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If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

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

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L E T
LEISURE ENTERTAINMENT TASTE

LET GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

RE-ELECTIONS OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the extraordinary general meeting (the “EGM”) of **LET Group Holdings Limited** (the “**Company**”) to be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 14 June 2024 (Friday), at 4:00 p.m. is set out on pages 12 to 13 of this circular.

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

24 May 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, (a) references to “Rules” and “Chapters” are references to the rules and chapters of the Listing Rules; and (b) the following expressions have the following meanings:

“Articles”	the articles of association of the Company as currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	LET Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange (stock code: 1383)
“Director”	the director of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 14 June 2024 (Friday), at 4:00 p.m. for the purpose of considering and, if thought fit, approving the Re-elections
“EGM Notice”	the notice for convening the EGM set out on pages 12 to 13 of this circular
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	Shareholders, other than Mr. Lo and his associates
“INEDs”	collectively, Mr. John Lo, Mr. Johnson Fu and Mr. Tou
“Latest Practicable Date”	20 May 2024, 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

DEFINITIONS

“Major Success”	Major Success Group Limited, a company incorporated in the British Virgin Islands and a controlling shareholder of the Company holding 4,999,694,857 Shares (representing approximately 72.07% of the Shares in issue) as at the Latest Practicable Date, of which Mr. Lo is the sole shareholder
“Mr. John Lo”	Mr. Lo Wai Tung John, an independent non-executive Director
“Mr. Johnson Fu”	Mr. Fu Chi King Johnson, an independent non-executive Director
“Mr. Lo”	Mr. Lo Kai Bong, an executive Director and the Chairman of the Board
“Mr. Tou”	Mr. Tou Kin Chuen, an independent non-executive Director
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this circular
“Re-elections”	collectively, the re-elections of Mr. John Lo, Mr. Johnson Fu, Mr. Lo and Mr. Tou as members of the Board by the Independent Shareholders at the EGM and references to “Re-election” means any one of the Re-elections
“Remuneration Committee”	the remuneration committee of the Board
“Resumption Guidance”	the resumption guidance required to be met by the Company for the resumption of trading of the Shares on the Main Board of the Stock Exchange set out by the Stock Exchange in its two letters dated 5 April 2024 and 16 May 2024, respectively as announced in the announcements of the Company dated 8 April 2024 and 17 May 2024, respectively
“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”	ordinary share of HK\$0.10 in the shares capital of the Company
“Shareholder”	holder of any Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



LET GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

Executive Director:

Lo Kai Bong (*Chairman*)

Independent non-executive Directors:

Tou Kin Chuen

Lo Wai Tung John

Fu Chi King Johnson

Registered Office:

P.O. Box 31119

Grand Pavilion

Hibiscus Way

802 West Bay Road

Grand Cayman, KY1-1205

Cayman Islands

Principal Place of Business in Hong Kong:

Unit 1705, 17/F.

West Tower

Shun Tak Centre

168-200 Connaught Road Central

Hong Kong

24 May 2024

To the Shareholders,

Dear Sir or Madam,

RE-ELECTIONS OF DIRECTORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the EGM for the Independent Shareholders' consideration and, if thought fit, approval of the Re-elections.

LETTER FROM THE BOARD

2. THE RE-ELECTIONS

Following the resignation of all the independent non-executive Directors, namely, Mr. John Lo, Mr. Tou and Dr. Wu Kam Fun Roderick, with effect from 15 January 2024, the Board was left with Mr. Lo as the sole executive Director and ended up with non-compliance by the Company with Rules 3.10, 3.10A, 3.21, 3.25, 3.27A and 13.92 in relation to its independent non-executive Directors, Audit Committee, Remuneration Committee and Nomination Committee.

For the purpose of complying with Rules 3.10, 3.10A, 3.21, 3.25, 3.27A and 13.92 in accordance with the Resumption Guidance, Mr. John Lo and Mr. Tou were re-appointed and Mr. Johnson Fu was newly appointed as independent non-executive Directors and the Audit Committee, the Remuneration Committee and the Nomination Committee were re-constituted on 2 May 2024.

The members of the new Board immediately following the appointment of the INEDs are as follows:

Director	Position	Period of Directorship
Mr. Lo	Executive Director and Chairman of the Board	9 March 2017 to present
Mr. John Lo	Independent non-executive Director	<ul style="list-style-type: none">10 October 2012 until his resignation with effect from 15 January 20242 May 2024 to present
Mr. Tou	Independent non-executive Director	<ul style="list-style-type: none">26 April 2012 until his resignation with effect from 15 January 20242 May 2024 to present
Mr. Johnson Fu	Independent non-executive Director	2 May 2024 to present

All members of the new Board will retire at the EGM and offer themselves for re-election by the Independent Shareholders. Mr. Lo and his associates will abstain from voting on all resolutions to be proposed at the EGM in respect of the Re-elections.

Further details of the retiring Directors proposed to be re-elected at the EGM are set out in the Appendix to this circular.

LETTER FROM THE BOARD

3. LONG SERVING INDEPENDENT NON-EXECUTIVE DIRECTORS

As indicated in the table under “2. The Re-elections” above, Mr. John Lo and Mr. Tou served on the Board for more than 9 years before their resignation with effect from 15 January 2024. They remain serving on the Board for more than 9 years after their re-appointment as independent non-executive Directors on 2 May 2024 notwithstanding they were not independent non-executive Directors for the period from 15 January 2024 to 1 May 2024.

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

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

- (a) **Rule 13.13:** The Company has received from each of them written confirmation confirming his independence prior to his re-appointment as an independent non-executive Director. The Board has evaluated and is satisfied that each of them remained independent after taking into account those factors set out in Rule 13.13.
- (b) **Demonstrated Independence:** Each of them had maintained independence in judgment, not influenced by other members of the Board and provided independent objective advice to the Board throughout his independent non-executive directorship in the Company.
- (c) **Special Expertise and In-depth Understanding of the Group:** Mr. Tou and Mr. John Lo have considerable expertise in the accounting sector as a certified public accountant and in the securities and finance industry, respectively. Each of them will bring to the Board his own expertise, skills and experience (as further described in the Appendix to this circular). Each of them has in-depth knowledge and understanding of the Group’s operations and business. Their expertise and in-depth knowledge and understanding of the Group’s operations and business is vital for the Company’s corporate governance which is not easily replaceable.
- (d) **Shareholders’ Support:** Each of them was re-elected by the Shareholders as independent non-executive Directors at the 2023 annual general meeting of the Company notwithstanding his long serving tenure as an independent non-executive Director. A testament to their value and independency as perceived by the Shareholders and justifying their continued services on the Board as independent non-executive Directors.

4. EGM

The EGM will be convened and held by the Company at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 14 June 2024 (Friday), at 4:00 p.m. for the purpose of considering and, if thought fit, approving the Re-elections.

LETTER FROM THE BOARD

The EGM Notice is set out on pages 12 to 13 of this circular and a form of proxy for use at the EGM is enclosed.

At the EGM, Mr. Lo and his associate will abstain from voting on all resolutions to be proposed at the EGM in respect of the Re-elections. As at the Latest Practicable Date, Mr. Lo and Major Success, his associate, were holding 10,580,000 Shares and 4,999,694,857 Shares respectively (representing an aggregate of approximately 72.80% of the Shares in issue as at the Latest Practicable Date).

Whether or not you are able to attend the EGM, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting at the EGM or any adjournment thereof should you so desire.

In compliance with Rule 13.39(4), voting on the resolutions to be proposed at the EGM will be conducted by way of poll.

5. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed during the period from 11 June 2024 to 14 June 2024, for the purposes of determining the entitlements of the Shareholders to attend and vote at the EGM. No transfer of the Shares will be registered during this period. In order to qualify to attend and vote at the EGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by no later than 4:30 p.m. on 7 June 2024.

6. RECOMMENDATION

The Board believes that the proposal for the Re-elections is in the best interests of the Company and the Shareholders as a whole. The Board recommends the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve the Re-elections.

Yours faithfully,
By order of the Board
LET Group Holdings Limited
Lo Kai Bong
Chairman

Set out below are details of the Directors who are proposed to be re-elected at the EGM.

MR. LO KAI BONG, AGED 44, EXECUTIVE DIRECTOR (“MR. LO”)

Mr. Lo joined the Company on 9 March 2017 as an executive Director. Mr. Lo was also appointed as directors of certain subsidiaries of the Group. Other than as disclosed, Mr. Lo did not hold any positions with the Company and other members of the Group as at the Latest Practicable Date.

Mr. Lo has obtained a Bachelor of Arts degree from the University of Winnipeg in Canada. Mr. Lo has been involved in the business development of the Group. Mr. Lo is also responsible for the corporate management and mergers and acquisitions of the Group and is experienced in the gaming industry. On 12 December 2018, Mr. Lo was appointed as a non-executive director of Summit Ascent Holdings Limited, a non-wholly owned subsidiary of the Company with its shares listed on the Main Board of the Stock Exchange with stock code 102 and on 26 April 2019, Mr. Lo was redesignated as an executive director and appointed as the deputy chairman of Summit Ascent Holdings Limited. With effect from 4 May 2021, Mr. Lo was appointed as a director of Suntrust Resort Holdings, Inc. (“**Suntrust**”) (formerly known as Suntrust Home Developers, Inc.), an indirect non-wholly owned subsidiary of the Company, the shares of which are listed on The Philippine Stock Exchange, Inc.. On 26 October 2021, Mr. Lo was appointed as the chairman of Suntrust. Save as disclosed, Mr. Lo did not hold any directorship in any listed public companies in the last three years immediately preceding the Latest Practicable Date.

There is no service contract between the Company and Mr. Lo. Mr. Lo is not appointed for any specific term and is subject to retirement by rotation and other related provisions as stipulated in the Articles.

Mr. Lo is the brother-in-law of Mr. Chiu King Yan, the chief financial officer and the company secretary of the Company. Mr. Lo is a director and the sole shareholder of Major Success, a controlling shareholder of the Company. Other than as disclosed, Mr. Lo did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Major Success is wholly-owned by Mr. Lo. Mr. Lo is deemed to be interested in all the 4,999,694,857 Shares held by Major Success by virtue of Part XV of the SFO. In addition, Mr. Lo is beneficially interested in 10,580,000 Shares and 40,000,000 share options at an exercise price of HK\$0.455 per share to subscribe for Shares. Mr. Lo is interested or deemed to be interested in approximately 72.80% of the total issued Shares. Other than as disclosed, Mr. Lo did not have any interest in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Payment of bonus is determined with reference to the Company's business performance, profitability and market conditions. Other benefits include contribution to statutory pension plans and other fringe benefits according to the policy of the Company. For the year ended 31 December 2023, the director fee and benefit paid to Mr. Lo by the Company was HK\$2,490,000, the salary, allowance and benefit paid to Mr. Lo by the subsidiaries of the Company was HK\$10,782,000.

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

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

MR. TOU KIN CHUEN, AGED 47, INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. TOU”)

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

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

Mr. Tou has entered into a letter of appointment dated 2 May 2024 with the Company for a term of one year commencing from 2 May 2024 and renewable automatically for successive terms of one year each upon expiry of the then current term of his appointment, subject to (i) retirement and re-election at the upcoming EGM and (ii) retirement by rotation and re-election at the annual general meeting of the Company according to the Articles.

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

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

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

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

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

MR. LO WAI TUNG JOHN, AGED 56, INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. JOHN LO”)

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

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

Mr. John Lo has entered into a letter of appointment dated 2 May 2024 with the Company for a term of one year commencing from 2 May 2024 and renewable automatically for successive terms of one year each upon expiry of the then current term of his appointment, subject to (i) retirement and re-election at the upcoming EGM and (ii) retirement by rotation and re-election at the annual general meeting of the Company according to the Articles.

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

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

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

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

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

MR. FU CHI KING JOHNSON, AGED 69, INDEPENDENT NON-EXECUTIVE DIRECTOR (“MR. JOHNSON FU”)

Mr. Johnson Fu was appointed as an independent non-executive Director with effect from 2 May 2024. He is the chairman of the Nomination Committee and a member of the Audit Committee, the Remuneration Committee and the risk management committee of the Company. Other than as disclosed, Mr. Johnson Fu did not hold any positions with the Company and other members of the Group as at the Latest Practicable Date.

Mr. Johnson Fu was a non-executive director of ZZ Capital International Limited (now known as Kingwisoft Technology Group Company Limited), a company with its shares listed on GEM (stock code: 08295) from March 2019 to April 2020; an independent non-executive director of Sunfonda Group Holdings Limited, a company with its shares listed on the Main Board of the Stock Exchange (stock code: 1771) from January 2014 to May 2017; and an independent non-executive director of China Hanking Holdings Limited (a company with its shares listed on the Main Board of the Stock Exchange, stock code: 3788) from February 2011 to May 2015. From January 2011 to February 2013, he served as the country manager (China) for Rabobank Netherland. From February 2010 to August 2010, he served as a director and the chief executive officer of ChemChina Finance Co., Ltd. (中國化工財務有限公司), a wholly-owned subsidiary of China state-owned ChemChina Group (China National Chemical Corporation), where he was fully responsible for managing the cashflow and investment of ChemChina Group. From August 2005 to May 2009, he worked for Hang Seng Bank Limited, Hong Kong, held the position of an executive director and the chief executive of Hang Seng Bank (China) Limited (恒生銀行(中國)有限公司) during the period, and participated in the preparation and review of the financial information that are consolidated into the public financial statements of Hang Seng Bank Limited (stock code: 0011). Mr. Johnson Fu held various management positions in a number of financial institutions and other companies. Mr. Johnson Fu obtained a bachelor's degree in business administration from Loyola University in New Orleans, Louisiana in the United States in 1975 and a master's degree in business administration from the University of California, Berkeley in Berkeley, California in the United States in 1976. Save as disclosed, Mr. Johnson Fu did not hold any directorship in any listed public companies in the last three years immediately preceding the Latest Practicable Date.

Mr. Johnson Fu has entered a letter of appointment dated 2 May 2024 with the Company for a term of one year commencing from 2 May 2024 and renewable automatically for successive terms of one year each upon expiry of the then current term of his appointment, subject to (i) retirement and re-election at the upcoming EGM and (ii) retirement by rotation and re-election at the annual general meeting of the Company according to the Articles.

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

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

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

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



LET GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of LET Group Holdings Limited (the “Company”) will be held at Jade Room, Artyzen Club, 401A, 4th Floor, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 14 June 2024 (Friday), at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions each as an ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. To re-elect Mr. Lo Kai Bong as an executive director of the Company;
2. To re-elect Mr. Fu Chi King Johnson as an independent non-executive director of the Company;
3. To re-elect Mr. Lo Wai Tung John as an independent non-executive director of the Company; and
4. To re-elect Mr. Tou Kin Chuen as an independent non-executive director of the Company.

By order of the Board
LET Group Holdings Limited
Lo Kai Bong
Chairman

Hong Kong, 24 May 2024

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the EGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the EGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the EGM is enclosed with the Company’s circular dated 24 May 2024. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. The Hong Kong branch register of members of the Company will be closed during the period from 11 June 2024 to 14 June 2024, for the purposes of determining the entitlements of the members of the Company to attend and vote at the EGM. No transfers of Shares will be registered during this period. In order to qualify for the aforesaid entitlements, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on 7 June 2024.

As at the date of this notice, the executive Director is Mr. Lo Kai Bong (Chairman); and the independent non-executive Directors are Mr. Tou Kin Chuen, Mr. Lo Wai Tung John and Mr. Fu Chi King Johnson.