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LET GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

(1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS; (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES; AND (3) NON-COMPLIANCE WITH REQUIREMENTS UNDER THE LISTING RULES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The board (“**Board**”) of directors (the “**Directors**”) of LET Group Holdings Limited (the “**Company**”) announces that with effect from 15 January 2024:

- (i) Mr. Tou Kin Chuen (“**Mr. Tou**”) has tendered his resignation as an independent non-executive Director;
- (ii) Dr. Wu Kam Fun Roderick (“**Dr. Wu**”) has tendered his resignation as an independent non-executive Director; and
- (iii) Mr. Lo Wai Tung John (“**Mr. Lo**”) has tendered his resignation as an independent non-executive Director.

The resignations of Mr. Tou, Dr. Wu and Mr. Lo were due to their disapproval to a transaction which forms the subject matter of the inside information announcement of the Company referred to in the trading halt announcement of the Company dated 10 January 2024 pending to be published by the Company.

Save as disclosed above, Mr. Tou, Dr. Wu and Mr. Lo have confirmed to the Board that they have no disagreement with the Board and there is no other matter relating to their resignations that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Tou, Dr. Wu and Mr. Lo for their valuable support and contribution to the Company during their tenure of office.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Tou as independent non-executive Director, he will also cease to be the chairman of the audit committee of the Board (“**Audit Committee**”), member of the remuneration committee of the Board (“**Remuneration Committee**”), member of the nomination committee of the Board (“**Nomination Committee**”) and member of the risk management committee of the Board (“**Risk Management Committee**”).

Following the resignation of Dr. Wu as independent non-executive Director, he will also cease to be the chairman of the Nomination Committee, member of the Audit Committee, member of the Remuneration Committee and member of the Risk Management Committee.

Following the resignation of Mr. Lo as independent non-executive Director, he will also cease to be the chairman of the Remuneration Committee, member of the Audit Committee, member of the Nomination Committee and member of the Risk Management Committee.

NON-COMPLIANCE WITH REQUIREMENTS UNDER THE LISTING RULES

Immediately following the resignations of Mr. Tou, Dr. Wu and Mr. Lo, the Company has:

- (i) no independent non-executive Director, which results in the current number of independent non-executive Directors falling below the minimum number required under Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the number of independent non-executive Directors fails to maintain at least one-third of the members of the Board as required under Rule 3.10A of the Listing Rules;
- (ii) no member in the Audit Committee, which results in the number of Audit Committee members falling below the minimum number and the Company’s failure to have an independent non-executive Director as a chairman of the Audit Committee as required under Rule 3.21 of the Listing Rules;
- (iii) no member in the Remuneration Committee, which results in the Company’s failure to have an independent non-executive Director as a chairman of the Remuneration Committee and a majority of independent non-executive Directors in the Remuneration Committee as required under Rule 3.25 of the Listing Rules; and
- (iv) no member in the Nomination Committee, which results in the Company’s failure to have the chairman of the Board or an independent non-executive Director as a chairman of the Nomination Committee and a majority of independent non-executive Directors in the Nomination Committee as required under Rule 3.27A of the Listing Rules.

The Company will use its best endeavours to identify suitable candidates to fill up the vacancies of the independent non-executive Directors and the vacancies of the members of the Audit Committee, Remuneration Committee and Nomination Committee as soon as possible within three months from the date of resignation of Mr. Tou, Dr. Wu and Mr. Lo as required under the Listing Rules. The Company will make further announcement as and when appropriate.

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

Hong Kong, 15 January 2024

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