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## **LET GROUP HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1383)**

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

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

The board (the “**Board**”) of directors (the “**Directors**”) of LET Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that Mr. Kwok Kai Bun Bennie (the “**Resigning INED**”) has tendered his resignation as an independent non-executive Director with effect from 11 November 2024 to devote more time for his other pursuits and family commitments.

The Resigning INED 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 of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

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

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

Following the resignation of the Resigning INED, the Company has no independent non-executive Director and no member on the audit committee, remuneration committee and nomination committee of the Board. Mr. Lo Kai Bong becomes the only member on the risk management committee of the Board.

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

Following the resignation of Mr. Tou Kin Chuen and Mr. Lo Wai Tung John as independent non-executive Directors as announced by the Company on 5 November 2024 and the resignation of the Resigning INED, the Company has no independent non-executive Director and remains not in compliance with the following Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”):

- (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 be chaired by independent non-executive director or the chairman of the Board and comprising 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 INED, 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 Listing Rules 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, 11 November 2024

*As at the date of this announcement, the executive Director is Mr. Lo Kai Bong (Chairman).*