Dr. Lam Kin Ngok, Peter was deemed to be interested in the same 808,084,296 LSD Shares (representing approximately 55.60% of the issued share capital of LSD) by virtue of, in aggregate, his personal (including underlying shares) and deemed interests of approximately 44.05% in the issued share capital of the Company.*

   The Company pledged approximately 208,513,987 LSD Shares as security pursuant to its 7.70% secured guaranteed notes due 2018 under a share charge dated 24 July 2014. The amount has been repaid in full.

3. *Madam U Po Chu is the widow of the late Mr. Lim Por Yen whose estate includes an interest of 8,718,829 LSD Shares, representing approximately 0.60% of the issued share capital of LSD.*

(ii) eSun – a subsidiary of LSD

Long positions in the ordinary shares of eSun ("eSun Shares") and the underlying eSun Shares

Name of Director	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total interests	Approximate % of total interests to total issued eSun Shares *(Note 1)*
Lam Kin Ngok, Peter *(Note 3)*	Beneficial owner/ Owner of controlled corporations	2,794,443	Nil	1,113,260,072 *(Note 2)*	Nil	1,116,054,515	63.56%
Lam Hau Yin, Lester	Beneficial owner	2,794,443	Nil	Nil	Nil	2,794,443	0.16%

Notes:

1. *The percentage has been compiled based on the total number of issued eSun Shares as at the Latest Practicable Date (i.e. 1,755,876,866 eSun Shares).*

2. *As at the Latest Practicable Date, the Company was interested in 808,084,296 LSD Shares, representing approximately 55.60% of the issued share capital of LSD. Transtrend Holdings Limited ("**Transtrend**"), a wholly-owned subsidiary of LSD, was interested in 1,113,260,072 eSun Shares, representing approximately 63.40% of the issued share capital of eSun. As such, Dr. Lam Kin Ngok, Peter was deemed to be interested in the same 1,113,260,072 eSun Shares (representing approximately 63.40% of the issued share capital of eSun) by virtue of, in aggregate, his personal (including underlying shares) and deemed interests of approximately 44.05% and 55.67% in the issued share capital of the Company and LSD, respectively.*

3. *Dr. Lam Kin Ngok, Peter resigned as an executive director of eSun with effect from 14 February 2014.*

(iii) Lai Fung – a subsidiary of LSD

Long positions in the ordinary shares of Lai Fung ("Lai Fung Shares") and the underlying Lai Fung Shares

Name of Director	Capacity	Personal interests	Family interests	Corporate interests	Other interests	Total interests	Approximate % of total interests to total issued Lai Fung Shares *(Note 1)*
Lam Kin Ngok, Peter *(Note 3)*	Owner of controlled corporations	Nil	Nil	182,318,266 *(Note 2)*	Nil	182,318,266	55.08%

Notes:

1. *The percentage has been compiled based on the total number of issued Lai Fung Shares as at the Latest Practicable Date (i.e. 331,033,443 Lai Fung Shares).*

2. *As at the Latest Practicable Date, LSD was interested or deemed to be interested in 182,318,266 Lai Fung Shares, of which 180,600,756 Lai Fung Shares were beneficially owned by Holy Unicorn Limited, a wholly-owned subsidiary of LSD and 1,717,510 Lai Fung Shares were beneficially owned by Transtrend, representing approximately 55.08% of the issued share capital of Lai Fung. As such, Dr. Lam Kin Ngok, Peter was deemed to be interested in the same 182,318,266 Lai Fung Shares (representing approximately 55.08% of the issued share capital of Lai Fung) by virtue of, in aggregate, his personal (including underlying shares) and deemed interests approximate 44.05% and 55.67% in the issued share capital of the Company and LSD, respectively.*

3. *Dr. Lam Kin Ngok, Peter was appointed the chairman and an executive director of Lai Fung on 2 June 2023.*

(iv) Lai Sun MTN Limited – a subsidiary of LSD

Long position in the 5% guaranteed medium term notes due 2026

Name of Director	Capacity	Nature of interests	Principal Amount
Lam Kin Ngok, Peter	Beneficial owner	Personal	USD13,500,000

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and the chief executive of the Company and their respective close associates was interested, or was deemed to be interested in the long and short positions in the shares, underlying shares and/or debentures of the Company or any of its associated corporations, which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or as recorded in the Register of Directors and Chief Executive pursuant to section 352 of the SFO, or as notified to the Company and the Stock Exchange under the Securities Code or otherwise known by the Directors.

Save as otherwise disclosed in this circular, as at the Latest Practicable Date, none of the Company or its subsidiaries is a party to any arrangement that would enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate, and none of the Directors or any of their spouses or children under the age of 18 were granted any right to subscribe for the equity or debt securities of the Company or any other body corporate or exercised any such right.

3. INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS AND OTHER PERSONS IN THE SHARE CAPITAL OF THE COMPANY

As at the Latest Practicable Date, so far as it is known by or otherwise notified by any Director or the chief executive of the Company, the particulars of the corporations or individuals, who had 5% or more interests in the following long positions in the Shares and underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, as recorded in the register required to be kept under section 336 of the SFO ("**Register of Shareholders**") or were entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of the Company ("**Voting Entitlements**") (i.e. within the meaning of substantial shareholders of the Listing Rules) were as follows:

Long positions in the Shares and the underlying Shares

Name	Capacity	Nature of interests	Number of Shares and underlying Shares	Approximate % of issued Shares *(Note 1)*
Lam Kin Ngok, Peter *(Note 2)*	Beneficial owner/ Owner of controlled corporations	Personal and corporate	389,149,936	44.05%
Wisdoman Limited *(Note 2)*	Beneficial owner	Corporate	258,168,186 *(Note 3)*	29.23%
Yu Cheuk Yi	Beneficial owner	Personal	224,795,000 *(Note 4)*	25.45% *(Note 4)*
Yu Siu Yuk	Beneficial owner	Personal	224,795,000 *(Note 4)*	25.45% *(Note 4)*

Notes:

1. *The percentage has been compiled based on the total number of issued Shares as at the Latest Practicable Date (i.e. 883,373,901 Shares).*

2. *Dr. Lam Kin Ngok, Peter, a Director of the Company, is also a director of Wisdoman Limited.*

3. *Dr. Lam Kin Ngok, Peter was deemed to be interested in 258,168,186 Shares owned by Wisdoman Limited by virtue of his 100% interests in the issued share capital of Wisdoman Limited.*

4. *Mr. Yu Cheuk Yi and Ms. Yu Siu Yuk jointly held 224,795,000 Shares (25.45%) according to shareholdings shown in the last Individual Substantial Shareholder Notice (Form 1) filed for an event on 2 January 2026ss.*

Save as disclosed above, the Directors are not aware of any other corporation or individual (other than a Director or the chief executive of the Company) who, as at the Latest Practicable Date, had the Voting Entitlements or 5% or more interests or short positions in the Shares or underlying Shares as recorded in the Register of Shareholders.

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which will not expire or be determinable by the relevant member of the Group within one year without payment of compensation (other than the statutory compensation).

5. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, the following Directors are considered to have interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group (which would be required to be disclosed under Rule 8.10 of the Listing Rules if each of them was a controlling shareholder of the Company):

A. Dr. Lam Kin Ngok, Peter, Mr. Lam Hau Yin, Lester and Madam U Po Chu (together, "**Interested Directors**") held shareholdings or other interests and/or directorships in companies/entities engaged in the businesses of property investment and development in Hong Kong and the PRC, including LSD and Lai Fung.

B. Dr. Lam Kin Ngok, Peter held shareholdings or other interests and/or directorships in companies or entities engaged in the business of investment in and operation of hotels and restaurants, media and entertainment, film production and distribution and cinema operation.

The Directors do not consider the interests held by the Interested Directors to be competing in practice with the relevant business of the Group in view of:

(a) different locations and different uses of the properties owned by the above companies and those of the Group; and

(b) different target customers of the restaurant operations as well as the concerts and albums of the above companies and those of the Group.

In addition, the Board is independent from the boards of directors/governing committees of the aforesaid companies/entities and none of the Interested Directors can personally control the Board. Further, each of the Interested Directors is fully aware of, and has been discharging his/her fiduciary duty to the Company and has acted and will continue to act in the best interest of the Company and the Shareholders as a whole. Therefore, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies/entities.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and their respective close associates had any interest in a business which competes or are likely to compete with the businesses of the Group (which would be required to be disclosed under Rule 8.10 of the Listing Rules as if each of them was a controlling shareholder of the Company).

6. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS OF THE GROUP

As at the Latest Practicable Date, (a) none of the Directors had any interest, direct or indirect, in any assets which had been, since 31 July 2025 (being the date to which the latest published audited consolidated financial statements of the Group were made up), acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by or leased to any member of the Group; (b) none of the Directors was materially interested in any contract or arrangement entered into by any member of the Group subsisting at such date and which was significant in relation to the business of the Group.

7. LITIGATION

As at the Latest Practicable Date, none of the members of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against any member of the Group.

8. MATERIAL CONTRACTS

The following contracts (being contracts entered into outside the ordinary course of business carried on by the Group) have been entered into by members of the Group within the two years immediately preceding the date of this circular:

(a) the Agreement;

(b) the Shareholders Agreement;

(c) an agreement of purchase and sale dated 12 January 2026 entered into among Fortune Scope Limited, an indirect wholly-owned subsidiary of LSD, as the seller ("**Seller**") and Crown Global Secondaries VI Master SCSp, Crown Asia-Pacific Private Equity V Master SCSp and Neckar SEC SCS (collectively, **Buyers**), pursuant to which the Seller has conditionally agreed to sell, assign, transfer and deliver; and the Buyers have conditionally agreed to purchase and acquire, all the Seller's rights, title and interest in and to the limited partnership interest in New Vision Fund, L.P. owned by the Seller at the purchase price of US$14,635,415.84 (equivalent to approximately HK$114 million);

(d) a sale and purchase agreement dated 9 December 2025 entered into between Transformation International Limited, a wholly-owned subsidiary of LSD, as the vendor, Jasmine Investment Development IV Limited, as the purchaser, and LSD in relation to the disposal of all the shares in Surearn Profits Limited ("**Surearn Profits**") which in turn owns 50% of the legal and beneficial interest of and the assets and liabilities related to all that piece or parcel of land registered in the Land Registry as Inland Lot No. 8736 together with all messuages, erections and buildings thereon located at No. 3 Connaught Road Central, Hong Kong for a consideration of HK$3,498,000,000 and the total current assets less the aggregate of all liabilities of Surearn Profits on completion determined with reference to the pro forma completion accounts of Surearn Profits on completion;

(e) a sale and purchase agreement entered into on 2 July 2024 between Strongly Limited (owned by a joint venture to which 50% interest is attributable to the LSD Group and 50% interest is attributable to an independent third party of the LSD Group) as vendor and an independent third party of the LSD Group as purchaser, in relation to the disposal of its legal and beneficial interest in the commercial accommodation of "Alto Residences (藍塘傲)" ("**Development**") and the public vehicle park of the Development for a consideration of HK$540,000,000; and

(f) sale and purchase agreements entered into on 20 June 2024 between Zhuhai Hengqin Laisun Creative Culture City Co., Ltd.* (珠海橫琴麗新文創天地有限公司) (an indirect non-wholly-owned subsidiary of Lai Fung) as vendor and Industrial and Commercial Bank of China Limited, Zhuhai Branch* (中國工商銀行股份有限公司珠海分行) (an independent third party) as purchaser, in relation to the disposal of the non-residential properties situated at Shop Nos. 90 and 92 in Zhishui Road, Hengqin New Area, Zhuhai, PRC, for a consideration of RMB32,963,320 (equivalent to approximately HK$35,400,000).

9. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of HKEX (www.hkexnews.hk) and the Company (www.laisun.com) for a period of 14 days from the date of this circular:

(a) the Agreement;

(b) the Shareholders Agreement;

(c) the articles of association of the Company;

(d) the annual reports of the Company for the three financial years ended 31 July 2023, 31 July 2024, and 31 July 2025;

(e) the interim report of the Company for the six months ended 31 January 2026;

(f) the material contracts referred to under the paragraph headed *"8. MATERIAL CONTRACTS"* in this Appendix II; and

(g) this circular.

10. GENERAL

(a) the address of the registered office of the Company is 11th Floor, Lai Sun Commercial Centre, 680 Cheung Sha Wan Road, Kowloon, Hong Kong;

(b) the company secretary of the Company is Ms. Tse Pik Ha, who is an associate member of The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries) and The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) in the United Kingdom;

(c) the share registrar of the Company is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong; and

(d) in case of inconsistency, the English text of this circular shall prevail over the Chinese text.

* *for identification purposes only*

LAI SUN GARMENT

Lai Sun Garment (International) Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 191)

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a general meeting ("**General Meeting**") of the members ("**Members**") of Lai Sun Garment (International) Limited ("**Company**") will be held at Grand Ballroom 1, Level B, Hong Kong Ocean Park Marriott Hotel, 180 Wong Chuk Hang Road, Aberdeen, Hong Kong, on Monday, 29 June 2026 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"THAT

(a) the entering into of the Agreement (as defined in the circular of the Company dated 12 June 2026, the "**Circular**"), a copy of which is tabled at the meeting and marked "A" and initialled by the chairman of the meeting for identification purpose, and all transactions contemplated under the Agreement by the Company be and is hereby approved, confirmed and ratified;

(b) the entering into of the Shareholders Agreement (as defined in the Circular), a copy of which is tabled at the meeting and marked "B" and initialled by the chairman of the meeting for identification purpose by the Company be and is hereby approved, confirmed and ratified;

(c) the Disposal and the grant of the Call Option (as more particularly described in the Circular), all actions taken (or to be taken) by the Company (or any of its subsidiaries) in relation thereto and all other matters contemplated thereunder be and are hereby approved; and

(d) any director or any two directors of the Company (if execution under the common seal of the Company ("**Common Seal**") is required) be and is/are hereby authorised for and on behalf of the Company to sign and execute, under hand or under the Common Seal (as appropriate), perfect, perform and deliver all such agreements, instruments, documents and deeds, and do all such acts or things and take all such steps as he/she may in his/her absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or to give effect to the Agreement and the Shareholders Agreement and all matters incidental thereto."

By order of the Board
Lai Sun Garment (International) Limited
Tse Pik Ha
Company Secretary

Hong Kong, 12 June 2026

Registered Office:
11th Floor
Lai Sun Commercial Centre
680 Cheung Sha Wan Road
Kowloon
Hong Kong

Notes:

1. *A Member entitled to attend and vote at the General Meeting convened by the above notice ("**Notice**") or its adjourned meeting (as the case may be) is entitled to appoint one (or if he/she/it holds two or more shares in the share capital of the Company ("**Shares**"), more than one) proxy to attend and speak at the General Meeting and, on a poll, vote on his/her/its behalf in accordance with the articles of association of the Company. A proxy need not be a Member.*

2. *A form of proxy for use at the General Meeting is sent to the Members with the Circular containing this Notice and is also available at the respective websites of Hong Kong Exchanges and Clearing Limited ("**HKEX**") and the Company.*

3. *To be valid, a form of proxy, duly signed and completed together with the 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 lodged with the Company's share registrar, Tricor Investor Services Limited ("**Registrar**"), at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the General Meeting or its adjourned meeting (as the case may be) and in default, the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude Members from attending in person and voting at the General Meeting or at its adjourned meeting (as the case may be) should they so wish. In such case, the said form(s) of proxy shall be deemed to be revoked.*

   The contact phone number of the Registrar is (852) 2980 1333.

4. *The record date for determining Member's entitlement to attend, speak and vote at the General Meeting is Tuesday, 23 June 2026. To ascertain the entitlements to attend, speak and vote at the General Meeting, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Registrar no later than 4:30 p.m. on Tuesday, 23 June 2026 for registration.*

5. *Where there are joint registered holders of any Shares, any one of such joint holders may attend and vote at the General Meeting or its adjourned meeting (as the case may be), either personally or by proxy, in respect of such Shares as if he/she/it was solely entitled thereto; but if more than one of such joint holders are present at the General Meeting or its adjourned meeting (as the case may be) personally or by proxy, then one of such holders so present whose name stands first in the Register of Members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.*

6. *In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, voting on the resolution proposed in this Notice shall be decided by way of poll at the General Meeting.*

7. *If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal or "extreme conditions" announced by the Government of the Hong Kong Special Administrative Region of the People's Republic of China is/are expected to be in force at any time after 7:00 a.m. on the date of the General Meeting, the General Meeting will be postponed and the Members will be informed of the date, time and venue of the postponed General Meeting by a supplementary notice posted on the respective websites of HKEX and the Company.*

   If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal or "extreme conditions" is cancelled at or before 7:00 a.m. on the date of the General Meeting and where conditions permit, the General Meeting will be held as scheduled.

   The General Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

   Having considered their own situations, Members should decide on their own whether or not they would attend the General Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

8. *Members are advised to read the Circular which contains information concerning the resolution to be proposed at the General Meeting.*

9. *No refreshments or corporate gifts will be provided at the General Meeting.*