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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in LAI GROUP HOLDING COMPANY LIMITED (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

This circular is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities in the Company.

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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)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 5 of this circular.

A notice convening the extraordinary general meeting (the “EGM”) to be held at 9/F, 33 Des Voeux Road Central, Central, Hong Kong on Friday, 6 February 2026 at 2:30 p.m. is set out on pages EGM-1 to EGM-3 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend and vote the EGM (or any adjournment thereof), you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event the form of proxy shall be deemed to be revoked.

This circular will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its posting. This circular will also be posted on the Company’s website at www.dic.hk.

16 January 2026

CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“Announcement”	the announcement dated 9 January 2026 in relation to, amongst other things, the Increase in Authorised Share Capital
“Board”	the board of Directors
“Company”	Lai Group Holding Company Limited 禮建德集團控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock code: 8455)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 9/F, 33 Des Voeux Road Central, Central, Hong Kong on Friday, 6 February 2026 at 2:30 p.m. (or any adjournment thereof), for the purpose of considering and, if thought fit, approving the Increase in Authorised Share Capital by the Shareholders
“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
“Increase in Authorised Share Capital”	the proposed increase in the Company’s authorised share capital from HK\$10,000,000 divided into 1,000,000,000 Shares to HK\$20,000,000 divided into 2,000,000,000 Shares by creating an additional 1,000,000,000 unissued Shares
“Latest Practicable Date”	9 January 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Wang Guoping (*Chairman*)

Dr. Chan Lai Sin (*Vice Chairman*)

Non-executive Director:

Ms. Liu Lihui

Independent non-executive Directors:

Dr. Chung Siu Kuen

Ms. Ma Yufei

Ms. Sun Wai Ling

Registered office:

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

Head office and principal place of

business in Hong Kong:

Office H, 19/F, Phase 01

Kings Wing Plaza

3 On Kwan Street

Shek Mun

Sha Tin

New Territories

Hong Kong

16 January 2026

To the Shareholders

Dear Sir/Madam,

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in relation to, amongst other things, the Increase in Authorised Share Capital.

The purposes of this circular are to provide you with, among other things, (i) further details of the Increase in Authorised Share Capital; and (ii) notice of the EGM. In the EGM, such necessary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Increase in Authorised Share Capital.

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$10,000,000 divided into 1,000,000,000 Shares, of which 960,000,000 Shares have been issued and fully paid.

LETTER FROM THE BOARD

In order to accommodate growth of the Group and to provide the Company with greater flexibility to raise funds in the future, the Board proposed the Increase in Authorised Share Capital. With reference to the Announcement, the Board proposes to seek the approval by way of ordinary resolution at the EGM by the Shareholders of an increase in the authorised share capital of the Company from HK\$10,000,000 divided into 1,000,000,000 Shares to HK\$20,000,000 divided into 2,000,000,000 Shares by creating an additional 1,000,000,000 unissued Shares. Such Shares shall rank *pari passu* in all respects. The Board believes the Increase in Authorised Share Capital is in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Board has no intention to conduct equity fundraising exercises and has no concrete plan and has not entered into any agreement, arrangement, understanding or undertaking. However, the Board cannot rule out the possibility that the Company will conduct equity fundraising exercises as and when suitable fundraising opportunities arise in order to support the operations and future development of the Group. The Company will make further announcement(s) as and when appropriate in accordance with the requirements of the GEM Listing Rules.

Upon the Increase in Authorised Share Capital becoming effective and assuming no change in the issued share capital of the Company from the Latest Practicable Date up to the date of the EGM, the authorised share capital of the Company will be HK\$20,000,000 divided into 2,000,000,000 Shares, with 960,000,000 Shares in issue and 1,040,000,000 Shares authorised but unissued.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of passing an ordinary resolution at the EGM.

EGM AND IMPLICATIONS UNDER THE GEM LISTING RULES

The Company will convene the EGM at 9/F, 33 Des Voeux Road Central, Central, Hong Kong on Friday, 6 February 2026 at 2:30 p.m. to consider and, if thought fit, approve, among other things, the Increase in Authorised Share Capital. A notice convening the EGM is set out on pages EGM-1 to EGM-3 of this circular.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolution on the Increase in Authorised Share Capital at the EGM.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the proposed resolution set out in the notice convening the EGM shall be voted on by poll and, after being verified by the scrutineer, the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use by Shareholders at the EGM is enclosed with this circular and such form of proxy is also published on the respective websites of the Stock Exchange at www.hkexnews.hk and the Company at www.dic.hk. If you are not able to attend the EGM but wish to exercise your right as a Shareholder, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so desire and in such event, the form of proxy shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 3 February 2026 to Friday, 6 February 2026, both days inclusive, during which no transfer of Shares will be registered. Shareholders whose name appears on the register of members of the Company on Friday, 6 February 2026 shall be entitled to attend and vote at the EGM. In order to be eligible to attend and vote at the EGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Monday, 2 February 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM is therefore Friday, 6 February 2026.

RECOMMENDATIONS

The Directors consider that the proposed resolution at the EGM is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolution at the EGM as set out in the notice convening the EGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 this circular or any statement herein misleading.

By Order of the Board
Lai Group Holding Company Limited
Wang Guoping
Chairman and Executive Director

NOTICE OF EGM

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

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NO refreshments, NO food and beverage service, and NO handing out of corporate gifts, gift coupons or cake vouchers.

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Lai Group Holding Company Limited (the “Company”) will be held at 9/F, 33 Des Voeux Road Central, Central, Hong Kong on Friday, 6 February 2026 at 2:30 p.m. for the purpose of considering, and if thought fit, with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** the authorised share capital of the Company be increased from HK\$10,000,000 divided into 1,000,000,000 shares of HK\$0.01 each (the “Shares”) to HK\$20,000,000 divided into 2,000,000,000 Shares by the creation of additional 1,000,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and **THAT** any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By Order of the Board
Lai Group Holding Company Limited
Wang Guoping
Chairman and Executive Director

Hong Kong, 16 January 2026

Registered office:
Windward 3, Regatta Office Park
PO Box 1350
Grand Cayman KY1-1108
Cayman Islands

Principal place of business in Hong Kong:
Office H, 19/F, Phase 01, Kings Wing Plaza
3 On Kwan Street
Shek Mun, Sha Tin
New Territories, Hong Kong

NOTICE OF EGM

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at the above EGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The transfer books and Register of Members of the Company will be closed from Tuesday, 3 February 2026 to Friday, 6 February 2026, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Monday, 2 February 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the EGM is therefore Friday, 6 February 2026.
7. A form of proxy for use by shareholders at the EGM is enclosed.
8. For the avoidance of doubt, holder of treasury share of the Company (if any) are not entitled to vote at the EGM.
9. According to Rule 17.47(4) of the GEM Listing Rules, voting on the proposed resolution set out in this notice will be taken by poll.

As at the date of this notice, the Board comprises Mr. Wang Guoping and Dr. Chan Lai Sin as executive Directors; Ms. Liu Lihui as a non-executive Director, and Dr. Chung Siu Kuen, Ms. Ma Yufei and Ms. Sun Wai Ling as independent non-executive Directors.

This notice, 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 notice 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 notice misleading.

NOTICE OF EGM

This notice 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.