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)

DISCLOSEABLE AND CONNECTED TRANSACTION
DISPOSAL OF THE ENTIRE INTEREST IN THE TARGET COMPANY

THE DISPOSAL

On 5 June 2026 (after trading hours), the Vendor, the Purchaser and the Target Company entered into the S&P Agreement, pursuant to which, (1) the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the entire equity interest of the Target Company for the consideration of HK$1; and (2) the Purchaser has conditionally agreed that the Shareholder's Loan in the amount of HK$7,600,000 shall be paid to Smart Will (an indirect wholly-owned subsidiary of the Company) upon Completion, subject to the terms and conditions of the S&P Agreement. As at the date of this announcement, the Target Company was an indirect wholly-owned subsidiary of the Company and the major asset held is the Property. Upon Completion, the Target Company will cease to be a subsidiary of the Company.

GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in the GEM Listing Rules) in respect of the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction of the Company, and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

As at the date of this announcement, Dr. Chan, the Purchaser, is an executive Director and a substantial shareholder of the Company, and is therefore a connected person of the Company. As such, the Disposal constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

As the highest of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the Disposal exceeds 5% but is less than 25%, and the Consideration is less than HK$10,000,000, the Disposal is subject to the reporting and announcement requirements but is exempt from independent shareholders' approval requirement pursuant to Chapter 20 of the GEM Listing Rules.

INTRODUCTION

On 5 June 2026 (after trading hours), the Vendor, the Purchaser and the Target Company entered into the S&P Agreement, pursuant to which, (1) the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase the entire equity interest of the Target Company for the consideration of HK$1; and (2) the Purchaser has conditionally agreed that the Shareholder's Loan in the amount of HK$7,600,000 shall be paid to Smart Will (an indirect wholly-owned subsidiary of the Company) upon Completion, subject to the terms and conditions of the S&P Agreement. As at the date of this announcement, the Target Company was an indirect wholly-owned subsidiary of the Company and the major asset held is the Property. Upon Completion, the Target Company will cease to be a subsidiary of the Company.

THE S&P AGREEMENT

The principal terms of the S&P Agreement are set out below:

Date

5 June 2026

Parties

(1) Kingsky Group Limited as the Vendor;

(2) Dr. Chan as the Purchaser; and

(3) the Target Company.

Subject of the Disposal

Subject to the terms of the S&P Agreement,

(1) the Vendor has conditionally agreed to dispose of, and the Purchaser has conditionally agreed to acquire, the entire equity interest in the Target Company; and

(2) the Purchaser conditionally agreed that the Shareholder's Loan, being the outstanding loan due from the Target Company to Smart Will, be paid to Smart Will upon Completion. As at the date of this announcement, the Shareholder's Loan amounted to HK$7,600,000.

Consideration

The aggregate Consideration for the Sale Shares and the Shareholder's Loan shall be an amount equal to the sum of:

(i) the consideration for the Sale Shares of HK$1, which shall be paid in cash by the Purchaser to the Vendor upon Completion; and

(ii) the Shareholder's Loan in the amount of HK$7,600,000, which shall be repaid to Smart Will upon Completion.

Accordingly, the Group is entitled to receive HK$7,600,001 in aggregate.

The Consideration was determined after arm's length negotiation between the Vendor and the Purchaser with reference to (i) the unaudited net liabilities value of approximately HK$2,000 as at 31 May 2026 of the Target Company, which mainly includes the property, plant and equipment and the Shareholder's Loan, of approximately HK$7,636,000 and HK$7,600,000 respectively; (ii) the prevailing market prices of properties of similar nature within the same area; and (iii) the valuation of the Property as at 31 March 2026 as preliminarily appraised by an independent property valuer at HK$7,600,000.

The Directors (including the independent non-executive Directors) consider that the terms and conditions of the Disposal to be fair and reasonable and are in the interests of the Company and its Shareholders as a whole.

Condition Precedent

Completion is conditional upon satisfaction and/or (if applicable) waiver of conditions which include:

(1) The representations and warranties of each of the Vendor and the Purchaser contained in the S&P Agreement shall remain true and correct and not misleading in all material respects;

(2) the passing of resolutions by the shareholders of the Target Company approving the S&P Agreement and the transactions contemplated thereunder;

(3) the Board having approved the S&P Agreement and the transactions contemplated thereunder;

(4) the Company having announced the S&P Agreement and the transactions contemplated thereunder in accordance with the relevant requirements under the GEM Listing Rules; and

(5) other than the aforesaid, all requisite approvals, consents and waivers required to be obtained by the parties to the S&P Agreement in respect of the entering into of the S&P Agreement and the transactions contemplated thereunder having been obtained, and the parties have fully complied with all applicable laws and regulations (including but not limited to the GEM Listing Rules).

In the event any of the conditions precedent set out above is not fulfilled or otherwise waived prior to Long Stop Date (or such other date as the parties may agree in writing), then either the Vendor or the Purchaser may, at his option, elect to proceed with or delay the transactions, or not to proceed with the transactions contemplated thereunder and in such case the S&P Agreement shall cease to be of any effect.

Completion

The Completion shall take place at the principal office of the Vendor in Hong Kong on the first (1st) business day after the date on which all of the conditions precedent under the S&P Agreement have been fulfilled or waived in writing by the relevant party.

Upon Completion, the Target Company will be held as to 100% by the Purchaser, and the Group will cease to have any interest in the share capital of the Target Company.

INFORMATION ON THE TARGET COMPANY

The Target Company is a company incorporated in the Seychelles with limited liability on 4 January 2016 and is principally engaged in investment holding. As at the date of this announcement, it is an indirect wholly-owned subsidiary of the Company and the major asset held is the Property.

The Property comprises one office unit with a total saleable area of approximately 82.037 square metres (883 square feet), located at Office H, 19/F Kings Wing Plaza 1, No. 3 On Kwan Street, Shek Mun, Sha Tin, New Territories, Hong Kong. As disclosed in the prospectus of the Company dated 31 March 2017, the original acquisition cost for the Property was HK$9,600,000. As at the date of this announcement, the Group utilises the Property as its head office, and it is expected that this arrangement will remain after the Completion.

Set out below is the unaudited financial information of the Target Company for the financial years ended 31 March 2025 and 2026 which are prepared under the generally accepted accounting principles in Hong Kong:

	For the year ended 31 March	
	2026	**2025**
	HK$	*HK$*
Net loss before tax	(37,936)	(456,049)
Net loss after tax	(37,936)	(429,811)

As at 31 May 2026, the unaudited net liabilities value of the Target Company was approximately HK$2,000 based on the unaudited financial statements of the Target Company.

INFORMATION ON THE PARTIES

The Vendor and the Group

The Vendor is a direct wholly-owned subsidiary of the Company incorporated in Seychelles with limited liability, and is principally engaged in investment holding.

The Group is principally engaged in the provision of interior design and fit-out services in Hong Kong.

The Purchaser

The Purchaser, Dr. Chan Lai Sin, is the vice chairman of the Board, an executive Director and a substantial shareholder of the Company, and is therefore a connected person of the Company under Chapter 20 of the GEM Listing Rules.

REASONS FOR AND BENEFITS OF THE DISPOSAL

Over the past few financial years, the Group has continued to record losses, which were primarily attributable to the decline in revenue arising from the continuing adverse and competitive market conditions in Hong Kong. The Target Company is principally engaged in investment holding and its sole major asset is the Property, which is currently utilised as the Group's office. As an investment holding entity, the Target Company does not generate any external revenue or operating income for the Group.

In light of the anticipated continued uncertainty in the Hong Kong property market in the near term, driven by broader economic volatility and the factors set out above, the Board is of the view that the Disposal is a timely opportunity for the Group to enhance its working capital, and enable a more effective allocation of resources towards pursuing other business opportunities with greater potential.

Upon Completion, the Group shall enter into a new lease agreement in respect of the leasing of the Property, which will be negotiated on an arm's length basis and on normal commercial terms with reference to the prevailing market rent for similar properties in the vicinity. As the Group currently utilises the Property as its head office and will be able to continue occupying the Property upon Completion, the Disposal is not expected to result in any material adverse impact on the daily operations of the Group.

In view of the above, the Directors, including the independent non-executive Directors, consider that the terms of the S&P Agreement are on normal commercial terms, fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole.

Dr. Chan is considered to have a material interest in the Disposal and he had abstained from voting on the Board resolutions to approve the S&P Agreement and the transactions contemplated thereunder. Save and except for the aforesaid, none of the Directors had any material interest in the Disposal and the S&P Agreement and was required to abstain from voting on the Board resolutions in relation to the Disposal and the S&P Agreement.

POSSIBLE FINANCIAL EFFECTS OF THE DISPOSAL AND THE PROPOSED USE OF PROCEEDS

Immediately after Completion, the Target Company will cease to be a subsidiary of the Company and the financial results of the Target Company will no longer be consolidated into the Group's financial statements.

As a result of the Disposal, the Group is expected to record an unaudited net gain of approximately HK$2,001, which is calculated with reference to the unaudited net liabilities of the Target Company of approximately HK$2,000 and the consideration for the Sale Shares of HK$1. The actual gain or loss arising from the Disposal will be subject to audit.

The Board intends to use the net proceeds of the Disposal and the repayment of the Shareholder's Loan primarily as general working capital of the Group.

GEM LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined in the GEM Listing Rules) in respect of the Disposal exceeds 5% but is less than 25%, the Disposal constitutes a discloseable transaction of the Company, and is subject to the reporting and announcement requirements under Chapter 19 of the GEM Listing Rules.

As at the date of this announcement, Dr. Chan, the Purchaser, is an executive Director and a substantial shareholder of the Company, and is therefore a connected person of the Company. As such, the Disposal constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

As the highest of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the Disposal exceeds 5% but is less than 25%, and the Consideration is less than HK$10,000,000, the Disposal is subject to the reporting and announcement requirements but is exempt from independent shareholders' approval requirement pursuant to Chapter 20 of the GEM Listing Rules.

DEFINITIONS

In this announcement, the following expressions shall have the meanings set out below unless the context requires otherwise:

"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 the GEM of the Stock Exchange (Stock Code: 8455)
"Completion"	completion of the Disposal pursuant to the S&P Agreement
"Completion Date"	the date of Completion being the first (1st) business day after the date on which all of the conditions precedent under the S&P Agreement have been fulfilled or waived in writing by the relevant party
"connected person(s)"	has the meaning ascribed to it under the GEM Listing Rules
"Consideration"	the aggregate consideration for the Sale Shares and the repayment of the Shareholder's Loan under the S&P Agreement
"Director(s)"	director(s) of the Company
"Disposal"	the disposal of the Sale Shares by the Vendor to the Purchaser and the repayment of the Shareholder's Loan pursuant to the S&P Agreement
"GEM"	GEM operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Long Stop Date"	4 July 2026 or such other date as may be agreed in writing by the parties to the S&P Agreement
"Property"	comprises one office unit with a total saleable area of approximately 82.037 square metres (883 square feet), located at Office H, 19/F Kings Wing Plaza 1, No. 3 On Kwan Street, Shek Mun, Sha Tin, New Territories, Hong Kong
"Purchaser" or "Dr. Chan"	Dr. Chan Lai Sin, the vice chairman of the Board, an executive Director and a substantial shareholder of the Company

"Sale Shares"	100 ordinary shares of US$1.00 each in the capital of the Target Company, representing the entire issued share capital of the Target Company
"Shareholder(s)"	shareholder(s) of the Company
"Shareholder's Loan"	all sum of money advanced by way of loan by Smart Will to the Target Company which are due and outstanding as at the Completion Date
"Smart Will"	Smart Will Engineering Limited, a company incorporated in Hong Kong and an indirect wholly-owned subsidiary of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed to it under the GEM Listing Rules
"S&P Agreement"	the share purchase agreement dated 5 June 2026 entered into between the Vendor, the Purchaser and the Target Company in relation to the Disposal and the repayment of the Shareholder's Loan
"Target Company"	Fame Protector Limited, a company incorporated in the Seychelles with limited liability and is a direct wholly-owned subsidiary of the Vendor
"Vendor"	Kingsky Group Limited, a company incorporated in Seychelles with limited liability and is a direct wholly-owned subsidiary of the Company
"%"	per cent.

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

Hong Kong, 5 June 2026

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 Dr. Chung Siu Kuen, Ms. Ma Yufei and Ms. Sun Wai Ling as independent non-executive Directors.