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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

DISPOSAL OF SHARES BY THE CONTROLLING SHAREHOLDER

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

THE DISPOSAL

The Board was notified by the Vendor that it had on 27 February 2025, after trading hours, entered into the Agreement with the Purchaser, pursuant to which the Vendor agreed to sell and the Purchaser agreed to purchase the Sale Shares, being 224,000,000 Shares, representing 28% of the issued share capital of the Company as at the date of this announcement, for a total cash consideration of HK\$14,960,000 (being HK\$0.0668 per Share).

The Completion took place immediately after the entering into the Agreement. The Vendor will cease to be the controlling shareholder of the Company upon the Completion.

The Board does not expect the Disposal to have any significant impact on the business operations and the composition of the management of the Group.

INFORMATION OF THE PURCHASER

The Purchaser is HK H&Y Group Chain Management Limited, a private company incorporated in Hong Kong with limited liability, which is wholly-owned by Mr. Liu Jia Sheng. To the best of the Company’s knowledge, information and belief, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner(s) are independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules).

THE SHAREHOLDING STRUCTURE OF THE COMPANY UPON THE COMPLETION

Immediately after the Completion, the Vendor held 184,370,000 Shares, representing approximately 23.05% of the issued share capital of the Company as at the date of this announcement. Therefore, the Vendor will cease to be the controlling shareholder of the Company. Details of the change in the shareholding interests of the Company held by the Vendor and the Purchaser after the Completion are set out as follows:

Name of shareholders	Immediately prior to the Completion		Immediately after the Completion	
	Number of Shares held	Approximate percentage of shareholding	Number of Shares held	Approximate percentage of shareholding
Vendor	408,370,000	51.05%	184,370,000	23.05%
Purchaser	–	–	224,000,000	28.00%

DEFINITIONS

Unless the context requires otherwise, the terms below have the following meanings in this announcement:

“Agreement”	the agreement for the sale and purchase of the Sale Shares dated 27 February 2025 entered into between the Vendor and the Purchaser
“Board”	the board of Directors
“Company”	Lai Group Holding Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“Completion”	the completion of the Disposal, which took place immediately after signing of the Agreement
“controlling shareholder”	has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Sale Shares by the Vendor to the Purchaser in accordance with the Agreement
“GEM”	the GEM of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM as amended by the Stock Exchange from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Purchaser”	HK H&Y Group Chain Management Limited, a private company incorporated in Hong Kong with limited liability
“Sale Shares”	the 224,000,000 Shares to be sold by the Vendor to the Purchaser subject to the terms and conditions of the Agreement, representing 28% of the issued share capital of the Company
“Shareholder(s)”	the holder(s) of Share(s)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Chun Wah Limited, a company incorporated in the Republic of Seychelles with limited liability and is wholly-owned by Dr. Chan Lai Sin, the vice chairman of the Board and an executive Director
“%”	per cent.

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
Wang Guoping
Chairman and Executive Director

Hong Kong, 27 February 2025

As at the date of this announcement, the Board comprises Mr. Wang Guoping and Dr. Chan Lai Sin as executive Directors; Ms. Liu Lihui as a non-executive Director; and Ms. Ma Yufei, Ms. Lui Lai Chun and Dr. Chung Siu Kuen 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 at www.hkexnews.hk on the “Latest Listed Company 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.