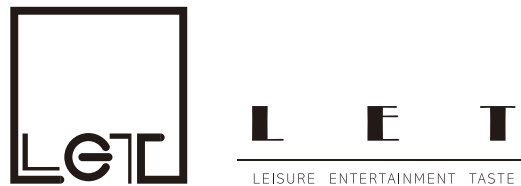


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This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of LET Group Holdings Limited.



MAJOR SUCCESS GROUP LIMITED

*(Incorporated in the British Virgin Islands
with limited liability)*

LET GROUP HOLDINGS LIMITED

*(Formerly known as Suncity Group Holdings Limited
太陽城集團控股有限公司)*
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 1383)

Joint Financial Advisers to the Offeror



YU MING INVESTMENT MANAGEMENT LIMITED
禹銘投資管理有限公司



金利豐財務顧問
KINGSTON CORPORATE FINANCE

Financial Adviser to LET

MERDEKA 領智

JOINT ANNOUNCEMENT

- (1) UPDATE ON LOAN DEFAULT BY AN ASSOCIATE OF THE CONTROLLING SHAREHOLDER OF LET GROUP HOLDINGS LIMITED AND ENFORCEMENT OF SECURITIES;**
- (2) SALE AND PURCHASE AGREEMENTS IN RELATION TO THE SECURITIES;**
- (3) UNCONDITIONAL MANDATORY CASH OFFERS BY YU MING INVESTMENT MANAGEMENT LIMITED AND KINGSTON SECURITIES LIMITED FOR AND ON BEHALF OF MAJOR SUCCESS GROUP LIMITED TO ACQUIRE ALL ISSUED SHARES AND TO CANCEL ALL OUTSTANDING SHARE OPTIONS OF LET GROUP HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT); AND**
- (4) RESUMPTION OF TRADING**

BACKGROUND

On 10 December 2021, LET announced that the Demand Letter was served to the Borrower on 8 December 2021 by the legal advisers of the Lenders and Wooco, the agent and security agent of the Lenders, in relation to the Loan in the principal sum of HK\$300,000,000 granted by the Lenders to the Borrower under the Facility Agreement to demand repayment as an event of default under the Facility Agreement had occurred.

On 16 December 2021, LET announced that the Notification Letter was served to the Borrower on the even date by the legal advisers of the Lenders and Wooco. According to the Notification Letter, (a) the Borrower failed to repay the indebtedness (i.e. Loan together with interest accrued thereon up to 7 December 2021 in the aggregate amount of HK\$313,610,959) as demanded under the Demand Letter; and (b) the Lenders have no alternative but to exercise their enforcement rights on the Securities under the security documents including, without limitation, selling, realising, transferring or otherwise disposing of all or any part of them without further notice.

The Securities charged or otherwise assigned to Wooco under the Facility Agreement to secure repayment of the Loan include, amongst others, (i) Perpetual Securities; (ii) Fame Select CB; (iii) Star Hope CB; (iv) Better Linkage CB; (v) PN Loan; and (vi) LET Sale Shares.

TENDER PROCESS

Following the Notification Letter, the Lenders commissioned the Tender Process on 1 April 2022 to seek interested buyers for the Securities.

Mr. Lo participated as a bidder in the Tender Process. The Tender Process was completed on 13 May 2022 and Mr. Lo was awarded the successful contender of the Tender Process.

DEED OF ASSIGNMENT

On 13 May 2022, the New Lender, a company wholly-owned by Mr. Lo, entered into the Deed of Assignment with the Lenders and Wooco, whereby the Lenders assigned the Loan together with all of their right under the Facility Agreement (including the charged Securities) to the New Lender at the consideration of HK\$344,383,562.

SALE AND PURCHASE AGREEMENTS

On 13 May 2022, the New Lender and the Offeror, both being companies wholly-owned by Mr. Lo, entered into the Sale and Purchase Agreements. SPA (LET Securities) involved the acquisition of Perpetual Securities, CBs, PN Loan and LET Sale Shares at an aggregate consideration of HK\$344,383,557 and SPA (Other Securities) involved the acquisition of Fame Select Sale Shares, Star Hope Sale Share and certain loans at an aggregate consideration of HK\$5.

Completion took place on even date.

UNCONDITIONAL MANDATORY CASH OFFERS OF LET

Immediately prior to Completion, (i) Mr. Lo, the ultimate beneficial owner of the Offeror held 7,000,000 LET Shares through himself and his wholly-owned entities; and (ii) Mr. Au Chung On John and Mr. Manuel Assis Da Silva (both being LET Directors) held 400,000 and 810,000 LET Shares respectively.

Immediately following Completion and as at the date of this joint announcement, so far as interest in LET Shares is concerned, the Offeror and parties acting in concert with it are interested in (i) 4,991,643,335 LET Shares held by the Offeror, representing approximately 74.86% of the total issued share capital of LET; (ii) 7,000,000 LET Shares held by Mr. Lo through himself and his wholly-owned entities, representing approximately 0.1% of the total issued share capital of LET; (iii) 400,000 and 810,000 LET Shares held by Mr. Au Chung On John and Mr. Manuel Assis Da Silva, representing approximately 0.01% and 0.01% of the total issued share capital of LET respectively; (iv) Fame Select CB held by the Offeror, which are convertible into 1,546,153,846 LET Shares; (v) Star Hope CB held by the Offeror, which are convertible into 196,666,666 LET Shares; and (vi) Better Linkage CB held by the Offeror, which are convertible into 133,333,333 LET Shares.

Mr. Lo is also interested in 40,000,000 LET Share Options (exercise price at HK\$0.455); and Mr. Au Chung On John and Mr. Manuel Assis Da Silva are interested in 40,000,000 (exercise price at HK\$0.900) and 3,000,000 (exercise price at HK\$0.455) LET Share Options respectively.

Accordingly, after Completion, the Offeror is required to make the LET Share Offer for all the issued LET Shares (other than those already owned or agreed to be acquired by the Offeror and/or parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code. The Offeror is also required to make the LET Option Offer to cancel all the outstanding LET Share Options (other than those already owned by the Offeror and/or parties acting in concert with it) pursuant to Rule 13 of the Takeovers Code.

Yu Ming and Kingston Securities will, on behalf of the Offeror, make the LET Offers in compliance with the Takeovers Code on the following basis:

LET Share Offer

For each LET Offer Share HK\$0.069 in cash

As at the date of this joint announcement, LET has 6,667,972,746 LET Shares in issue. Save for the 4,999,853,335 LET Shares owned by the Offeror and parties acting in concert with it, representing approximately 74.98% of the total issued share capital of LET, the total number of LET Offer Shares will be 1,668,119,411 LET Shares.

The offer price of HK\$0.069 for each LET Offer Share is equivalent to the total consideration under the Sale and Purchase Agreements of HK\$344,383,562 divided by 4,991,643,335 LET Sale Shares, which was determined by the Panel at the Panel Meeting and in accordance with the Panel’s decision dated 27 August 2022.

LET Option Offer

As the exercise prices of the outstanding LET Share Options are above the LET Share Offer Price, the outstanding LET Share Options are out of the money and the offer price for cancellation of each LET Share Option is set at a nominal value of HK\$0.0001 in cash.

Exercise price of LET Share Options	Offer price per LET Share Option	Number of outstanding LET Share Options
HK\$0.344	HK\$0.0001	92,400,187
HK\$0.700	HK\$0.0001	16,500,000
HK\$0.455	HK\$0.0001	52,500,000
HK\$0.900	HK\$0.0001	45,100,000

As at the date of this joint announcement, save for 83,000,000 LET Share Options owned by the Offeror and parties acting in concert with it, there are 123,500,187 outstanding LET Share Options granted under the LET Share Option Schemes, carrying rights to subscribe for 123,500,187 new LET Shares.

No offer is made for the CBs as they are held by the Offeror after Completion. The Offeror has also indicated that it will not dispose of the CBs during the Offer Period.

Except for (i) LET Share Options; and (ii) CBs, there are no other outstanding LET Shares, options, warrants, derivatives or securities convertible or exchangeable into LET Shares or other relevant securities as at the date of this joint announcement (as defined in Note 4 to Rule 22 of the Takeovers Code).

Principal terms of the LET Offers are set out under the paragraphs headed “Unconditional Mandatory Cash Offers of LET” of this joint announcement. The Offeror intends to finance the consideration payable under the LET Offers by its internal cash resources of HK\$20 million and the Offer Facility of HK\$104 million granted to it by Kingston Securities.

Kingston Corporate Finance, being one of the joint financial advisers to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration payable by the Offeror upon full acceptances of the LET Offers.

LET Independent Board Committee

The LET Independent Board Committee, comprising all independent non-executive LET Directors, namely Mr. Tou Kin Chuen, Dr. Wu Kam Fun Roderick and Mr. Lo Wai Tung John, has been formed to advise the Independent LET Shareholders and Independent LET Optionholders in respect of the LET Offers, as to whether the terms of the LET Offers are fair and reasonable and as to the acceptance of the LET Offers, pursuant to Rule 2.1 of the Takeovers Code.

LET Independent Financial Adviser

An independent financial adviser will be appointed, with the approval of the LET Independent Board Committee, to advise the LET Independent Board Committee in respect of the LET Offers and, in particular, as to whether the LET Offers are fair and reasonable and as to the acceptance of the LET Offers pursuant to Rule 2.1 of the Takeovers Code. Further announcement(s) will be made by LET as soon as possible after the appointment of the independent financial adviser.

GENERAL

Composite Document

Pursuant to Rule 8.2 of the Takeovers Code, within 21 days of the date of this joint announcement or such later date as the Executive may approve, an offer document is required to be despatched to the LET Shareholders and LET Optionholders. LET is required to send the offeree board circular in respect of the LET Offers to its shareholders within 14 days after the posting of the offer document, or such later date as the Executive may approve.

It is the intention of the respective boards of the Offeror and LET to combine the offer document and the offeree board circular into a composite document. It is expected that, the Composite Document (accompanied by the Forms of Acceptance) containing, inter alia, (i) details of the LET Offers (including the expected timetable); (ii) a letter of recommendation from the LET Independent Board Committee to the Independent LET Shareholders and Independent LET Optionholders; and (iii) a letter of advice from the independent financial adviser (to be appointed) to the LET Independent Board Committee in respect of the LET Offers, will be despatched to the LET Shareholders and LET Optionholders within 21 days from the date of this joint announcement.

Independent LET Shareholders and Independent LET Optionholders are encouraged to read the Composite Document carefully, including the advice of the independent financial adviser to the LET Independent Board Committee and the recommendation from the LET Independent Board Committee to the Independent LET Shareholders and Independent LET Optionholders in respect of the LET Offers and LET Option Offer, before deciding whether or not to accept the LET Offers.

RESUMPTION OF TRADING

At the request of LET, trading in the LET Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 12 August 2022 pending the publication of this joint announcement. Application has been made by LET to the Stock Exchange for the resumption of trading in the LET Shares with effect from 9:00 a.m. on 15 September 2022.

Reference is made to the announcements of LET dated 6 July 2022, 8 August 2022 and 12 August 2022 in relation to the LET Offers.

BACKGROUND

On 10 December 2021, LET announced that the Demand Letter was served to the Borrower on 8 December 2021 by the legal advisers of the Lenders and Wooco, the agent and security agent of the Lenders, in relation to the Loan in the principal sum of HK\$300,000,000 granted by the Lenders to the Borrower under the Facility Agreement.

According to the Demand Letter, (a) an event of default under the Facility Agreement has occurred by reason of an incident as announced in LET's announcement dated 29 November 2021 in relation to Mr. Chau, who is a guarantor of the Loan, thereby rendering the Securities under the security documents to the Loan immediately enforceable; and (b) demand for full repayment of the principal amount of the Loan together with interest accrued thereon up to 7 December 2021 in the aggregate amount of HK\$313,610,959 within five (5) business days from 8 December 2021 is made against the Borrower. Failing which, appropriate action will be taken against the Borrower without further notice, including (but not limited to) legal action against the Borrower for recovery of the aforementioned sums together with all related costs, expenses and fees.

On 16 December 2021, LET announced that the Notification Letter was served to the Borrower on the even date by the legal advisers of the Lenders and Wooco. According to the Notification Letter, (a) the Borrower failed to repay the indebtedness (i.e. Loan together with interest accrued thereon up to 7 December 2021 in the aggregate amount of HK\$313,610,959) as demanded under the Demand Letter; and (b) the Lenders have no alternative but to exercise their enforcement rights on the Securities under the security documents including, without limitation, selling, realising, transferring or otherwise disposing of all or any part of them without further notice.

The Borrower is not a member of the LET Group but a company wholly-owned by Mr. Chau. The Lenders and Wooco are parties independent from and not connected persons of LET.

The Securities charged or otherwise assigned to Wooco under the Facility Agreement to secure repayment of the Loan include, amongst others,

- (i) Perpetual Securities of HK\$5,408,000,000 issued by LET to Star Hope;
- (ii) Fame Select CB with principal amount of HK\$402,000,000 at an initial conversion price of HK\$0.26 per LET Share due on 7 December 2022 issued by LET to Fame Select;
- (iii) Star Hope CB with principal amount of HK\$177,000,000 at an initial conversion price of HK\$0.90 per LET Share due on 28 August 2022 issued by LET to Star Hope;
- (iv) Better Linkage CB with principal amount of HK\$120,000,000 at an initial conversion price of HK\$0.90 per LET Share due on 28 August 2022 issued by LET to Better Linkage;

- (v) PN Loan in the principal amount of HK\$303,000,000 due on 28 August 2022 issued by LET to Star Hope; and
- (vi) LET Sale Shares of 4,991,643,335 LET Shares held by Fame Select.

Prior to the Completion of the Sale and Purchase Agreements (details of which are set out under the paragraphs headed “Sale and Purchase Agreements” of this joint announcement), Fame Select was owned as to 50% by Mr. Chau and 50% by Mr. Cheng and Star Hope was wholly-owned by Mr. Chau.

Better Linkage is wholly-owned by Mr. Lo.

TENDER PROCESS

Following the Notification Letter, the Lenders commissioned the Tender Process on 1 April 2022 to seek interested buyers for the Securities.

Mr. Lo participated as a bidder in the Tender Process. The Tender Process was completed on 13 May 2022 and Mr. Lo was awarded the successful contender of the Tender Process.

DEED OF ASSIGNMENT

On 13 May 2022, the New Lender entered into the Deed of Assignment with the Lenders and Wooco, whereby the Lenders assigned the Loan together with all of their right under the Facility Agreement (including the charged Securities) to the New Lender at the consideration of HK\$344,383,562.

Details of the Deed of Assignment are set out below:

Date

13 May 2022

Parties

Assignor: the Lenders

Assignee: the New Lender (i.e. Champion Trade Group Limited)

The entire issued share capital of the New Lender is held by Mr. Lo, who is an executive LET Director.

Subject matters

Pursuant to the Deed of Assignment, the Lenders have sold, assigned and transferred to the New Lender all the Lenders' rights, title and interests in relation to the Loan and all the security interests created or intended to be created by the security documents obtained in respect of the Loan.

Consideration

The consideration under the Deed of Assignment shall be an amount equal to the aggregate of the principal amount of the Loan, the interest accrued thereon and any other sums payable but unpaid to the Lenders pursuant to the Facility Agreement (and its ancillary documents) as at 30 September 2022 (subject to the adjustments set out below).

The consideration shall be payable to the Lenders in the following manner:

- (i) an amount of HK\$45,000,000 shall be transferred to the Lenders in immediately available funds on the date of the Deed of Assignment; and
- (ii) the balance of the consideration, being HK\$327,000,000, shall be transferred to the Lenders in immediately available funds on 30 September 2022 subject to the conditions below:-
 - (a) the Lenders shall forthwith on demand upon service of notice in writing by the Lenders pay the balance of the consideration or any part thereof on such earlier date and in such manner as the Lenders shall in their absolute discretion direct;
 - (b) the New Lender may, with the consent of the Lenders, pay the balance of the consideration on any date before 30 September 2022; and
 - (c) in the event that the balance of the consideration is paid on any date before 30 September 2022 pursuant to paragraphs (a) or (b) above, the balance of the consideration shall be adjusted accordingly such that the aggregate consideration shall be equal to the aggregate of the principal amount of the Loan, the interest accrued thereon and any other sums payable but unpaid to the Lenders pursuant to the Facility Agreement and its ancillary documents on such date that the balance of the consideration has been paid in full.

As the balance of the consideration has been settled in full on 13 May 2022 and therefore the consideration has been adjusted to HK\$344,383,562 in accordance with the adjustment mechanism above.

SALE AND PURCHASE AGREEMENTS

On 13 May 2022, the New Lender and the Offeror entered into the Sale and Purchase Agreements in relation to the sale and purchase of the charged Securities at an aggregate consideration of HK\$344,383,562.

Details of the Sale and Purchase Agreements are set out below.

A. SPA (LET Securities)

Date

13 May 2022

Parties

Vendor: the New Lender (i.e. Champion Trade Group Limited)

Purchaser: the Offeror (i.e. Major Success Group Limited)

The entire issued share capital of both the New Lender and the Offeror are both held by Mr. Lo, who is an executive LET Director.

Subject matters

Pursuant to the SPA (LET Securities), the New Lender, as mortgagee in possession, has agreed to sell or assign the following assets to the Offeror:

- (i) Perpetual Securities;
- (ii) Fame Select CB;
- (iii) Star Hope CB;
- (iv) Better Linkage CB;
- (v) PN Loan; and
- (vi) LET Sale Shares.

Consideration

The total consideration for selling or assigning LET Securities under the SPA (LET Securities) is HK\$344,383,557, with the breakdown set out below:

	Amount <i>(HK\$)</i>
Perpetual Securities	278,409,057
Fame Select CB	20,695,348
Star Hope CB	9,112,131
Better Linkage CB	6,177,716
PN Loan	15,598,732
LET Sale Shares	<u>14,390,573</u>
Total	<u><u>344,383,557</u></u>

The total consideration under the SPA (LET Securities) is based on the bidding offer price made by Mr. Lo under the bidding process and has been paid by the Offeror to the New Lender on the date of Completion.

Completion of the transactions contemplated under the SPA (LET Securities) took place on the date of the SPA (LET Securities) i.e. 13 May 2022.

B. SPA (Other Securities)

Date

13 May 2022

Parties

Vendor: the New Lender (i.e. Champion Trade Group Limited)

Purchaser: the Offeror (i.e. Major Success Group Limited)

Subject matters

Pursuant to the SPA (Other Securities), the New Lender, as mortgagee in possession, has agreed to sell or assign the following assets to the Offeror:

- (i) Fame Select Sale Shares;
- (ii) Star Hope Sale Share;
- (iii) Loan to LET;
- (iv) Loan to Fame Select; and
- (v) Loan to Star Hope.

Consideration

The total consideration for selling or assigning Other Securities under the SPA (Other Securities) is HK\$5, with the breakdown set out below:

	Amount <i>(HK\$)</i>
Fame Select Sale Shares	1
Star Hope Sale Share	1
Loan to LET	1
Loan to Fame Select	1
Loan to Star Hope	1
	<hr/>
Total	<u><u>5</u></u>

The total consideration under SPA (Other Securities) is based on the bidding offer price made by Mr. Lo under the bidding process and has been paid by the Offeror to the New Lender on the date of Completion.

Completion of the transactions contemplated under the SPA (Other Securities) took place on the date of the SPA (Other Securities) i.e. 13 May 2022.

UNCONDITIONAL MANDATORY CASH OFFERS OF LET

Immediately prior to Completion, (i) Mr. Lo, the ultimate beneficial owner of the Offeror held 7,000,000 LET Shares through himself and his wholly-owned entities; and (ii) Mr. Au Chung On John and Mr. Manuel Assis Da Silva (both being LET Directors) held 400,000 and 810,000 LET Shares respectively.

Immediately following Completion and as at the date of this joint announcement, so far as interest in LET Shares is concerned, the Offeror and parties acting in concert with it are interested in (i) 4,991,643,335 LET Sale Shares held by the Offeror, representing approximately 74.86% of the total issued share capital of LET; (ii) 7,000,000 LET Shares held by Mr. Lo through himself and his wholly-owned entities, representing approximately 0.1% of the total issued share capital of LET; (iii) 400,000 and 810,000 LET Shares held by Mr. Au Chung On John and Mr. Manuel Assis Da Silva, representing approximately 0.01% and 0.01% of the total issued share capital of LET respectively; (iv) Fame Select CB held by the Offeror, which are convertible into 1,546,153,846 LET Shares at an initial conversion price of HK\$0.26 per LET Share; (v) Star Hope CB held by the Offeror, which are convertible into 196,666,666 LET Shares at an initial conversion price of HK\$0.90 per LET Share; and (vi) Better Linkage CB held by the Offeror, which are convertible into 133,333,333 LET Shares at an initial conversion price of HK\$0.90 per LET Share.

Mr. Lo is also interested in 40,000,000 LET Share Options (exercise price at HK\$0.455); and Mr. Au Chung On John and Mr. Manuel Assis Da Silva are interested in 40,000,000 (exercise price at HK\$0.900) and 3,000,000 (exercise price at HK\$0.455) LET Share Options, respectively.

Accordingly, after Completion, the Offeror is required to make the LET Share Offer for all the issued LET Shares (other than those already owned or agreed to be acquired by the Offeror and/or parties acting in concert with it) pursuant to Rule 26.1 of the Takeovers Code. The Offeror will also be required to make the LET Option Offer to cancel all the outstanding LET Share Options (other than those already owned by the Offeror and/or parties acting in concert with it) pursuant to Rule 13 of the Takeovers Code.

Yu Ming and Kingston Securities will, on behalf of the Offeror, make the LET Offers in compliance with the Takeovers Code on the following basis:

LET Share Offer

For each LET Offer Share HK\$0.069 in cash

As at the date of this joint announcement, LET has 6,667,972,746 LET Shares in issue. Save for the 4,999,853,335 LET Shares owned by the Offeror and parties acting in concert with it, representing approximately 74.98% of the total issued share capital of LET, the total number of LET Offer Shares will be 1,668,119,411 LET Shares.

The offer price of HK\$0.069 for each LET Offer Share is equivalent to the total consideration under the Sale and Purchase Agreements of HK\$344,383,562 divided by 4,991,643,335 LET Sale Shares, which was determined by the Panel at the Panel Meeting and in accordance with the Panel’s decision dated 27 August 2022.

LET Option Offer

As the exercise prices of the outstanding LET Share Options are above the LET Share Offer Price, the outstanding LET Share Options are out of the money and the offer price for cancellation of each LET Share Option is set at a nominal value of HK\$0.0001 in cash.

Exercise price of LET Share Options	Offer price per LET Share Option	Number of outstanding LET Share Options
HK\$0.344	HK\$0.0001	92,400,187
HK\$0.700	HK\$0.0001	16,500,000
HK\$0.455	HK\$0.0001	52,500,000
HK\$0.900	HK\$0.0001	45,100,000

As at the date of this joint announcement, save for 83,000,000 LET Share Options owned by the Offeror and parties acting in concert with it, there are 123,500,187 outstanding LET Share Options granted under the LET Share Option Schemes, carrying rights to subscribe for 123,500,187 new LET Shares.

If any LET Share Option is exercised in accordance with the terms of the relevant LET Share Option Schemes prior to the close of the LET Share Offer, any LET Shares issued as a result of such exercise will be subject to the LET Share Offer.

No offer is made for the CBs as they are held by the Offeror after Completion. The Offeror has also indicated that it will not dispose of the CBs during the Offer Period. Further information regarding the CBs is set out under the paragraph headed “Information on LET” of this joint announcement.

Except for (i) LET Share Options; and (ii) CBs, there are no other outstanding LET Shares, options, warrants, derivatives or securities convertible or exchangeable into LET Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

Value of the LET Offers

Assuming the LET Offers are accepted in full on the basis that (i) none of the LET Share Options are exercised prior to the close of the LET Offers; and (ii) there is no change in the issued share capital of LET up to the close of the LET Offers, a total of 1,668,119,411 issued LET Shares (representing the LET Shares not already held or to be acquired by the Offeror and parties acting in concert with it) will be subject to the LET Share Offer and a total of 123,500,187 outstanding LET Share Options will be subject to the LET Option Offer. The maximum cash consideration payable by the Offeror under the LET Share Offer and LET Option Offer would be approximately HK\$115,100,239 and HK\$12,350, respectively.

Assuming the LET Offers are accepted in full on the basis that (i) all of the LET Share Options are exercised in full by the Independent LET Optionholders prior to the close of the LET Offers; and (ii) there is no other change in the issued share capital of LET up to the close of the LET Offers, a total of 1,791,619,598 LET Shares (representing 1,668,119,411 LET Shares not already held or to be acquired by the Offeror and parties acting in concert with it, and 123,500,187 new LET Shares to be issued pursuant to the exercise of the LET Share Options in full by the Independent LET Optionholders), will be subject to the LET Share Offer. The maximum cash consideration payable by the Offeror under the LET Offers would amount to approximately HK\$123,621,752.

LET Share Offer Price

The LET Share Offer Price of HK\$0.069 per LET Offer Share represents:

- (i) a premium of approximately 23.21% over the closing price of HK\$0.056 per LET Share as quoted on the Stock Exchange on the Last Trading Day;
- (ii) a premium of approximately 13.11% over the average closing price of approximately HK\$0.061 per LET Share for the 5 trading days up to and including the Last Trading Day;
- (iii) a premium of approximately 6.15% over the average closing price of approximately HK\$0.065 per LET Share for the 10 trading days up to and including the Last Trading Day;
- (iv) the average closing price of approximately HK\$0.069 per LET Share for the 30 trading days up to and including the Last Trading Day;
- (v) a discount of approximately 59.41% to the closing price of HK\$0.170 per LET Share on 11 August 2022, being the last trading day for the LET Shares, pending publication of this joint announcement;
- (vi) a discount of approximately 86.63% to the audited consolidated net assets attributable to equity holders of LET of approximately HK\$0.516 per LET Share as at 31 December 2021 as set out in the annual report of LET for the year ended 31 December 2021; and

(vii) a discount of approximately 84.67% to the unaudited consolidated net assets attributable to equity holders of LET of approximately HK\$0.450 per LET Share as at 30 June 2022 as set out in the interim results announcement of LET for the six months ended 30 June 2022.

Highest and lowest closing price of the LET Shares

During the six-month period preceding the Last Trading Day, the highest and lowest closing price of the LET Shares as quoted on the Stock Exchange was HK\$0.300 per LET Share on 11 November 2021 and HK\$0.059 per LET Share on 11 May 2022, respectively.

Confirmation of Financial Resources

The Offeror intends to finance the consideration payable under the LET Offers by its internal cash resources of HK\$20 million and the Offer Facility of HK\$104 million granted to it by Kingston Securities.

Kingston Corporate Finance, being one of the joint financial advisers to the Offeror, is satisfied that sufficient financial resources are available to the Offeror to satisfy the total consideration payable by the Offeror upon full acceptances of the LET Offers.

Effect of accepting the LET Offers

By validly accepting the LET Share Offer, the Independent LET Shareholders would sell their tendered LET Shares to the Offeror free from all Encumbrances and together with all rights and benefits attaching or accruing to them, including the rights to receive in full all dividends and other distributions, if any, declared, made or paid by reference to a record date on or after the date on which the LET Share Offer is made, that is, the date of the posting of the Composite Document. As at the date of this joint announcement, LET has not declared any dividends which have not been distributed and LET has no plan to declare, recommend, or pay any dividends or make any other distributions until the close of the LET Offers.

Acceptances of the LET Option Offer by Independent LET Optionholders will result in the cancellation of those outstanding LET Share Options, together with all rights attaching thereto.

Acceptance of the LET Offers would be irrevocable and would not be capable of being withdrawn, subject to the provisions of the Takeovers Code.

Overseas LET Shareholders and Overseas LET Optionholders

The Offeror intends to make the LET Offers available to all the Independent LET Shareholders and Independent LET Optionholders, including the Overseas LET Shareholders and Overseas LET Optionholders. However, the LET Offers are in respect of securities of a company incorporated in the Cayman Islands and is subject to the procedural and disclosure requirements of Hong Kong which may be different from other jurisdictions.

Overseas LET Shareholders and Overseas LET Optionholders who wish to participate in the LET Offers but with a registered address outside Hong Kong are subject to, and may be limited by, the laws and regulations of their respective jurisdictions in connection with their participation in the LET Offers. Overseas LET Shareholders and Overseas LET Optionholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should observe relevant applicable legal or regulatory requirements and, where necessary, seek legal advice. It is the responsibility of the Overseas LET Shareholders and Overseas LET Optionholders who wish to accept the LET Offers to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the LET Offers (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due by such accepting Overseas LET Shareholders and Overseas LET Optionholders in respect of such jurisdictions).

Hong Kong Stamp Duty

Seller's Hong Kong ad valorem stamp duty on acceptances of the LET Share Offer at a rate of 0.13% (or part thereof) of the consideration payable in respect of the relevant acceptance by the Independent LET Shareholders or if higher, the market value of the LET Shares, will be deducted from the cash amount payable by the Offeror to such Independent LET Shareholder who accept the LET Share Offer (where the stamp duty calculated includes a fraction of HK\$1, the stamp duty would be rounded-up to the nearest HK\$1). The Offeror will arrange for payment of the seller's Hong Kong ad valorem stamp duty on behalf of the relevant Independent LET Shareholders accepting the LET Share Offer and pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the LET Share Offer and the transfer of the LET Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

No stamp duty is payable in connection with the acceptances of the LET Option Offer.

Taxation Advice

Independent LET Shareholders and Independent LET Optionholders are recommended to consult their own professional advisers as to the taxation implications of accepting or rejecting the LET Offers. The Offeror accepts no responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the LET Offers.

Payment

Payment in cash in respect of the acceptances of the LET Offers, will be made as soon as possible but in any event, within seven (7) Business Days following the date on which the duly completed acceptance of the LET Offers and the relevant documents of title of the LET Shares and LET Share Options in respect of such acceptance are received by or for the Offeror to render each such acceptance of the LET Offers complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.

No fractions of a cent will be payable and the amount of cash consideration will be rounded up to the nearest cent.

Other arrangements

Save for the LET Sale Shares and CBs acquired by the Offeror upon Completion, none of the Offeror, its ultimate beneficial owner or parties acting in concert with any of them has dealt in the LET Shares, options, derivatives, warrants or other securities convertible or exchangeable into LET Shares or other relevant securities (as defined in Note 4 to Rule 22 of Takeovers Code) during the six-month period prior to the Last Trading Day and up to the date of this joint announcement.

The Offeror confirms that, as at the date of this joint announcement:

- (i) save for (a) LET Sale Shares held by the Offeror; (b) 7,000,000 LET Shares held by Mr. Lo through himself and his wholly-owned entities and 40,000,000 LET Share Options held by Mr. Lo; (c) 400,000 LET Shares and 40,000,000 LET Share Options held by Mr. Au Chung On John; (d) 810,000 LET Shares and 3,000,000 LET Share Options held by Mr. Manuel Assis Da Silva; (e) CBs, all held by the Offeror; none of the Offeror, its ultimate beneficial owner or parties acting in concert with any of them owned or had control or direction over any voting rights or rights over the LET Shares or convertible securities, options, warrants or derivatives of LET;
- (ii) none of the Offeror, its ultimate beneficial owner or parties acting in concert with any of them have received any irrevocable commitment to accept the LET Offers;
- (iii) there are no conditions to which the LET Offers is subject;
- (iv) there is no arrangement (whether by way of option, indemnity or otherwise) of the kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the LET Shares and which might be material to the LET Offers;

- (v) there is no agreement or arrangement to which the Offeror, its ultimate beneficial owner or parties acting in concert with any of them is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the LET Offers;
- (vi) save for the pledge of the CBs by the Offeror to Get Nice Securities Limited following the Completion, none of the Offeror, its ultimate beneficial owner or parties acting in concert with any of them has entered into any arrangements or contracts in relation to the outstanding derivatives in respect of securities in LET nor has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in LET; on 13 May 2022, the Offeror has obtained a facility from Get Nice Securities Limited and has pledged the LET Securities as securities under such facility; and
- (vii) there is no understanding, arrangement, agreement or special deal between any LET Shareholder; and (a) the Offeror and/or parties acting in concert with it; or (b) LET, its subsidiaries or associated companies.

Information on LET

LET is an investment holding company incorporated in the Cayman Islands with limited liability. LET Group is principally engaged in (i) through Suntrust Resort Holdings, Inc. and its subsidiaries, the development and operation of the Main Hotel Casino in the Philippines; (ii) through Summit Ascent and its subsidiaries, the operation of the hotel and gaming business in the Integrated Entertainment Zone of the Primorye Region in the Russian Federation; (iii) property development in Japan; and (iv) management and operation of malls in the PRC.

Set out below is a summary of the audited consolidated results of LET for each of the two financial years ended 31 December 2020 and 2021, as extracted from the annual report of LET for the year ended 31 December 2021 and unaudited consolidated results of LET for the six months ended 30 June 2021 and 2022, as extracted from the interim results announcement of LET for the six months ended 30 June 2022.

	For the year ended		For the six months	
	31 December		ended 30 June	
	2020	2021	2021	2022
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	(audited)	(audited)	(unaudited)	(unaudited)
Revenue from continuing operations	181,858	340,437	144,619	190,445
Profit/(Loss) from continuing operations before taxation	1,277,229	(623,063)	240,706	(181,624)
Income tax (expense) credit	<u>(3,596)</u>	<u>(23,149)</u>	<u>(11,807)</u>	<u>332</u>
Profit/(Loss) from continuing operations for the year/period	<u>1,273,633</u>	<u>(646,212)</u>	<u>228,899</u>	<u>(181,292)</u>
(Loss)/Profit from discontinued operations	<u>(402,067)</u>	<u>176,815</u>	<u>114,360</u>	<u>(52,722)</u>
Profit/(Loss) for the year/period	<u>871,566</u>	<u>(469,397)</u>	<u>343,259</u>	<u>(234,014)</u>
Profit/(Loss) for the year/period attributable to equity holders of LET	884,781	(258,265)	384,317	(252,965)
(Loss)/Profit for the year/period attributable to non-controlling interests	<u>(13,215)</u>	<u>(211,132)</u>	<u>(41,058)</u>	<u>18,951</u>
	<u>871,566</u>	<u>(469,397)</u>	<u>343,259</u>	<u>(234,014)</u>

The unaudited consolidated net assets attributable to owners of LET as at 30 June 2022 were approximately HK\$2,998,869,000 which was equivalent to approximately HK\$0.450 per LET Share, the unaudited consolidated net assets attributable to owners of LET as at 30 June 2021 were approximately HK\$4,167,615,671 which was equivalent to approximately HK\$0.625 per LET Share, the audited consolidated net assets of LET attributable to owners of LET as at 31 December 2021 were approximately HK\$3,439,134,000 which was equivalent to approximately HK\$0.516 per LET Share and the audited consolidated net assets attributable to owners of LET as at 31 December 2020 were approximately HK\$3,814,513,000 which was equivalent to approximately HK\$0.572 per LET Share.

Default of CBs and PN Loan

Reference is made to the announcements of LET dated 29 August and 2 September 2022. Star Hope CB, Better Linkage CB and PN Loan was due on 28 August 2022 (if that is not a business day, the first business day thereafter, i.e. 29 August 2022). Since they remained unpaid on due date, Star Hope CB, Better Linkage CB and PN Loan were considered defaulted. The default had also triggered a cross default of Fame Select CB.

As at the date of this joint announcement, LET is in negotiation of financing with third parties to address the default. The Offeror (as the holder of the CBs and PN Loan) has indicated that it is in principle agreeable not to demand for immediate payment of all amounts due and payable under Star Hope CB, Better Linkage CB and PN Loan prior to 7 December 2022, i.e. the maturity date of Fame Select CB, or such later date as the Offeror may agree in writing.

As at the date of this joint announcement, the total outstanding amount due together with interest accrued thereon under Star Hope CB, Better Linkage CB and PN Loan is approximately HK\$606 million and the amount due under Fame Select CB is HK\$402 million.

Shareholding Structure of LET

The table below sets out the shareholding structure of the LET immediately prior to the transactions under the Deed of Assignment and the Sale and Purchase Agreements and upon Completion and as at the date of this joint announcement.

	Immediately prior to the transactions under the Deed of Assignment and the Sale and Purchase Agreements		Upon Completion and as at the date of this joint announcement	
	<i>No. of</i>		<i>No. of</i>	
	<i>LET Shares</i>	<i>%</i>	<i>LET Shares</i>	<i>%</i>
The Offeror and parties acting in concert with it				
The Offeror (<i>Note 1</i>)	–	–	4,991,643,335	74.86%
Mr. Lo (<i>Note 2</i>)	7,000,000	0.10%	7,000,000	0.10%
Mr. Au Chung On John (<i>Note 3</i>)	400,000	0.01%	400,000	0.01%
Mr. Manuel Assis Da Silva (<i>Note 4</i>)	810,000	0.01%	810,000	0.01%
Sub-total	<u>8,210,000</u>	<u>0.12%</u>	<u>4,999,853,335</u>	<u>74.98%</u>
Fame Select (<i>Note 5</i>)	4,991,643,335	74.86%	–	–
Public LET Shareholders	<u>1,668,119,411</u>	<u>25.02%</u>	<u>1,668,119,411</u>	<u>25.02%</u>
	<u><u>6,667,972,746</u></u>	<u><u>100.00%</u></u>	<u><u>6,667,972,746</u></u>	<u><u>100.00%</u></u>

Notes:

1. The entire issued share capital of the Offeror is owned by Mr. Lo. On 13 May 2022, the Offeror has obtained a facility from Get Nice Securities Limited to finance the consideration payable under the Deed of Assignment. The Offeror has pledged the LET Securities, including LET Sale Shares, as securities under such facility.
2. Immediately prior to the transactions under the Deed of Assignment and the Sale and Purchase Agreements, Mr. Lo, the ultimate beneficial owner of the Offeror held 7,000,000 LET Shares by himself and through his wholly-owned entities.
3. Mr. Au Chung On John, being an executive LET Director, is interested in 400,000 LET Shares.
4. Mr. Manuel Assis Da Silva, being an executive LET Director, is interested in 810,000 LET Shares.
5. Fame Select is owned as to 50% by Mr. Chau and 50% by Mr. Cheng. As such, Mr. Chau and Mr. Cheng were deemed to be interested in 4,991,643,335 LET Shares.

Interest in LET Securities, including LET Sale Shares held by Fame Select, were charged in favour of Wocoo as security agent for the AG Capital Limited, Sun Hung Kai Structured Finance Limited and Mr. Lee Seng Hui under the Facility Agreement on 30 July 2021. AG Capital Limited is wholly-owned by AG Capital Holding Limited which in turn is wholly-owned by Allied Group Limited. Allied Group Limited is a controlled corporation of Mr. Lee Seng Hui, Mr. Lee Seng Huang and Ms. Lee Su Hwei. Sun Hung Kai Structured Finance Limited is wholly-owned by Shipshape Investments Limited which in turn is wholly-owned by Sun Hung Kai & Co. Limited.

Information on the Offeror

The Offeror is an investment holding company incorporated in the British Virgin Islands with limited liability on 4 January 2022, it is wholly owned by Mr. Lo. The directors of the Offeror are Mr. Lo, Mr. Xu Haohao and Mr. Choi Kin Man.

Mr. Lo has obtained a Bachelor of Arts degree from the University of Winnipeg in Canada. On 9 March 2017, Mr. Lo was appointed as an executive LET Director. On 31 August 2022, Mr. Lo has been appointed as the chairman of the LET. On 12 December 2018, Mr. Lo was appointed as a non-executive director of Summit Ascent and on 26 April 2019, Mr. Lo was redesignated as an executive director of Summit Ascent and appointed as the deputy chairman of Summit Ascent. On 31 August 2022, Mr. Lo has been redesignated as the chairman of Summit Ascent. On 4 May 2021, Mr. Lo was appointed as a director of Suntrust Resort Holdings, Inc., an indirect non-wholly owned subsidiary of LET, of which the shares are listed on The Philippine Stock Exchange, Inc.. On 26 October 2021, Mr. Lo was appointed as the chairman of Suntrust Resort Holdings, Inc.. Mr. Lo is experienced in corporate management, mergers and acquisitions and in the gaming industry.

Intentions of the Offeror in relation to LET

The Offeror intends to continue the existing businesses of LET. However, given (i) the CBs and PN Loan were defaulted on 29 August 2022; and (ii) the auditors of LET had issued a disclaimer opinion for the financial year ended 31 December 2021 due to uncertainties relating to going concern, the Offeror will procure LET to consider disposing of its valuable assets rigorously and/or refinancing from third parties.

The Offeror has no plan to inject any assets or businesses into LET or to procure LET to acquire of any assets. Immediately after the close of the LET Offers, the Offeror will conduct a review of the financial position and operations of LET in order to formulate a long-term strategy for LET and explore other business/investment opportunities for enhancing its future development and strengthening its revenue bases. As at the date of this joint announcement, the Offeror has not identified such investment or business opportunities.

The Offeror intends to nominate new directors to the LET Board after close of the LET Offers. Any changes to the Board composition will be made in compliance with the Takeovers Code and the Listing Rules. Other than that, the Offeror has no intention to terminate any employment of the employees of LET or to make significant changes to any employment or to dispose of or re-allocate LET's assets which are not in the ordinary and usual course of business of LET.

Maintaining the listing status of LET

The Offeror has no intention to privatise LET and intends to maintain the listing of the LET Shares on the Stock Exchange. The Offeror will undertake to the Stock Exchange to take appropriate steps to ensure that not less than 25% of the entire issued share capital of LET will continue to be held by the public at all times.

The Stock Exchange has indicated that if, upon closing of the LET Offers, less than the minimum prescribed percentage applicable to LET, being 25% of the issued LET Shares, are held by the public or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the LET Shares; or
- (ii) there are insufficient LET Shares in public hands to maintain an orderly market,

it will consider exercising its discretion to suspend dealing in the LET Shares until the prescribed level of public float is restored.

LET Independent Board Committee

The LET Independent Board Committee, comprising all independent non-executive LET Directors, namely Mr. Tou Kin Chuen, Dr. Wu Kam Fun Roderick and Mr. Lo Wai Tung John, has been formed to advise the Independent LET Shareholders and Independent LET Optionholders in respect of the LET Offers, as to whether the terms of the LET Offers are fair and reasonable and as to the acceptance of the LET Offers, pursuant to Rule 2.1 of the Takeovers Code.

LET independent financial adviser

An independent financial adviser will be appointed, with the approval of the LET Independent Board Committee, to advise the LET Independent Board Committee in respect of the LET Offers and, in particular, as to whether the LET Offers are fair and reasonable and as to the acceptance of the LET Offers pursuant to Rule 2.1 of the Takeovers Code. Further announcement(s) will be made by LET as soon as possible after the appointment of the independent financial adviser.

GENERAL

Composite Document

Pursuant to Rule 8.2 of the Takeovers Code, within 21 days of the date of this joint announcement or such later date as the Executive may approve, an offer document is required to be despatched to the LET Shareholders and LET Optionholders. LET is required to send the offeree board circular in respect of the LET Offers to its shareholders within 14 days after the posting of the offer document, or such later date as the Executive may approve.

It is the intention of the respective boards of the Offeror and LET to combine the offer document and the offeree board circular into a composite document. It is expected that, the Composite Document (accompanied by the Forms of Acceptance) containing, inter alia, (i) details of the LET Offers (including the expected timetable); (ii) a letter of recommendation from the LET Independent Board Committee to the Independent LET Shareholders and Independent LET Optionholders; and (iii) a letter of advice from the independent financial adviser (to be appointed) to the LET Independent Board Committee in respect of the LET Offers, will be despatched to the LET Shareholders and LET Optionholders within 21 days from the date of this joint announcement.

Independent LET Shareholders and Independent LET Optionholders are encouraged to read the Composite Document carefully, including the advice of the independent financial adviser to the LET Independent Board Committee and the recommendation from the LET Independent Board Committee to the Independent LET Shareholders and Independent LET Optionholders in respect of the LET Offers and LET Option Offer, before deciding whether or not to accept the LET Offers.

Dealings disclosure

The Offer Period commenced on 6 July 2022 and hence, in accordance with Rule 3.8 of the Takeovers Code, associates of the Offeror and LET (as defined under the Takeovers Code and including, among others, persons who own or control 5% or more of any class of relevant securities (as defined in paragraphs (a) to (d) in Note 4 to Rule 22 of the Takeovers Code) by the Offeror or LET) are hereby reminded to disclose their dealings in the relevant securities of LET under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other person themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that cooperation.”

RESUMPTION OF TRADING

At the request of LET, trading in the LET Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 12 August 2022 pending the publication of this joint announcement. Application has been made by LET to the Stock Exchange for the resumption of trading in the LET Shares with effect from 9:00 a.m. on 15 September 2022.

DEFINITIONS

Unless the context requires otherwise, the following expressions shall have the following meanings in this joint announcement:

“acting in concert”	has the same meaning ascribed to it under the Takeovers Code;
“associate(s)”	has the same meaning ascribed to it under the Takeovers Code;
“Better Linkage”	Better Linkage Limited, a company incorporated in British Virgin Islands and the entire issued capital of which is wholly owned by Mr. Lo;
“Better Linkage CB”	zero coupon convertible bonds in the aggregate principal amount of HK\$120,000,000, which are convertible into 133,333,333 LET Shares at an initial conversion price of HK\$0.90 per LET Share due on 28 August 2022 issued by LET and owned by Better Linkage prior to Completion. Better Linkage CB was defaulted on 29 August 2022;
“Borrower”	Star Soul Investments Limited, a company incorporated in the British Virgin Islands and the entire issued capital of which is wholly owned by Mr. Chau;
“Business Day(s)”	a business day is a day on which the Stock Exchange is open for the transaction of business;
“CBs”	Better Linkage CB, Fame Select CB and Star Hope CB;
“Completion”	completion of the sale and purchase of the subject matters under the Sale and Purchase Agreements in accordance with the terms and conditions therein;
“Composite Document”	the composite offer and response documents proposed to be jointly issued by the Offeror and LET together with the Forms of Acceptance to the LET Shareholders and LET Optionholders in connection with the LET Offers in compliance with the Takeovers Code;
“connected person”	has the meaning ascribed to it under the Listing Rules;

“Deed of Assignment”	a deed of assignment dated 13 May 2022 entered between the New Lender, the Lenders and Wooco, whereby the Lenders assigned the Loan together with all of their right under the Facility Agreement (including the charged Securities) to the New Lender at the consideration of HK\$344,383,562;
“Demand Letter”	the letter served from the legal advisers of the Lenders and Wooco to the Borrower on 8 December 2021 to demand, inter alia, repayment of the Loan;
“Encumbrances”	any mortgage, charge, pledge, lien, hypothecation, encumbrances or other security arrangement of any kind; (ii) any option, equity, claim, adverse interest or other third party right of any kind; (iii) any arrangement by which any right is subordinated to any right of such third party; or (iv) any contractual right of set-off, including any agreement or commitment to create or procure to create, or to permit or suffer to be created or subsisted any of the above;
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director;
“Facility Agreement”	the facility agreement dated 30 July 2021 entered into between the Borrower, the Lenders and Wooco in respect of the Loan;
“Fame Select”	Fame Select Limited, a company incorporated in British Virgin Islands and the entire issued capital of which was wholly owned by Mr. Chau and Mr. Cheng as to 50% and 50% respectively prior to Completion;
“Fame Select CB”	zero coupon convertible bonds in the aggregate principal amount of HK\$402,000,000, which are convertible into 1,546,153,846 LET Shares at an initial conversion price of HK\$0.26 per LET Share due on 7 December 2022 issued by LET and owned by Fame Select prior to Completion. Fame Select CB was cross-defaulted on 29 August 2022;
“Fame Select Sale Shares”	130,000 issued share of Fame Select, representing the entire issued share capital of Fame Select;

“Forms of Acceptance”	the forms of acceptance and transfer in respect of the LET Offers;
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent LET Optionholder(s)”	all LET Optionholders other than the Offeror and parties acting in concert with it;
“Independent LET Shareholder(s)”	all LET Shareholders other than the Offeror and parties acting in concert with it;
“Kingston Corporate Finance”	Kingston Corporate Finance Limited, a corporation licensed under the Securities and Futures Ordinance to carry out regulated activity of type 6 (advising on corporate finance), and a company incorporated in Hong Kong with limited liability, being one of the joint financial advisers of the Offeror in respect of the LET Offers;
“Kingston Securities”	Kingston Securities Limited, a corporation licensed under the Securities and Futures Ordinance to carry out regulated activity of type 1 (dealing in securities), being the agent of the Offeror to make the LET Offers and the financier of the Offeror;
“Last Trading Day”	12 May 2022, the last trading day for the LET Shares prior to the trading halt of the LET Shares, pending publication of the Rule 3.7 Announcement;
“Lenders”	AG Capital Limited, Sun Hung Kai Structured Finance Limited and Mr. Lee Seng Hui;
“LET”	LET Group Holdings Limited (formerly known as Suncity Group Holdings Limited, Stock Code: 1383), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board;
“LET Board”	the board of LET Directors;

“LET Director(s)”	the director(s) of LET;
“LET Group”	LET together with its subsidiaries;
“LET Independent Board Committee”	an independent committee of the LET Board comprising all independent non-executive LET Directors, namely Mr. Tou Kin Chuen, Dr. Wu Kam Fun Roderick and Mr. Lo Wai Tung John, established for the purpose of advising the Independent LET Shareholders and Independent LET Optionholders in respect of the LET Offers;
“LET Offer Share(s)”	all of the Share(s) in issue, other than those already owned and/or agreed to be acquired by the Offeror and/or parties acting in concert with it;
“LET Offers”	the LET Share Offer and LET Option Offer;
“LET Optionholder(s)”	holder(s) of the LET Share Option from time to time;
“LET Option Offer”	the unconditional mandatory cash offer to be made by Yu Ming and Kingston Securities for and on behalf of the Offeror to the Independent LET Optionholders to cancel all the LET Share Options (other than those already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it) in accordance to Rule 13 of the Takeovers Code;
“LET Sale Shares”	4,991,643,335 LET Shares beneficially owned by the New Lender as at the date of the Sale and Purchase Agreements, representing approximately 74.86% of the entire issued share capital of LET as at the date of this joint announcement, sold by the New Lender to the Offeror subject to and conditional upon the terms of the SPA (LET Securities), and each a “LET Sale Share”;
“LET Securities”	part of the securities of LET charged under the Facility Agreement, including, Perpetual Securities, Fame Select CB, Star Hope CB, Better Linkage CB, PN Loan, and LET Sale Shares;

“LET Share(s)”	ordinary share(s) of LET of HK\$0.10 each in the issued share capital of LET;
“LET Shareholder(s)”	holder(s) of the LET Shares from time to time;
“LET Share Offer”	the unconditional mandatory cash offer to be made by Yu Ming and Kingston Securities on behalf of the Offeror to the Independent LET Shareholders to acquire all the issued LET Shares (other than those already owned and/or agreed to be acquired by the Offeror and parties acting in concert with it) in accordance to Rule 26 of the Takeovers Code;
“LET Share Offer Price”	the price at which the LET Share Offer will be made, being HK\$0.069 per LET Offer Shares;
“LET Share Option(s)”	the option(s) each carrying rights to subscribe for one new LET Shares;
“LET Share Option Schemes”	the share option scheme adopted by LET pursuant to an ordinary resolution passed by the LET Shareholders on 31 January 2007, which was terminated on 2 June 2016 and the new share option scheme adopted by LET pursuant to an ordinary resolution passed by the LET Shareholders on 2 June 2016;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Loan”	the loan in the principal sum of HK\$300,000,000 granted by the Lenders to the Borrower under the Facility Agreement;
“Loan to Fame Select”	the sums for which Fame Select is presently indebted and may become indebted to Mr. Chau and/or Mr. Cheng, being the subject matter which has been assigned pursuant to the Deed of Assignment;
“Loan to LET”	the sums for which LET is presently indebted and may become indebted to Fame Select, being the subject matter which has been assigned pursuant to the Deed of Assignment;

“Loan to Star Hope”	the sums for which Star Hope is presently indebted and may become indebted to Mr. Chau, being the subject matter which has been assigned pursuant to the Deed of Assignment;
“Main Board”	Main Board of the Stock Exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM of the Stock Exchange;
“Main Hotel Casino”	a main hotel casino located at the Entertainment City, Manila, the Philippines;
“Mr. Chau”	Mr. Chau Cheok Wa, the controlling LET Shareholder through his 50% shareholding in Fame Select prior to Completion, the former chairman of the LET Board and a former executive LET Director, and wholly-owns the Borrower;
“Mr. Cheng”	Mr. Cheng Ting Kong, the controlling LET Shareholder through his 50% shareholding in Fame Select prior to Completion;
“Mr. Lo”	Mr. Lo Kai Bong, the controlling LET Shareholder, the chairman of the LET Board, an executive LET Director and wholly-owns Better Linkage, the New Lender and the Offeror;
“New Lender”	Champion Trade Group Limited, a company incorporated in the British Virgin Islands and the entire issued capital of which is owned by Mr. Lo;
“Notification Letter”	the letter served from the legal advisers of the Lenders and Wooco to the Borrower on 16 December 2021 to notify the exercise of enforcement right on the Securities by the Lenders under the security documents of the Facility Agreement;
“Offer Facility”	the facility dated 8 September 2022 in the sum of HK\$104 million granted by Kingston Securities in favour of the Offeror;
“Offer Period”	the period commenced on 6 July 2022, being the date of the Rule 3.7 Announcement and ending on the date when the LET Offers close;

“Offeror”	Major Success Group Limited, a company incorporated in the British Virgin Islands and the entire issued capital of which is owned by Mr. Lo;
“Other Securities”	part of the securities of LET charged under the Facility Agreement, including, Fame Select Sale Shares, Star Hope Sale Share, Loan to LET, Loan to Fame Select and Loan to Star Hope;
“Overseas LET Optionholder(s)”	Independent LET Optionholder(s) whose addresses on the record of LET are outside Hong Kong;
“Overseas LET Shareholder(s)”	Independent LET Shareholder(s) whose addresses, as shown on the register of members of LET are outside Hong Kong;
“Panel”	the Takeovers and Mergers Panel;
“Panel Meeting”	meeting of the Panel dated 11 August 2022 for determination of appropriate offer price under the LET Share Offer;
“Perpetual Securities”	HK\$6,000 million 5.00% perpetual securities in the aggregate outstanding principal amount of HK\$5,408,000,000 issued by LET to Star Hope;
“PN Loan”	the loan in the outstanding principal amount of HK\$303,000,000 owed by LET to Star Hope under a promissory note dated 28 August 2018 as amended and/or supplemented by the supplemental promissory note dated 3 July 2020. PN Loan was defaulted on 29 August 2022;
“PRC”	the People’s Republic of China, for the purpose of this joint announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan;
“Rule 3.7 Announcement”	the announcement dated 6 July 2022 jointly issued by LET and the Offeror which is the first announcement made pursuant to Rule 3.7 of the Takeovers Code in respect of the LET Offers;

“Sale and Purchase Agreements”	SPA (LET Securities) and SPA (Other Securities);
“Securities”	LET Securities and Other Securities;
“SFC”	The Securities and Futures Commission of Hong Kong;
“SPA (LET Securities)”	the sale and purchase agreement dated 13 May 2022 entered into by the New Lender as vendor and the Offeror as purchaser pursuant to which the New Lender agreed to sell (i) Fame Select CB; (ii) Star Hope CB; (iii) Better Linkage CB; and (iv) LET Sale Shares; and to assign (i) PN Loan; and (ii) Perpetual Securities to the Offeror;
“SPA (Other Securities)”	the sale and purchase agreement dated 13 May 2022 entered into by the New Lender as vendor and the Offeror as purchaser pursuant to which the New Lender agreed to sell (i) Fame Select Sale Shares; and (ii) Star Hope Sale Share and to assign (i) Loan to LET; (ii) Loan to Fame Select; and (iii) Loan to Star Hope to the Offeror;
“Star Hope”	Star Hope Limited, a company incorporated in British Virgin Islands and the entire issued capital of which was wholly owned by Mr. Chau prior to Completion;
“Star Hope CB”	zero coupon convertible bonds in the aggregate principal amount of HK\$177,000,000, which are convertible into 196,666,666 LET Shares at an initial conversion price of HK\$0.90 per LET Share due on 28 August 2022 issued by LET and owned by Star Hope prior to Completion. Star Hope CB was defaulted on 29 August 2022;
“Star Hope Sale Share”	1 issued share of Star Hope, representing the entire issued share capital of Star Hope;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

“Summit Ascent”	Summit Ascent Holdings Limited (Stock Code: 102), a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board and a non wholly-owned subsidiary of LET;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Tender Process”	the tender process conducted by the financial adviser of the Lenders to make invitations for expression of interest in the Securities;
“Wooco”	Wooco Secretarial Services Limited, a limited liability company incorporated in Hong Kong, the agent and security agent of a syndicate of Lenders;
“Yu Ming”	Yu Ming Investment Management Limited, a corporation licensed under the Securities and Futures Ordinance to carry out regulated activities of type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management), and a company incorporated in Hong Kong with limited liability, being one of the joint financial advisers of the Offeror in respect of the LET Offers;
“%”	per cent.

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

By Order of the Board of
Major Success Group Limited
Lo Kai Bong
Director

Hong Kong, 14 September 2022

As at the date of this joint announcement, the executive LET Directors are Mr. Lo Kai Bong (Chairman), Mr. Au Chung On John and Mr. Manuel Assis Da Silva; and the independent non-executive LET Directors are Mr. Tou Kin Chuen, Dr. Wu Kam Fun Roderick and Mr. Lo Wai Tung John.

The LET Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the directors of the Offeror in their capacity as directors of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, the directors of the Offeror are Mr. Lo Kai Bong, Mr. Xu Haohao and Mr. Choi Kin Man.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to LET) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than opinions expressed by the LET Directors in their capacity as LET Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.