

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**LET GROUP  
HOLDINGS LIMITED**

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

**(Stock Code: 1383)**

**SUMMIT ASCENT  
HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 102)**

**JOINT ANNOUNCEMENT**

**(1) DISCLOSEABLE TRANSACTIONS  
IN RELATION TO DISPOSAL OF AND  
ACQUISITION OF THE TARGET  
COMPANIES;**

**AND**

**(2) CHANGE IN USE OF PROCEEDS**

**(1) MAJOR AND CONNECTED  
TRANSACTION IN RELATION TO  
ACQUISITION OF THE TARGET  
COMPANIES;**

**AND**

**(2) CHANGE IN USE OF PROCEEDS**

**Financial adviser to Summit Ascent**



**THE SALE AND PURCHASE AGREEMENTS**

On 18 May 2023 (after trading hours), Summit Ascent, entered into the Sale and Purchase Agreements with LET and the Independent Vendor, pursuant to which amongst other things, (i) LET (as seller) conditionally agreed to sell, and Summit Ascent (as buyer) conditionally agreed to acquire, the entire issued share capital of Target Company A and the Sale Loan A at a consideration of HK\$142.8 million; and (ii) the Independent Vendor (as seller) conditionally agreed to sell, and Summit Ascent (as buyer) conditionally agreed to acquire, the entire issued share capital of Target Company B and the Sale Loan B at a consideration of HK\$137.2 million. Target Company A directly holds and Target Company B indirectly holds 51% and 49% interest in MSRDC respectively, whose sole material asset is the Land Parcel. Upon Completion, Target Company A and Target Company B will be directly wholly-owned by Summit Ascent and accordingly Summit Ascent will have 100% interest in the Land Parcel.

## **CHANGE IN USE OF PART OF THE NET PROCEEDS FROM THE LET PLACING**

Reference is made to the LET Placing Announcement and LET Placing Completion Announcement in relation to the LET Placing, pursuant to which LET raised net proceeds of approximately HK\$48.5 million of which the LET Group intended to utilise HK\$10.0 million towards settling the arrangement fee owed by LET to Summit Ascent for the Revolving Loan. As disclosed in the Revolving Loan Termination Announcement, on 10 May 2023, LET and Summit Ascent mutually agreed to terminate the Revolving Loan Agreement and entered into the Termination Deed, therefore the aforementioned arrangement fee is no longer required to be settled by LET. Accordingly, the LET Board has resolved to reallocate the aforementioned net proceeds of HK\$10.0 million for the general working capital of the LET Group.

## **CHANGE IN USE OF PART OF THE NET PROCEEDS FROM THE SA RIGHTS ISSUE AND THE SA PLACING**

The SA Placing Announcement and the SA Placing Completion Announcement originally indicated that all the net proceeds from the SA Placing of approximately HK\$297.0 million would be applied to further develop the SA Group's hotel and gaming business in the Integrated Entertainment Zone of the Primorye Region (the "IEZ Primorye") of the Russian Far East.

The SA Prospectus and the SA Rights Issue Results Announcement originally indicated that approximately 37.1% of the net proceeds from the SA Rights Issue or HK\$601.4 million would be applied for Phase II development of Tigre de Cristal, which is the SA Group's gaming and hotel property in the IEZ Primorye of the Russian Far East.

As disclosed in the Revolving Loan Announcement, the SA Group intended to utilise part of the net proceeds from the SA Rights Issue and the SA Placing to the extent of approximately HK\$186.4 million and approximately HK\$292.9 million respectively originally intended for use in the Phase II development of Tigre de Cristal for the Revolving Loan. As disclosed in the Revolving Loan Termination Announcement, on 10 May 2023, LET and Summit Ascent mutually agreed to terminate the Revolving Loan Agreement and entered into the Termination Deed, therefore the SA Group no longer intends to utilise the aforementioned net proceeds for the Revolving Loan.

The SA Group intends to utilise the aforementioned net proceeds of approximately HK\$479.3 million as to (i) HK\$280.0 million for the settlement of the Total Consideration; (ii) HK\$25.0 million for designing and planning the future development of the Land Parcel; and (iii) the remaining approximately HK\$174.3 million for general working capital or potential investment opportunities of the SA Group. As the SA Group does not intend to proceed with the Phase II development of Tigre de Cristal at this moment and the development of the Land Parcel is currently still in preliminary stages and does not require any large capital commitments, the SA Group intends to expand its available cash reserves more to practically seize any potential expansion and diversification opportunities.

## **LISTING RULES IMPLICATIONS**

### **From LET's perspective**

As one or more of the applicable percentage ratios in respect of the LET Disposal and the acquisition of Target Company B under Rule 14.07 of the Listing Rules exceeds 5% but all of the applicable percentage ratios are below 25% respectively, the LET Disposal and the acquisition of Target Company B both constitute as discloseable transactions for LET under the Listing Rules and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Summit Ascent is not a “connected subsidiary” or a “commonly held entity” or a “connected person” of LET. Accordingly, the LET Disposal and the SA Acquisitions do not constitute as connected transactions for LET for the purposes of Chapter 14A of the Listing Rules.

### **From Summit Ascent's perspective**

#### ***Chapter 14***

When aggregated, as one or more of the applicable percentage ratios in respect of the SA Acquisitions under Rule 14.07 of the Listing Rules exceeds 25% but all of the applicable percentage ratios are below 100%, the SA Acquisitions constitute as a major transaction for Summit Ascent under the Listing Rules and is subject to the reporting, announcement, circular and SA Shareholders' approval requirements under Chapter 14 of the Listing Rules.

#### ***Chapter 14A***

LET is the controlling shareholder of Summit Ascent, interested in, directly and indirectly, an aggregate of approximately 69.66% of the SA Shares in issue, and therefore a connected person of Summit Ascent. Accordingly, the Sale and Purchase Agreements and the transactions contemplated thereunder constitute as a connected transaction for Summit Ascent under the Listing Rules; and the Sale and Purchase Agreements and the transactions contemplated thereunder are subject to the reporting, announcement, circular and Independent SA Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **INDEPENDENT SA BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

The Independent SA Board Committee, comprising all the independent non-executive SA Directors, has been established to advise and give recommendation to the Independent SA Shareholders on the Change in SA Proceeds and the Sale and Purchase Agreements and the transactions contemplated thereunder.

An independent financial adviser will be appointed to advise the Independent SA Board Committee and the Independent SA Shareholders on, among other matters, the fairness and reasonableness of the Change in SA Proceeds and the Sale and Purchase Agreements and the transactions contemplated thereunder.

## **SUMMIT ASCENT SGM**

A SGM will be convened and held by Summit Ascent to consider and, if thought fit, approve the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder. The voting at the SGM will be taken by poll.

At the SGM, any SA Shareholders with a material interest in the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder are required to abstain from voting on the proposed resolutions to be put forward to the Independent SA Shareholders at the SGM for approving these transactions.

Mr. Lo is a common director of LET and Summit Ascent and is the controlling shareholder of LET and Summit Ascent, being indirectly interested in approximately 72.07% of the issued LET Shares and 69.77% of the issued SA Shares. Accordingly, LET and its associate, Victor Sky, each holding 123,255,000 SA Shares and 3,018,306,811 SA Shares respectively (representing an aggregate of approximately 69.66% interest in SA Shares in issue), and Mr. Lo's associates, Better Linkage Limited and Ever Smart Capital Limited, each holding 520,000 SA Shares and 4,452,000 SA Shares respectively (representing an aggregate of approximately 0.11% interest in SA Shares in issue), will therefore be abstained from voting on the resolutions proposed to be put forward to the Independent SA Shareholders at the SGM for the purpose of approving the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder. Save as aforementioned, to the best of the SA Directors' knowledge, information and belief, having made all reasonable enquiries, no other SA Shareholders are materially interested in the Change in SA Proceeds and the Sale and Purchase Agreements and the transactions contemplated thereunder who are required to abstain from voting at the SGM on these resolutions.

A circular containing, among other things, (i) details of the Sale and Purchase Agreements and the transactions contemplated thereunder; (ii) financial information on the Target Companies; (iii) financial information on the SA Group immediately post-Completion; (iv) a valuation report prepared by the Independent Valuer on the Land Parcel; (v) a letter of recommendation from the Independent SA Board Committee to the Independent SA Shareholders; (vi) a letter of advice from the independent financial adviser to the Independent SA Board Committee and the Independent SA Shareholders; (vii) other information as required under the Listing Rules; and (viii) a notice convening the SGM, is expected to be despatched to the SA Shareholders on or around 16 June 2023 as time is required to prepare the circular.

## **THE SALE AND PURCHASE AGREEMENTS**

On 18 May 2023 (after trading hours), Summit Ascent, entered into the Sale and Purchase Agreements with LET and the Independent Vendor, pursuant to which amongst other things, (i) LET (as seller) conditionally agreed to sell, and Summit Ascent (as buyer) conditionally agreed to acquire, the entire issued share capital of Target Company A and the Sale Loan A at a consideration of HK\$142.8 million; and (ii) the Independent Vendor (as seller) conditionally agreed to sell, and Summit Ascent (as buyer) conditionally agreed to acquire, the entire issued share capital of Target Company B and the Sale Loan B at a consideration of HK\$137.2 million. Target Company A directly holds and Target Company B indirectly holds 51% and 49% interest in MSRDC respectively, whose sole material asset is the Land Parcel. Upon Completion, Target Company A and Target Company B will be directly wholly-owned by Summit Ascent and accordingly Summit Ascent will have 100% interest in the Land Parcel.

### **SALE AND PURCHASE AGREEMENT A**

The principal terms of Sale and Purchase Agreement A are set out below:

Date : 18 May 2023

Parties : (1) LET (as seller); and  
(2) Summit Ascent (as buyer)

As at the date of this announcement, LET is the controlling shareholder of Summit Ascent, interested in, directly and indirectly, an aggregate of approximately 69.66% of the SA Shares in issue, and therefore a connected person of Summit Ascent.

#### **Assets to be acquired**

Pursuant to Sale and Purchase Agreement A, LET conditionally agreed to sell, and Summit Ascent conditionally agreed to purchase, the Sale Share A, representing the entire issued share capital of Target Company A and the Sale Loan A.

## **Consideration A**

The aggregate consideration for the sale and purchase of the Sale Share A and the Sale Loan A shall be HK\$142.8 million and which shall be apportioned as follows:

- (a) the consideration for the assignment of the Sale Loan A shall be HK\$142,799,992.0; and
- (b) the consideration for the transfer of the Sale Share A shall be HK\$8.0.

Consideration A shall be payable in cash by Summit Ascent to LET at Completion. The total Consideration A of HK\$142.8 million was determined after arm's length negotiations among LET, the Independent Vendor and Summit Ascent in regards to the market value of the Land Parcel, being HK\$288.6 million according to the preliminary Valuation.

## **Conditions Precedent A**

Completion A is subject to and conditional upon, among others, the fulfillment or waiver (as the case may be) of the following conditions:

- (1) Summit Ascent being satisfied with the results of the due diligence review to be conducted at its sole and absolute discretion;
- (2) the passing by the Independent SA Shareholders of relevant resolution(s) at the SGM in compliance with the requirements of the Listing Rules approving the Change in SA Proceeds and the Sale and Purchase Agreement A and the transactions contemplated thereunder;
- (3) the passing by the LET Shareholders of relevant resolution(s) at an extraordinary general meeting of LET in compliance with the requirements of the Listing Rules approving the Sale and Purchase Agreement A and the transactions contemplated thereunder (if required);
- (4) the obtaining of a valuation report (in the form and substance satisfactory to Summit Ascent) from the Valuer showing the Valuation of the Land Parcel as at 30 April 2023 is not less than JPY5.0 billion;
- (5) all necessary consents, licences and approvals required to be obtained on the part of LET in respect of the Sale and Purchase Agreement A and the transactions contemplated thereby having been obtained and remain in full force and effect;

- (6) all necessary consents, licences and approvals required to be obtained on the part of Summit Ascent in respect of the Sale and Purchase Agreement A and the transactions contemplated thereby having been obtained and remain in full force and effect;
- (7) LET's warranties remaining true, accurate and complete in all material respects;
- (8) Summit Ascent's warranties remaining true, accurate and complete in all material respects; and
- (9) the entering into of the Sale and Purchase Agreement B and fulfillment of all Conditions Precedent B (save for the condition that the Sale and Purchase Agreement A having become unconditional).

Summit Ascent may at its absolute discretion at any time waive in writing the above conditions precedent (1) and (7). LET may at its absolute discretion at any time waive in writing the above condition precedent (8). If the Conditions Precedent A have not been satisfied (or as the case may be, waived) on or before 4:00 p.m. on 31 August 2023, or such later date as LET and Summit Ascent may agree in writing, the Sale and Purchase Agreement A shall cease and terminate and neither party shall have any obligations and liabilities towards each other thereunder save for any antecedent breach.

## **SALE AND PURCHASE AGREEMENT B**

The principal terms of Sale and Purchase Agreement B are set out below:

Date : 18 May 2023

Parties : (1) the Independent Vendor (as seller); and  
(2) Summit Ascent (as buyer)

To the best of the SA Directors' and LET Directors' knowledge, information and belief, and having made all reasonable enquiries, the Independent Vendor and its ultimate beneficial owner are Independent Third Parties. The Independent Vendor is principally engaged in investment holding.



## **Assets to be acquired**

Pursuant to Sale and Purchase Agreement B, the Independent Vendor conditionally agreed to sell, and Summit Ascent conditionally agreed to purchase, the Sale Share B, representing the entire issued share capital of Target Company B and the Sale Loan B.

## **Consideration B**

The aggregate consideration for the sale and purchase of the Sale Share B and the Sale Loan B shall be HK\$137.2 million and which shall be apportioned as follows:

- (a) the consideration for the assignment of the Sale Loan B shall be HK\$137,199,992.0; and
- (b) the consideration for the transfer of the Sale Share B shall be HK\$8.0.

Consideration B shall be payable in cash by Summit Ascent to the Independent Vendor at Completion. The total Consideration B of HK\$137.2 million was determined after arm's length negotiations among LET, the Independent Vendor and Summit Ascent in regards to the market value of the Land Parcel, being HK\$288.6 million according to the preliminary Valuation.

## **Conditions Precedent B**

Completion B is subject to and conditional upon, among others, the fulfillment or waiver (as the case may be) of the following conditions:

- (1) Summit Ascent being satisfied with the results of the due diligence review to be conducted at its sole and absolute discretion;
- (2) the passing by the Independent SA Shareholders of relevant resolution(s) at the SGM in compliance with the requirements of the Listing Rules approving the Change in SA Proceeds and the Sale and Purchase Agreement B and the transactions contemplated thereunder;
- (3) the passing by the LET Shareholders of relevant resolution(s) at an extraordinary general meeting of LET in compliance with the requirements of the Listing Rules approving the Sale and Purchase Agreement B and the transactions contemplated thereunder (if required);
- (4) the obtaining of a valuation report (in the form and substance satisfactory to Summit Ascent) from the Valuer showing the Valuation of the Land Parcel as at 30 April 2023 is not less than JPY5.0 billion;



- (5) all necessary consents, licences and approvals required to be obtained on the part of the Independent Vendor in respect of the Sale and Purchase Agreement B and the transactions contemplated thereby having been obtained and remain in full force and effect;
- (6) all necessary consents, licences and approvals required to be obtained on the part of Summit Ascent and LET in respect of the Sale and Purchase Agreement B and the transactions contemplated thereby having been obtained and remain in full force and effect;
- (7) the Independent Vendor's warranties remaining true, accurate and complete in all material respects;
- (8) Summit Ascent's warranties remaining true, accurate and complete in all material respects; and
- (9) the entering into of the Sale and Purchase Agreement A and fulfillment of all Conditions Precedent A (save for the condition that the Sale and Purchase Agreement B having become unconditional).

Summit Ascent may at its absolute discretion at any time waive in writing the above conditions precedent (1) and (7). The Independent Vendor may at its absolute discretion at any time waive in writing the above condition precedent (8). If the Conditions Precedent B have not been satisfied (or as the case may be, waived) on or before 4:00 p.m. on 31 August 2023, or such later date as the Independent Vendor and Summit Ascent may agree in writing, the Sale and Purchase Agreement B shall cease and terminate and neither party shall have any obligations and liabilities towards each other thereunder save for any antecedent breach.

### **The Call Option and the Call Option Parcel**

One of the 28 land parcels (the "**Call Option Parcel**"), with a site area of approximately 1,968 square meters, comprising the Land Parcel is subject to a call option (the "**Call Option**") in favour of the Japan Government under the original sale and purchase agreement (the "**Original SPA**") dated 29 October 2018 in relation to the original sale of the Call Option Parcel by the Japan Government, pursuant to which if the Japan Government determines that the owner of the Call Option Parcel has not been used for the construction of hotel facility, the Japan Government may exercise the Call Option to repurchase the Call Option Parcel at a purchase price of JPY5,189,500.0 (equivalent to approximately HK\$299,107.0). The Call Option expires on 29 October 2023.

Pursuant to the Original SPA, if MSRDC is in breach of the Original SPA, the Japan Government may cancel the Original SPA. In such event, MSRDC must, among others, restore the Call Option Parcel to original conditions and return it to the Japan Government, and the Japan Government must return the received purchase price of JPY5,189,500.0 (equivalent to approximately HK\$299,107.0).

As at the date of this announcement, the Call Option Parcel primarily consists of a public road that was developed by the Japan Government. Based on the SA Group's primary development plans for the Land Parcel, no major development is planned inside the Call Option Parcel, therefore the SA Board considers that even if the Call Option is exercised or the original SPA is cancelled, the disposal of the Call Option Parcel is unlikely to affect the SA Group's development plans for the Land Parcel. Taking into account the abovementioned factors and the Deeds of Indemnity to be entered into as disclosed below, the SA Board considers that the Call Option or the possible cancellation of the Original SPA will not have a material adverse effect on the SA Acquisitions, the SA Group's development plans for the Land Parcel or the SA Group's operations.

In the event that the Call Option is exercised or the original SPA is cancelled, LET and Summit Ascent will comply with all applicable requirements under the Listing Rules.

### **The Deeds of Indemnity**

Under the Sale and Purchase Agreements, LET and the Independent Vendor as the indemnifying parties and Summit Ascent as the indemnified party will enter into deeds of indemnity (the "**Deeds of Indemnity**") pursuant to which LET and the Independent Vendor agree to indemnify Summit Ascent on demand from any depletion in or reduction in value of its assets or any loss (including all legal costs and suspension of operation), cost, expenses, damages or other liabilities which Summit Ascent may incur or suffer arising from or in connection with the Original SPA and the Call Option.

Based on the difference between the approximate value of the Call Option Parcel of approximately HK\$5,061,000.0 and the Call Option Price or the received purchase price received by the Japan Government (as the case may be) of JPY5,189,500.0 (equivalent to approximately HK\$299,107.0), it is expected that LET and the independent Vendor will pay a sum of approximately HK\$4,800,000 to Summit Ascent pursuant to the Deeds of indemnity if the Call Option is exercised or the Original SPA is cancelled. The approximate value of the Call Option Parcel is an estimate with reference to the site area of the Call Option Parcel and the unit rate per square meter as adopted in the Valuation.

Taking into account the abovementioned factors, the SA Board considers that the entering into of the Deeds of Indemnity are fair and reasonable and in the best interests of the SA Shareholders.

## **Completion**

The Sale and Purchase Agreements are inter-conditional upon each other. Upon compliance with or fulfilment (or waiver) of all the Conditions Precedent A and Conditions Precedent B, Completion A shall take place contemporaneously with Completion B at 4:00 p.m. on the Completion Date.

Upon Completion, all of the companies under Target Group A and Target Group B will become wholly-owned subsidiaries of Summit Ascent and indirectly non-wholly owned subsidiaries of LET and the financial results of all of the companies under Target Group A and Target Group B will be consolidated into those of the SA Group and the LET Group.

## **VALUATION**

The value of the Land Parcel under the Target Company A in the books of the LET Group as at 31 December 2022, the date of its latest audited published accounts, was approximately HK\$268.7 million. The Land Parcel has been held by the LET Group for more than twelve (12) months.

According to the draft Valuation prepared by the Independent Valuer, an Independent Third Party and a property valuer, as at 30 April 2023, the value of the Land Parcel was JPY5,007,000,000.0 (equivalent to approximately HK\$288.6 million) (the “**Valuation**”) which was determined on the basis of the “market approach”, an approach that provides an indication of value by comparing the subject asset with identical or similar assets for which price information is available.

## **INFORMATION OF LET GROUP AND SA GROUP**

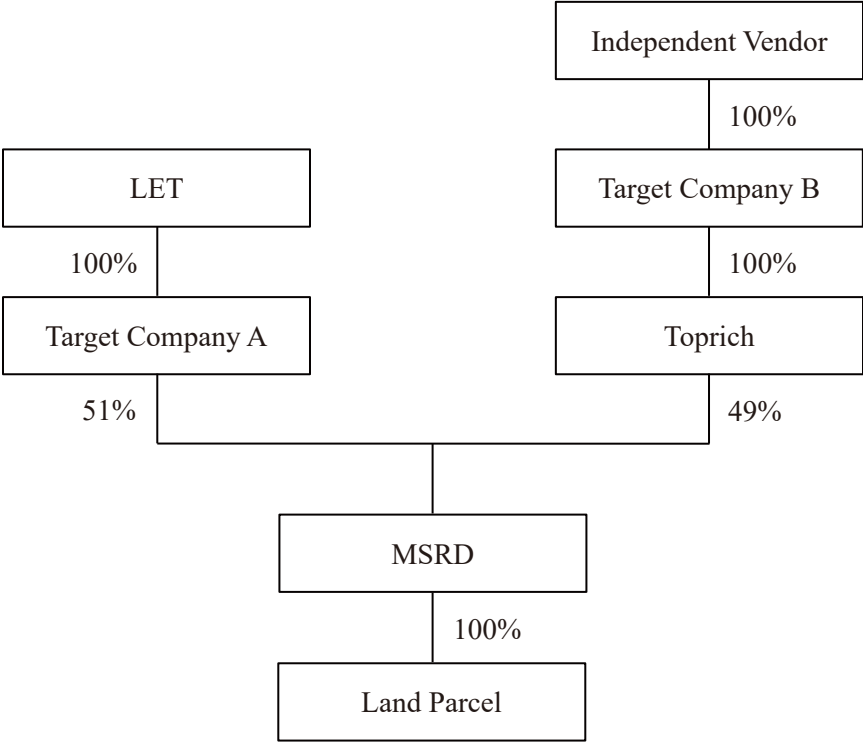
LET is an investment holding company incorporated in the Cayman Islands with limited liability. The LET Group is principally engaged in (i) through Suntrust and its subsidiaries, the development and operation of the Main Hotel Casino in the Philippines; (ii) through the SA Group, the operation of the hotel and gaming business in the IEZ Primorye in Russia; (iii) property development in Japan; and (iv) management and operation of malls in the PRC.

Summit Ascent is an investment holding company incorporated in Bermuda with limited liability. The SA Group is principally engaged in the operation of the hotel and gaming business in the IEZ Primorye in Russia. The gaming and hotel operations of the SA Group are conducted through its 77.5% equity interest in Oriental Regent Limited, an indirect non-wholly owned subsidiary of Summit Ascent. Summit Ascent is an approximately 69.66% owned subsidiary, in aggregate directly and indirectly, of LET.

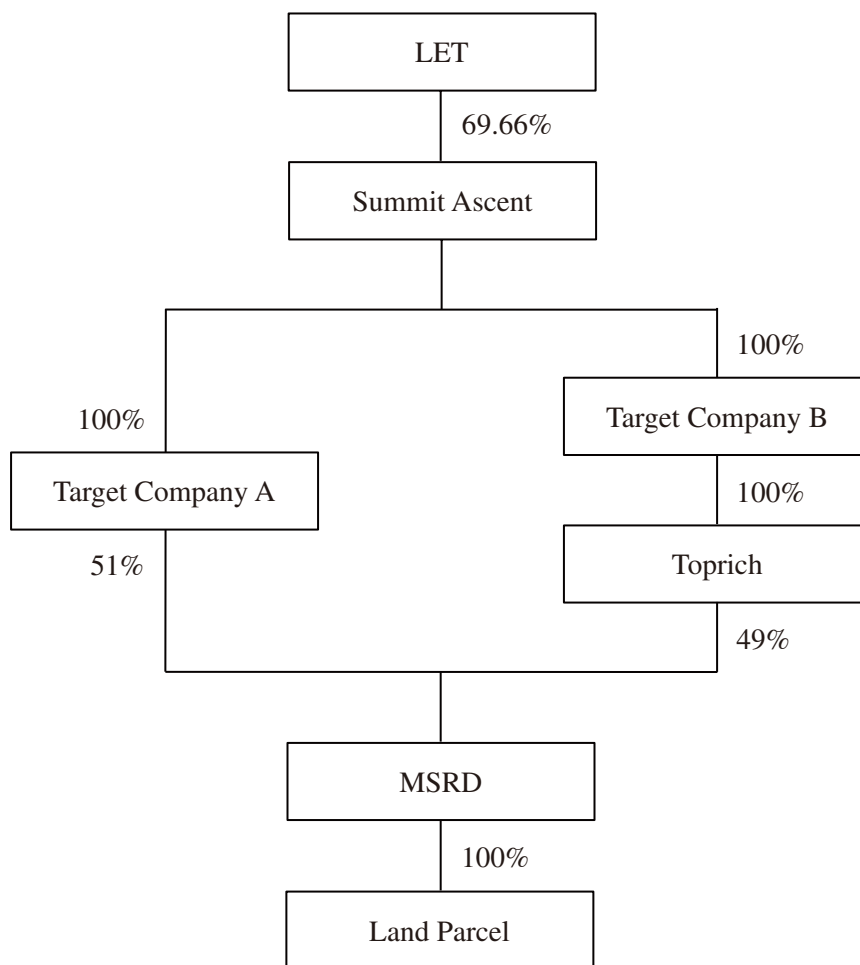
**INFORMATION OF THE TARGET GROUPS**

**Shareholding structure of the Target Groups**

Set out below is the shareholding structure of the Target Groups as at the date of the Sale and Purchase Agreements:



Set out below is the shareholding structure of the Target Groups upon Completion:



Target Company A is an investment holding company and a wholly-owned subsidiary of LET. Target Company A is principally engaged in investment holding.

Target Company B and Toprich are investment holding companies wholly-owned by the Independent Vendor. Target Company B and Toprich are principally engaged in investment holding.

MSRD is an investment holding company principally engaged in sale, exchange, lease and management of real estate. The sole material asset of MSRD is the Land Parcel.

### **The Land Parcel**

The Land Parcel comprises 28 adjoining land parcels located in Nishihara, Aza Nikadori, Hirara, Miyakojima City, Okinawa Prefecture, Japan with a total site area of approximately 108,799 square meters. As at the date of this announcement, the Land Parcel largely consists of undeveloped land.

## Financial information of Target Group A

Set out below is the unaudited consolidated financial information of Target Group A for the period from 1 January 2023 to 30 April 2023 and year ended 31 December 2022:

	<b>For the period from 1 January 2023 to 30 April 2023 <i>HK\$'000</i> (unaudited)</b>	<b>For the year ended 31 December 2022 <i>HK\$'000</i> (unaudited)</b>
Revenue	–	–
Loss before taxation	2,272	15,185
Loss after taxation attributable to shareholders	1,597	13,102

Target Group A had unaudited consolidated net liabilities attributable to shareholders of approximately HK\$38,228,000.0 as at 30 April 2023.

## Financial information of Target Group B

Set out below is the unaudited consolidated financial information of the Target Group B from the date of incorporation (i.e. 1 March 2023) to 30 April 2023:

	<b>For the period from the date of incorporation (i.e. 1 March 2023) to 30 April 2023 <i>HK\$'000</i> (unaudited)</b>
Revenue	–
Loss before taxation	88
Loss after taxation	88

Target Group B had unaudited consolidated net liabilities of approximately HK\$94,000.0 as at 30 April 2023.

## **REASONS FOR AND BENEFITS OF THE LET DISPOSAL AND THE SA ACQUISITIONS AND USE OF PROCEEDS**

### **Summit Ascent**

As disclosed in the SA Placing Announcement, all of the net proceeds from the SA Placing of approximately HK\$297.0 million would be applied to further develop the SA Group's hotel and gaming business in the IEZ Primorye of the Russian Far East.

As disclosed in the SA Prospectus, approximately 37.1% of the net proceeds from the SA Rights Issue or HK\$601.4 million would be applied for the Phase II development of Tigre de Cristal, which is the SA Group's gaming and hotel property in the IEZ Primorye of the Russian Far East.

Since the beginning of 2020, the COVID-19 epidemic has had serious negative impacts on the global economy and severely affected tourism, which also hindered the pre-construction phase, including design, procurement of construction materials tendering and associated payments of Tigre de Cristal Phase II. While the Russian tourism industry is slowly recovering from the COVID-19 pandemic, it now faces huge uncertainty from the impact of the significant escalation in the Russia-Ukraine Conflict since late February 2022. The United States, the European Union and their allies have imposed an unprecedented range of sanctions and export controls on Russia, which aim at weakening its ability to finance the special military operation including, but not limited to, removal of major Russian banks from the SWIFT messaging system operated by the Society for Worldwide Interbank Financial Telecommunication. A lot of large global corporations have also voluntarily suspended their operations in Russia. Several governments have banned Russian aircraft from their airspace and have issued travel advisories calling on their nationals to avoid travel to Russia. The Russian government responded with a mutual ban for these countries. The escalation in conflict and sanctions have a negative effect on the motivation and choices for international tourists to freely travel into and out of Russia, which affects Tigre de Cristal's customer base. There is currently no indication on when the military conflict and the related sanctions will end.

Taking into account the abovementioned effects and uncertainties of the Russia-Ukraine Conflict, the SA Board does not have a positive outlook for Tigre de Cristal and is of the opinion that developing Phase II would result in significantly increased expenditures with minimal potential return on investment in the current economic environment.



With the SA Group's investment in Suntrust since 2020, the SA Group intends to expand its reach in Asia to diversify its geographical presence and mitigate some of the risks related to principally relying on Tigre de Cristal. In April 2023, Japan approved a plan to build the country's first-ever casino in the western port city of Osaka, aimed at attracting domestic and global tourist spending, and "become a tourism base that disseminates the charm of Japan to the world" according to the Prime Minister of Japan. Other related industries can also reap the benefits of casino tourism, such as the hospitality industry. The SA Group intends to develop the Land Parcel into a luxury hotel with seaside cabins. As the SA Group has rich experience in building and operating a five-star hotel, Tigre de Cristal, which was nominated to the World Travel Awards five times since its opening in 2015 and won "Russia's Leading Resort" in 2018, and was also named "Russia's Best Casino Hotel" at the World Casino Awards in 2021, there is strong potential synergy with Japan's plans and cross selling opportunities for its integrated resort business. Based on the preliminary construction plan of the Land Parcel, it is expected that after Completion, the SA Group will utilise approximately HK\$25 million on the design and planning of the Land Parcel for future development of the Land Parcel.

The SA Directors have reviewed the working capital needs and projections of the SA Group to ensure the Change in SA Proceeds will not affect the SA Group's ordinary business operations. Based on the annual report of Summit Ascent for the year ended 31 December 2022, the SA Group has a strong balance sheet with minimal debt and ample cash reserves for the operations of Tigre de Cristal as at 31 December 2022. The SA Group also recorded a net profit after tax and positive cash flow from operating activities for the year ended 31 December 2022. The SA Group is currently in a strong position to expand and diversify its operations.

As at 31 December 2022, the Target Company A owed an amount of approximately HK\$174.5 million owed to LET Group and the Target Company B owed an amount of approximately HK\$80.7 million to the Independent Vendor respectively, representing an aggregate of HK\$255.2 million. The Total Consideration is based entirely upon the Valuation of HK\$288.6 million and represents a discount of approximately 3% to the Valuation.

Taking into account the abovementioned factors, the SA Board (other than the independent non-executive SA Directors whose opinion will be deferred after receiving the advice of the independent financial adviser) is of the view that SA Acquisitions and the transactions contemplated thereunder are on normal commercial terms, fair and reasonable and, while not in the ordinary and usual course of business of the SA Group, in the interests of Summit Ascent and the SA Shareholders as a whole. Mr. Lo, being common director of LET and Summit Ascent and the controlling shareholder of LET and Summit Ascent, is regarded as having a material interest (or as the case may be, potential conflict of interest) in the SA Acquisitions and the transactions contemplated thereunder. At the meeting of the SA Board approving the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder, Mr. Lo had abstained from voting on the relevant resolutions.

## **LET**

The LET Group has held the Land Parcel since 2019 without proceeding with any major development as the LET Group has been focusing on other projects that also have large capital commitments, such as the Main Hotel Casino.

As above-mentioned, the SA Group has a strong balance sheet and cash reserves with no other major ongoing developments due to not proceeding with the Phase II development of Tigre de Cristal. As Summit Ascent is a subsidiary of LET, with the SA Acquisitions, the LET Group can continue to hold a majority interest in the Land Parcel. The SA Group can also proceed with the development of the Land Parcel with the proceeds originally intended for the Phase II development of Tigre de Cristal. This allows the LET Group to derive benefit from the Land Parcel whilst focusing on the development of the Main Hotel Casino.

LET intends to apply the net proceeds from the LET Disposal for potential future investments related to the Group's principal activities, including among others, travel services, hotels, resorts, gaming, entertainment, food and beverage and property development.

Taking into account the abovementioned factors, the LET Board is of the view that the LET Disposal and the SA Acquisitions and the transactions contemplated thereunder respectively are on normal commercial terms, fair and reasonable and, while not in the ordinary and usual course of business of the LET Group, in the interests of LET and the LET Shareholders as a whole.

## **FINANCIAL EFFECTS OF THE LET DISPOSAL AND THE SA ACQUISITIONS**

### **LET**

Upon Completion, LET Group's indirect interest in the Land Parcel will be increased from 51.00% to approximately 69.66%, the financial results of the Target Company A will continue to be consolidated in the consolidated financial statements of LET Group and the financial results of the Target Company B will be consolidated in the consolidated financial statements of LET Group.

As Summit Ascent is a non wholly-owned subsidiary of LET Group whose accounts and financial results are consolidated into the accounts of LET Group, it is expected that the LET Disposal and the SA Acquisitions will not have any effect on the LET Group's consolidated statement of profit or loss.

### **Summit Ascent**

Upon Completion, the SA Group will have acquired 100% interest in the Land Parcel and the financial results of the Target Companies will be consolidated in the consolidated financial statements of SA Group.

Upon Completion, it is expected that the SA Group's assets would increase by approximately HK\$280.0 million, based on the Total Consideration paid for the SA Acquisitions, which would be offset by the decrease in cash and bank balances of approximately HK\$280.0 million. The SA Acquisitions are not expected to have any material effect on the total assets, total liabilities and earnings of the SA Group.

## **LISTING RULES IMPLICATIONS**

### **From LET's perspective**

As one or more of the applicable percentage ratios in respect of the LET Disposal and the acquisition of Target Company B under Rule 14.07 of the Listing Rules exceeds 5% but all of the applicable percentage ratios are below 25% respectively, the LET Disposal and the acquisition of Target Company B both constitute as discloseable transactions for LET under the Listing Rules and are subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

Summit Ascent is not a "connected subsidiary" or a "commonly held entity" or a "connected person" of LET. Accordingly, the LET Disposal and the SA Acquisitions do not constitute as connected transactions for LET for the purposes of Chapter 14A of the Listing Rules.

## **From Summit Ascent's perspective**

### ***Chapter 14***

When aggregated, as one or more of the applicable percentage ratios in respect of the SA Acquisitions under Rule 14.07 of the Listing Rules exceeds 25% but all of the applicable percentage ratios are below 100%, the SA Acquisitions constitute as a major transaction for Summit Ascent under the Listing Rules and is subject to the reporting, announcement, circular and SA Shareholders' approval requirements under Chapter 14 of the Listing Rules.

### ***Chapter 14A***

LET is the controlling shareholder of Summit Ascent, interested in, directly and indirectly, an aggregate of approximately 69.66% of the SA Shares in issue, and therefore a connected person of Summit Ascent. Accordingly, the Sale and Purchase Agreements and the transactions contemplated thereunder constitute as a connected transaction for Summit Ascent under the Listing Rules and the Sale and Purchase Agreements and the transactions contemplated thereunder are subject to the reporting, announcement, circular and Independent SA Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **INDEPENDENT SA BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER**

The Independent SA Board Committee, comprising all the independent non-executive SA Directors, has been established to advise and give recommendation to the Independent SA Shareholders on the Change in SA Proceeds and the Sale and Purchase Agreements and the transactions contemplated thereunder.

An independent financial adviser will be appointed to advise the Independent SA Board Committee and the Independent SA Shareholders on, among other matters, the fairness and reasonableness of the Change in SA Proceeds and the Sale and Purchase Agreements and the transactions contemplated thereunder.

## **SUMMIT ASCENT SGM**

A SGM will be convened and held by Summit Ascent to consider and, if thought fit, approve the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder. The voting at the SGM will be taken by poll.

At the SGM, any SA Shareholders with a material interest in the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder are required to abstain from voting on the proposed resolutions to be put forward to the Independent SA Shareholders at the SGM for approving these transactions.

Mr. Lo is a common director of LET and Summit Ascent and is the controlling shareholder of LET and Summit Ascent, being indirectly interested in approximately 72.07% of the issued LET Shares and 69.77% of the issued SA Shares. Accordingly, LET and its associate, Victor Sky, each holding 123,255,000 SA Shares and 3,018,306,811 SA Shares respectively (representing an aggregate of approximately 69.66% interest in SA Shares in issue), and Mr. Lo's associates, Better Linkage Limited and Ever Smart Capital Limited, each holding 520,000 SA Shares and 4,452,000 SA Shares respectively (representing an aggregate of approximately 0.11% interest in SA Shares in issue), will therefore be abstained from voting on the resolutions proposed to be put forward to the Independent SA Shareholders at the SGM for the purpose of approving the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder. Save as aforementioned, to the best of the SA Directors' knowledge, information and belief, having made all reasonable enquiries, no other SA Shareholders are materially interested in the Change in SA Proceeds and the Sale and Purchase Agreements and the transactions contemplated thereunder who are required to abstain from voting at the SGM on these resolutions.

A circular containing, among other things, (i) details of the Sale and Purchase Agreements and the transactions contemplated thereunder; (ii) financial information on the Target Companies; (iii) financial information on the SA Group immediately post-Completion; (iv) a valuation report prepared by the Independent Valuer on the Land Parcel; (v) a letter of recommendation from the Independent SA Board Committee to the Independent SA Shareholders; (vi) a letter of advice from the independent financial adviser to the Independent SA Board Committee and the Independent SA Shareholders; (vii) other information as required under the Listing Rules; and (viii) a notice convening the SGM, is expected to be despatched to the SA Shareholders on or around 16 June 2023 as time is required to prepare the circular.

## **CHANGE IN USE OF PART OF THE NET PROCEEDS FROM THE LET PLACING**

Reference is made to the LET Placing Announcement and LET Placing Completion Announcement in relation to the LET Placing, pursuant to which LET raised net proceeds of approximately HK\$48.5 million of which the LET Group intended to utilise HK\$10.0 million towards settling the arrangement fee owed by LET to Summit Ascent for the Revolving Loan. As disclosed in the Revolving Loan Termination Announcement, on 10 May 2023, LET and Summit Ascent mutually agreed to terminate the Revolving Loan Agreement and entered into the Termination Deed, therefore the aforementioned arrangement fee is no longer required to be settled by LET. Accordingly, the LET Board has resolved to reallocate the aforementioned net proceeds of HK\$10.0 million for the general working capital of the LET Group.

As the LET Group is no longer required to settle the abovementioned arrangement fee under the Revolving Loan and currently has large capital commitments, the LET Board is of the view that the reallocation of the aforementioned net proceeds from the LET Placing of HK\$10.0 million for the general working capital of the LET Group will not have any material adverse effect on the existing business and operation of the LET Group and is in the best interests of LET and the LET Shareholders as a whole.

## **CHANGE IN USE OF PART OF THE NET PROCEEDS FROM THE SA RIGHTS ISSUE AND THE SA PLACING**

The SA Placing Announcement and the SA Placing Completion Announcement originally indicated that all the net proceeds from the SA Placing of approximately HK\$297.0 million would be applied to further develop the SA Group's hotel and gaming business in the IEZ Primorye of the Russian Far East.

The SA Prospectus and the SA Rights Issue Results Announcement originally indicated that approximately 37.1% of the net proceeds from the SA Rights Issue or HK\$601.4 million would be applied for Phase II development of Tigre de Cristal, which is the SA Group's gaming and hotel property in the IEZ Primorye of the Russian Far East.

As disclosed in "REASONS FOR AND BENEFITS OF THE LET DISPOSAL AND THE SA ACQUISITIONS AND USE OF PROCEEDS" in this announcement, the impact of Russia-Ukraine Conflict has severely affected the economy in Russia and the ability for tourists to freely travel into and out of Russia which, in turn, severely affects the outlook of Tigre de Cristal. Accordingly the SA Group's Phase II development of Tigre de Cristal has been suspended. Part of the net proceeds from the SA Rights Issue and the SA Placing to the extent of approximately HK\$186.4 million and approximately HK\$292.9 million respectively originally intended for use in the Phase II development of Tigre de Cristal is not required for immediate use by the SA Group for the moment.

As disclosed in the Revolving Loan Announcement, the SA Group intended to utilise part of the net proceeds from the SA Rights Issue and the SA Placing to the extent of approximately HK\$186.4 million and approximately HK\$292.9 million respectively originally intended for use in the Phase II development of Tigre de Cristal for the Revolving Loan. As disclosed in the Revolving Loan Termination Announcement, on 10 May 2023 LET and Summit Ascent mutually agreed to terminate the Revolving Loan Agreement and entered into the Termination Deed, therefore the SA Group no longer intends to utilise the aforementioned net proceeds for the Revolving Loan.

The SA Group intends to utilise the aforementioned net proceeds of approximately HK\$479.3 million as to (i) HK\$280.0 million for the settlement of the Total Consideration; (ii) HK\$25.0 million for designing and planning the future development of the Land Parcel; and (iii) the remaining approximately HK\$174.3 million for general working capital or potential investment opportunities of the SA Group (the “**Change in SA Proceeds**”). As the SA Group does not intend to proceed with the Phase II development of Tigre de Cristal at this moment and the development of the Land Parcel is currently still in preliminary stages and does not require any large capital commitments, the SA Group intends to expand its available cash reserves so the SA Group more practically seize any potential expansion and diversification opportunities.

Having considered the expansion and diversification opportunities to the SA Group in deploying the original portion of the net proceeds from the SA Rights Issue and the SA Placing for the Phase II development of Tigre de Cristal in the total amount of approximately HK\$479.3 million as to (i) HK\$305.0 million for the acquisition and subsequent development of the Land Parcel; and (ii) approximately HK\$174.3 million for general working capital or potential investment opportunities of the SA Group, the SA Board is of the view that the proposed change in use of the original portion of the net proceeds from the SA Rights Issue and the SA Placing for Phase II development of Tigre de Cristal to (i) settle the Total Consideration; (ii) fund the design and planning for the development of the Land Parcel; and (iii) for general working capital or potential investment opportunities of the SA Group will not have any material adverse effect on the existing business and operations of the SA Group and is fair and reasonable and in the interests of Summit Ascent and the SA Shareholders as a whole. The Change in SA Proceeds is subject to the approval of the Independent SA Shareholders’ at the SGM.



## DEFINITIONS

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

“associate”	has the meaning ascribed to it under the Listing Rules
“Business Day”	a day (other than a Saturday, Sunday and public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“BVI”	the British Virgin Islands
“Call Option”	has the meaning as defined in “The Call Option and the Call Option Parcel” in this announcement
“Call Option Parcel”	has the meaning as defined in “The Call Option and the Call Option Parcel” in this announcement
“Change in SA Proceeds”	has the meaning as defined in “CHANGE IN USE OF PART OF THE NET PROCEEDS FROM THE SA RIGHTS ISSUE AND THE SA PLACING” in this announcement
“Completion”	completion of Sale and Purchase Agreement A and Sale and Purchase Agreement B
“Completion A”	completion of the Sale and Purchase Agreement A
“Completion B”	completion of the Sale and Purchase Agreement B
“Completion Date”	within ten (10) Business Days after the fulfillment or waiver (as the case may be) of the conditions precedent to the relevant Sale and Purchase Agreement or such other date as LET and Summit Ascent or the Independent Vendor and Summit Ascent (as the case may be) may agree in writing

“Conditions Precedent A”	the conditions precedent to the Sale and Purchase Agreement A as set out in “The Sale and Purchase Agreement A – Conditions Precedent A” in this announcement
“Conditions Precedent B”	the conditions precedent to the Sale and Purchase Agreement B as set out in “The Sale and Purchase Agreement B – Conditions Precedent B” in this announcement
“connected person”	has the meaning ascribed to it under the Listing Rules
“Consideration A”	the consideration of HK\$142.8 million payable by Summit Ascent to LET under the Sale and Purchase Agreement A
“Consideration B”	the consideration of HK\$137.2 million payable by Summit Ascent to the Independent Vendor under the Sale and Purchase Agreement B
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“COVID-19”	novel coronavirus (COVID-19), a coronavirus identified as the cause of an outbreak of respiratory illness
“Deeds of Indemnity”	has the meaning as defined in “The Deeds of Indemnity” in this announcement
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“IEZ Primorye”	has the meaning as defined in “CHANGE IN USE OF PART OF THE NET PROCEEDS FROM THE SA RIGHTS ISSUE AND THE SA PLACING” in this announcement
“Independent SA Board Committee”	the independent board committee of the SA Board comprising all the independent non-executive SA Directors established to advise the Independent SA Shareholders on, among other matters, the fairness and reasonableness of the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder respectively

“Independent SA Shareholders”	the SA Shareholders, other than LET, Victor Sky, Mr. Lo and their respective associates, who have no material interest in the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder respectively
“Independent Third Party”	a third party independent of and not connected with Summit Ascent and any connected person of Summit Ascent and is itself not a connected person of Summit Ascent
“Independent Valuer”	Vincorn Consulting and Appraisal Limited
“Independent Vendor”	Solid Impact Limited, a limited liability company incorporated in BVI whose ultimate beneficial owner is Mr. Clayton Ip who is an Independent Third Party
“Japan Government”	the Government of Japan
“JPY”	Japanese Yen, the lawful currency of Japan
“Land Parcel”	the property comprising 28 adjoining land parcels located in Nishihara, Aza Nikadori, Hirara, Miyakojima City, Okinawa Prefecture, Japan with a total site area of approximately 108,799 square meters wholly-owned by MSRD
“LET”	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)
“LET Board”	the board of LET Directors
“LET Directors”	the directors of LET and each an “LET Director”
“LET Disposal”	the disposal of Target Company A by LET pursuant to the Sale and Purchase Agreement A
“LET Group”	LET and its subsidiaries from time to time, including the SA Group
“LET Placing”	the placing of new LET Shares under general mandate of LET completed on 24 February 2023

“LET Placing Announcement”	the announcement of LET dated 3 February 2023 in relation to, among other things, the LET Placing
“LET Placing Completion Announcement”	the announcement of LET dated 24 February 2023 in relation to, among other things, the completion of the LET Placing
“LET Shareholders”	the holders of the issued LET Shares
“LET Shares”	ordinary shares of par value of HK\$0.1 each in the issued and unissued share capital of LET
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Hotel Casino”	a hotel casino located at Entertainment City, Manila, the Philippines
“Mr. Lo”	Mr. Lo Kai Bong
“MSRD”	MSRD Corporation Limited, a company incorporated in Japan held as to 51.0% by Target Company A and 49.0% by Toprich and whose principal asset is the Land Parcel
“Original SPA”	has the meaning as defined in “The Deeds of Indemnity” in this announcement
“percentage ratios”	has the meaning as defined in Rule 14.07
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Revolving Loan”	the revolving loan facility of an amount not exceeding HK\$500,000,000 to be provided by Summit Ascent to LET under and pursuant to the Revolving Loan Agreement
“Revolving Loan Agreement”	the conditional revolving loan agreement dated 27 January 2023 in relation to the Revolving Loan entered into between Summit Ascent as lender and LET as borrower, details of which were disclosed in the Revolving Loan Announcement

“Revolving Loan Announcement”	the joint announcement of LET and Summit Ascent dated 27 January 2023 in relation to, among other things, the Revolving Loan
“Revolving Loan Termination Announcement”	the joint announcement of LET and Summit Ascent dated 10 May 2023 in relation to, among other things, the Termination Deed
“Russia”	the Russian Federation
“Russia-Ukraine Conflict”	the ongoing conflict between Russia and Ukraine since February 2014 that escalated in February 2022
“SA Acquisitions”	the acquisition of Target Company A and Target Company B pursuant to the Sale and Purchase Agreement A and Sale and Purchase Agreement B respectively and the transactions contemplated thereby
“SA Board”	the board of SA Directors
“SA Directors”	directors of Summit Ascent and each, a “SA Director”
“SA Group”	Summit Ascent and its subsidiaries from time to time
“SA Placing”	the placing of new SA Shares under general mandate of Summit Ascent completed on 19 August 2019
“SA Placing Announcement”	the announcement of Summit Ascent dated 25 July 2019 in relation to, among other things, the Placing
“SA Placing Completion Announcement”	the announcement of Summit Ascent dated 19 August 2019 in relation to, among other things, the completion of the Placing
“SA Prospectus”	the prospectus of Summit Ascent dated 18 September 2020 in relation to, among other things, the SA Rights Issue
“SA Rights Issue”	the rights issue of Summit Ascent on the basis of three (3) rights shares for every two (2) SA Shares completed on 15 October 2020 at the subscription price of HK\$0.6 per rights share as disclosed in the circular of Summit Ascent dated 14 August 2020 and the SA Prospectus

“SA Rights Issue Results Announcement”	the announcement of Summit Ascent dated 14 October 2020 in relation to, among other things, the results of the SA Rights Issue
“SA Shareholders”	the holders of the issued SA Shares
“SA Shares”	ordinary shares of par value of HK\$0.025 each in the issued and unissued share capital of Summit Ascent
“Sale and Purchase Agreement A”	the conditional sale and purchase agreement dated 18 May 2023 pursuant to which amongst other things, LET (as seller) conditionally agreed to sell, and Summit Ascent (as buyer) conditionally agreed to acquire, the entire issued share capital of Target Company A and the Sale Loan A
“Sale and Purchase Agreement B”	the conditional sale and purchase agreement dated 18 May 2023 pursuant to which amongst other things, the Independent Vendor (as seller) conditionally agreed to sell, and Summit Ascent (as buyer) conditionally agreed to acquire, the entire issued share capital of Target Company B and the Sale Loan B
“Sale and Purchase Agreements”	collectively, Sale and Purchase Agreement A and Sale and Purchase Agreement B
“Sale Loan A”	the outstanding non-interest bearing liabilities owed by Target Company A to LET as at Completion Date, which amounted to approximately HK\$174.5 million as at the date of this announcement
“Sale Loan B”	the outstanding non-interest bearing liabilities owed by Target Company B to the Independent Vendor as at Completion Date, which amounted to approximately HK\$80.7 million as at the date of this announcement
“Sale Share A”	the sale share representing 100% of the issued share capital of Target Company A as at Completion
“Sale Share B”	the sale share representing 100% of the issued share capital of Target Company B as at Completion

“SGM”	the special general meeting of Summit Ascent to be convened and held to consider, among others, the Change in SA Proceeds and the SA Acquisitions and the transactions contemplated thereunder
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Summit Ascent”	Summit Ascent Holdings Limited, a company incorporated in Bermuda with limited liability, and the SA Shares of which are listed on the Main Board of the Stock Exchange (stock code: 102) and a 69.66% non-wholly owned subsidiary of LET
“Suntrust”	Suntrust Resort Holdings, Inc., formerly known as Suntrust Home Developers, Inc., a company incorporated in the Philippines, the shares of which are listed on the Philippine Stock Exchange (stock code: SUN) and an indirect 51.0% non-wholly owned subsidiary of LET
“Target Companies”	collectively, Target Company A and Target Company B
“Target Company A”	Modest Achieve Limited, a limited liability company incorporated in BVI and a directly wholly-owned subsidiary of LET
“Target Company B”	Joyful Award Limited, a limited liability company incorporated in BVI and a directly wholly-owned subsidiary of the Independent Vendor
“Target Group A”	Target Company A and its subsidiaries from time to time
“Target Group B”	Target Company B and its subsidiaries from time to time
“Termination Deed”	the deed of termination dated 10 May 2023 pursuant to which Summit Ascent and LET mutually agreed to terminate the Revolving Loan Agreement
“Toprich”	Toprich Business Investment Limited, a limited liability company incorporated in Hong Kong and a directly wholly-owned subsidiary of Target Company B



“Total Consideration”	collectively, Consideration A and Consideration B
“Valuation”	the preliminary valuation of the Land Parcel of JPY5,007,000,000.0 (equivalent to approximately HK\$288.6 million) prepared by the Independent Valuer as elaborated in “VALUATION” in this announcement
“Victor Sky”	Victor Sky Holdings Limited, a company incorporated in BVI with limited liability and a wholly-owned subsidiary of LET
“%”	per cent

Notes:

*In this announcement, unless otherwise stated:*

- (1) *all references to times and dates are references to Hong Kong time;*
- (2) *all references to Rules and Chapters are references to those of the Listing Rules; and*
- (3) *for illustrative purposes only when translated, (a) HK\$ was translated to JPY at the exchange rate of HK\$1.0 to JPY17.35; and (b) US\$ was translated to HK\$ at the exchange rate of US\$1.0 to HK\$7.75.*

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

By order of the SA Board  
**Summit Ascent Holdings Limited**  
**Lo Kai Bong**  
*Chairman*

Hong Kong, 18 May 2023

*As at the date of this announcement, LET’s executive director is Mr. Lo Kai Bong (Chairman), and LET’s independent non-executive directors are Mr. Tou Kin Chuen, Dr. Wu Kam Fun Roderick and Mr. Lo Wai Tung John.*

*As at the date of this announcement, Summit Ascent’s executive directors are Mr. Lo Kai Bong (Chairman), Mr. Chua Ming Huat David (Chief Executive Officer) and Mr. Chiu King Yan, and Summit Ascent’s independent non-executive directors are Mr. Lam Kwan Sing, Mr. Lau Yau Cheung and Mr. Li Chak Hung.*