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LET GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1383)

DISCLOSEABLE TRANSACTION:

AGREEMENTS IN RESPECT OF THE PROJECT AND CONTINUED SUSPENSION OF TRADING

THE AGREEMENTS

By the Agreement (Mock-up Rooms) signed on 20 June 2024, Suntrust appointed the Contractor (GM International) as the contractor to undertake the Works (Mock-up Rooms) at a contract sum of US\$482,788 (equivalent to approximately HK\$3,766,000).

By the Agreement (Supply and Delivery) dated 9 September 2024, Suntrust appointed the Contractor (GMI) as the contractor to undertake the Works (Supply and Delivery) at a contract sum of US\$9 million (equivalent to HK\$70,200,000).

LISTING RULES IMPLICATIONS

The applicable percentage ratios (as defined in Rule 14.07) in respect of the Agreement (Mock-up Rooms) alone are less than 5% and does not constitute discloseable transaction for the Company under Chapter 14 and is not subject to the announcement, circular and Shareholders' approval requirements under Chapter 14.

The Agreement (Supply and Delivery) has to be aggregated with the Agreement (Mock-up Rooms) and treat them as if they were one transaction for the purpose of calculating the percentage ratios under Rule 14.22 as the counterparty to these agreements are otherwise associate with each other as disclosed in “Information of the Contractors” in this announcement. As one of the applicable percentage ratios (as defined in Rule 14.07) in respect of the Agreements is more than 5% but less than 25%, the Agreements constitute a discloseable transaction for the Company under Chapter 14 and is subject to the announcement requirement under Chapter 14.

CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 14 February 2024 and will remain suspended until the Company has (i) met all Resumption Guidance (as defined in the Company’s announcement dated 8 April 2024 and subsequently revised in the Company’s announcement dated 17 May 2024); (ii) remedied the issues causing its trading suspension; and (iii) fully complied with the Listing Rules to the satisfaction of the Stock Exchange.

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

INTRODUCTION

By the Agreements, Suntrust appointed the Contractors as the contractors to undertake the Works in respect of the Project.

The dates, parties and terms of the Agreements are set out below.

AGREEMENTS

Agreement (Mock-up Rooms)

Date: Signed on 20 June 2024

Parties: (i) Suntrust, as employer; and
(ii) the Contractor (GM International), as contractor.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Contractor (GM International) is an Independent Third Party.

Subject matter: The Contractor (GM International) is to undertake the Works (Mock-up Rooms) including without limitation, the construction of mock-up rooms and provision of mock-up rooms for guest rooms, Corridor and Lift lobby.

Contract Sum (Mock-up Rooms): US\$482,788 (equivalent to approximately HK\$3,766,000) payable within thirty (30) days of receiving the Contractor (GM International)'s application for payment in the following manner, subject to adjustment as may be determined by Suntrust based on the value of actual progress completed:

- (i) US\$96,558 (equivalent to 20% of the Contract Sum (Mock-up Rooms) and approximately HK\$753,000), which has been paid as at the date of this announcement;
- (ii) US\$217,258 (equivalent to 45% of the Contract Sum (Mock-up Rooms) and approximately HK\$1,695,000), which has been paid as at the date of this announcement; and
- (iii) US\$168,972 (equivalent to 35% of the Contract Sum (Mock-up Rooms) and approximately HK\$1,318,000), which has not yet been paid as at the date of this announcement.

Payment by Suntrust is assessed and based on progress and works completed and contingent on progress billings, substantiation, and actual progress, as completed.

Payment by Suntrust is subject to 10% retention, of which 5% will be released upon issuance of completion certificate and the remaining 5% will be released six months after completion of the Works (Mock-up Rooms).

The Contract Sum (Mock-up Rooms) is inclusive of all taxes including but not limited to value added tax applicable in relation to the Agreement (Mock-up Rooms).

The Contract Sum (Mock-up Rooms) was determined after arm's length negotiation with the Contractor (GM International) with reference to the estimated cost of the Works (Mock-up Rooms), the market price for Works (Mock-up Rooms) of similar scope and nature.

The Agreement (Mock-up Rooms) was awarded to the Contractor (GM International) as it has vast experiences as contractor for the Works (Mock-up Rooms).

The Contract Sum (Mock-up Rooms) payable by Suntrust under the Agreement (Mock-up Rooms) is financed by funds raised by Suntrust for financing the development and construction of the Project.

Agreement (Supply and Delivery)

Date: 9 September 2024

Parties: (i) Suntrust, as employer; and
(ii) the Contractor (GMI), as contractor.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Contractor (GMI) is an Independent Third Party.

Subject matter: The Contractor (GMI) is to undertake the Works (Supply and Delivery) regarding the supply and delivery of fit-out materials for the construction of Hotel Guest Rooms L5 – L10 of Tower 1 and 2 (North Tower and South Tower) and the L3 Lobby Check-in Lounge package of the Project.

Contract Sum (Supply and Delivery): US\$9 million (equivalent to HK\$70,200,000), of which (a) 50% shall be payable within fifteen (15) days after the date of signing of the Agreement (Supply and Delivery); and (b) 50% of which shall be paid within thirty (30) days after the date of payment of the first 50%.

If the Contractor (GMI) fails to deliver all the agreed-upon fit out materials by the agreed date, Suntrust can recover the value of the undelivered materials by setting off the amount payable by Suntrust to the Contractor (GMI) under any letters of award and/or construction contracts as may be signed between them related to the Project. If there is no such letters of award and/or construction contracts, the Contractor (GMI) shall pay the outstanding amount within sixty (60) days upon demand by Suntrust.

The Contract Sum (Supply and Delivery) is inclusive of all taxes, including but not limited to 12% value added tax.

The Contract Sum (Supply and Delivery) was determined after arm's length negotiation with the Contractor (GMI) with reference to the estimated costs of the fit-out materials for the Works (Supply and Delivery) and the tender prices of other contractors for the same work.

REASONS FOR AND BENEFITS OF THE AGREEMENTS

Contractors have to be appointed to carry out the Works. By the Agreements, the Contractor (GM International) is appointed as the contractor for the Works (Mock-up Rooms), and the Contractor (GMI) is appointed as the contractor for the Works (Supply and Delivery) to facilitate the construction and development of the Project.

The Directors consider that the Agreements are on terms fair and reasonable and in the interests of the Company and the Shareholders as a whole.

No Director is interested in the Agreements. None of the Directors was required to abstain from voting on the resolutions of the Board approving the Agreements.

INFORMATION OF THE CONTRACTORS

The Contractor (GM International) is a company incorporated in Hong Kong. Its principal businesses are design and construction of various building interior and exterior decoration projects; architectural decoration design consulting and services; design, installation and construction of various types of building curtain wall projects; the installation of hydropower equipment for public and civil construction projects; the design and construction of urban landscaping projects; the processing and construction of metal doors and windows.

The Contractor (GMI) is a company incorporated in the Philippines. Its principal businesses are interior decoration, installation, intelligence system installation, material import and export, curtain wall.

The Contractor (GM International) and the Contractor (GMI) are wholly-owned subsidiaries of Suzhou Gold Mantis Construction Decoration Co., Ltd, a company with its shares listed on the Shenzhen Stock Exchange (stock code SZ002081), the single largest shareholder of which is Suzhou Gold Mantis Enterprise (Group) Company Limited (unofficial English name) 蘇州金螳螂企業（集團）有限公司 (a company controlled by Zhu Xing Liang (朱興良)) interested in 24.58% of its issued shares as at 30 March 2024.

INFORMATION OF SUNTRUST AND THE GROUP

Suntrust is a company incorporated in the Philippines, the shares of which are listed on the PSE. Suntrust and its subsidiaries are principally engaged in the development and operation of a 5-Star hotel and casino in the Philippines which is expected to commence operations in 2025.

The Group is principally engaged in (a) the development and operation of a 5-Star hotel and casino in the Philippines; (b) the operation of hotel and gaming business in the Integrated Entertainment Zone of the Primorye Region in the Russian Federation; and (c) property development in Niseko and Miyako Island of Japan.

LISTING RULES IMPLICATIONS

The Project is for the Group's own use in its usual course of business.

The applicable percentage ratios (as defined in Rule 14.07) in respect of the Agreement (Mock-up Rooms) alone are less than 5% and does not constitute discloseable transaction for the Company under Chapter 14 and is not subject to the announcement, circular and Shareholders' approval requirements under Chapter 14.

The Agreement (Supply and Delivery) has to be aggregated with the Agreement (Mock-up Rooms) and treat them as if they were one transaction for the purpose of calculating the percentage ratios under Rule 14.22 as the counterparty to these agreements are otherwise associate with each other as disclosed in “Information of the Contractors” above in this announcement. As one of the applicable percentage ratios (as defined in Rule 14.07) in respect of the Agreements is more than 5% but less than 25%, the Agreements constitute a discloseable transaction for the Company under Chapter 14 and is subject to the announcement requirement under Chapter 14.

CONTINUED SUSPENSION OF TRADING

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 14 February 2024 and will remain suspended until the Company has (i) met all Resumption Guidance (as defined in the Company’s announcement dated 8 April 2024 and subsequently revised in the Company’s announcement dated 17 May 2024); (ii) remedied the issues causing its trading suspension; and (iii) fully complied with the Listing Rules to the satisfaction of the Stock Exchange.

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

DEFINITIONS

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

“Agreements”	collectively, the Agreement (Mock-up Rooms), the Agreement (Supply and Delivery)
“Agreement (Mock-up Rooms)”	the Works Order signed on 20 June 2024 pursuant to which Suntrust engaged the Contractor (GM International) to perform the Works (Mock-up Rooms)
“Agreement (Supply and Delivery)”	the Memorandum dated 9 September 2024 pursuant to which Suntrust engaged the Contractor (GMI) to perform the Works (Supply and Delivery)
“Board”	the board of Directors
“Company”	LET Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability with its issued Shares listed on the Main Board of the Stock Exchange (stock code: 1383)

“connected person”	has the meaning ascribed to it under the Listing Rules
“Contract Sum (Mock-Up Rooms)”	US\$482,788 (equivalent to approximately HK\$3,766,000), being the contract sum payable by Suntrust to the Contractor (GM International) under the Agreement (Mock-up Rooms)
“Contract Sum (Supply and Delivery)”	US\$9 million (equivalent to HK\$70,200,000), being the contract sum payable by Suntrust to the Contractor (GMI) under the Agreement (Supply and Delivery)
“Contractor (GMI)”	GMI Construction Corp. (金螳螂 (菲律賓) 建築有限公司), a company incorporated in the Philippines and an Independent Third Party
“Contractor (GM International)”	Gold Mantis (International) Construction Decoration Limited (金螳螂 (國際) 建築裝飾有限公司), a company incorporated in Hong Kong and an Independent Third Party
“Contractors”	collectively, the Contractor (GMI) and the Contractor (GM International)
“Directors”	the directors of the Company and a “Director” has the corresponding meaning
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	a third party independent of and not connected with the Company and any connected person of the Company and is itself not a connected person of the Company
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this announcement

“Project”	Westside City Phase 1 – Site B of a 5-Star hotel and casino erected or to be erected at the three parcels of land located at Manila Bayshore Integrated City in Paranaque City, the Philippines
“Project Manager”	Arcadis Philippines, Inc., the project manager appointed by Suntrust to act for and carry out the duties assigned to it under the Agreements on behalf of Suntrust
“PSE”	The Philippines Stock Exchange, Inc.
“Shareholder”	the holder of any Share or Shares
“Shares”	ordinary shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Suntrust”	Suntrust Resort Holdings, Inc., a company incorporated in the Philippines, the shares of which are listed on the PSE (stock code: SUN) and a 51% owned subsidiary of the Company
“U.S.”	the United States of America
“US\$”	the lawful currency in the U.S.
“Works”	collectively, the Works (Supply and Delivery) and the Works (Mock-up Rooms)
“Works (Mock-up Rooms)”	the construction of the mock-up units (Guest rooms, Corridor and Lift Lobby) for Area 8 Hotel Guestroom at Gold Mantis Operations Center, No.99 Jinshang Road, Suzhou Industrial Park, the PRC
“Works (Supply and Delivery)”	the supply and delivery of fit-out materials for the construction of Hotel Guest Rooms L5 – L10 of Tower 1 and 2 (North Tower and South Tower) and the L3 Lobby Check-in Lounge package of the Project
“%”	per cent

Notes:

- (a) When translated, each US\$ amount stated in this announcement was translated to HK\$ at the exchange rate of US\$1.0 to HK\$7.8.
- (b) All references to Rules and Chapters are references to Rules and Chapters of the Listing Rules unless otherwise stated.

By order of the Board
LET Group Holdings Limited
Lo Kai Bong
Chairman

Hong Kong, 9 September 2024

As at the date of this announcement, the executive Director is Mr. Lo Kai Bong (Chairman); and the independent non-executive Directors are Mr. Tou Kin Chuen, Mr. Lo Wai Tung John and Mr. Kwok Kai Bun Bennie.