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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)**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS; NON-COMPLIANCE WITH REQUIREMENTS UNDER THE LISTING RULES; CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND CONTINUED SUSPENSION OF TRADING**

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Directors**”) of LET Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Tou Kin Chuen and Mr. Lo Wai Tung John (collectively, the “**Resigning INEDS**”) have tendered their resignation as independent non-executive Directors with effect from 5 November 2024 as they felt that they are unable to make a meaningful contribution towards assisting the Company in resuming trading of its shares on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Each of the Resigning INEDS has confirmed to the Board that he has no disagreement with the Board and there is no other matter relating to his resignation that needs to be brought to the attention of the Stock Exchange and the shareholders of the Company.

The Board would like to express its sincere gratitude to the Resigning INEDS for their valuable support and contribution to the Company during their tenure of office.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the resignation of the Resigning INEDS, Mr. Kwok Kai Bun Bennie is the only member on the audit committee, remuneration committee and nomination committee of the Board and Mr. Kwok Kai Bun Bennie and Mr. Lo Kai Bong are the only two members on the risk management committee of the Board.

## **NON-COMPLIANCE WITH REQUIREMENTS UNDER THE LISTING RULES**

Following the resignation of the Resigning INEDS, Mr. Kwok Kai Bun Bennie is the only independent non-executive Director, who is also the chairman of the nomination committee of the Board:

- (a) the Company is not in compliance with Rules 3.10(1) and 3.10A, which specify the minimum number of independent non-executive Directors required on the Board;
- (b) the Company is not in compliance with Rule 3.21, which specifies audit committee must have a minimum of three independent non-executive directors as members, at least one of whom is an independent non-executive director with appropriate qualifications or accounting or related management experience and must be chaired by an independent non-executive director;
- (c) the Company is not in compliance with Rule 3.25, which specifies remuneration committee must be chaired by an independent non-executive director and comprising a majority of independent non-executive directors; and
- (d) the Company is not in compliance with Rule 3.27A, which specifies nomination committee must comprise a majority of independent non-executive directors.

The Company will make every effort to identify suitable candidates to fill the vacancies for its independent non-executive Directors, as well as the positions on the audit committee, remuneration committee and nomination committee of the Board, within three months from the resignation date of the Resigning INEDS, in accordance with the requirements of the Listing Rules. Further announcements will be made by the Company as appropriate.

## **CONTINUED SUSPENSION OF TRADING**

Trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 14 February 2024 and will remain suspended until the Company has (i) met all Resumption Guidance (as defined in the Company's announcement dated 8 April 2024 and subsequently revised in the Company's announcement dated 17 May 2024); (ii) remedied the issues causing its trading suspension; and (iii) fully complied with the Rules Governing the Listing of Securities on the Stock Exchange to the satisfaction of the Stock Exchange.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 5 November 2024

*As at the date of this announcement, the executive Director is Mr. Lo Kai Bong (Chairman) and the independent non-executive Director is Mr. Kwok Kai Bun Bennie.*