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Lai Group Holding Company Limited

禮建德集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8455)

INSIDE INFORMATION

PLACING OF SHARES BY CONTROLLING SHAREHOLDER

This announcement is made by Lai Group Holding Company Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) has been informed by Chun Wah Limited (“**Chun Wah**”), which is the controlling shareholder of the Company (as defined in the GEM Listing Rules) and wholly-owned by Mr. Chan Lai Sin, the chairman of the Board and an executive director of the Company, that it had entered into a placing agreement (the “**Placing Agreement**”) with a placing agent on 27 November 2017 (after trading hours) for placing (the “**Placing**”), on a best effort basis, up to 190,000,000 ordinary shares (the “**Placing Shares**”) of the Company, representing approximately 23.75% of the issued share capital of the Company at a price of HK\$0.45 per share (representing a discount of approximately 73.21% to today’s closing price of HK\$1.68 per share) as at the date of this announcement, held by it to placees (i) who are independent third parties of and not connected persons (as defined in the GEM Listing Rules) of Chun Wah or the Company or any of their subsidiaries or any of their respective associates (as defined in the GEM Listing Rules); and (ii) who are not acting in concert (within the meaning of the Codes on Takeovers and Mergers and Share Repurchases) with the directors, chief executive or the substantial shareholder(s) of Chun Wah or the Company or their subsidiaries or any of their respective associates in relation to the control of Chun Wah or the Company.

Immediately before completion of the Placing (assuming the issued share capital of the Company as at the date of this announcement remains unchanged up to then), Chun Wah held 598,210,000 shares of the Company, representing approximately 74.78% of the issued share capital of the Company. Immediately after completion of the Placing, Chun Wah will be, and Mr. Chan Lai Sin will be deemed to be pursuant to the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), interested in 408,210,000 shares of the Company, representing approximately 51.03% of the issued share capital of the Company as at the date of this announcement and they will remain to be the controlling shareholders of the Company.

The engagement of the placing agent for the placing shall be valid from the date of the Placing Agreement (i.e. 27 November 2017) to 4 December 2017, unless extended to such longer period as may be extended by the placing agent.

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

By order of the Board
Lai Group Holding Company Limited
Chan Lai Sin
Chairman and Executive Director

Hong Kong, 27 November 2017

As at the date of this announcement, the Board comprises Mr. Chan Lai Sin, Mr. Hung Lap Ka and Ms. So Hiu Bik as executive directors; Mr. Kwan Ngai Kit, Ms. Lui Lai Chun and Mr. Wu Loong Cheong Paul as independent non-executive directors.

This announcement, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of the Stock Exchange of Hong Kong Limited at www.hkexnews.hk on the “Latest Information” page for at least 7 days from the date of its posting and will be published on the Company’s website at www.dic.hk.