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SUMMIT ASCENT HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 102)

MAJOR AND CONNECTED TRANSACTION: PROVISION OF FINANCIAL ASSISTANCE

BACKGROUND

Suntrust, a fellow subsidiary of the Company and a member of the LET Group, proposed to obtain the Loan Facility (i.e. a term loan in principal amount of up to PHP25.0 billion) from the Lender (i.e. China Banking Corporation) to fund its Main Hotel Casino project in the Philippines by entering into the Loan Agreement. Suntrust, Mr. Lo (a controlling shareholder of LET) and Fortune Noble, a member of the LET Group, will provide surety and securities to the Lender as securities for the Secured Obligations.

It is one of the requirements of the Lender that SA Investments shall provide certain securities to the security trustee to the Lender and other documents as disclosed below in this announcement as security for the Secured Obligations.

LISTING RULES IMPLICATIONS

Chapter 14

The Finance Documents and the transactions contemplated thereunder when materialized will constitute the provision of financial assistance by SA Investments to Suntrust under Chapter 14. Although some of the applicable percentage ratios in respect of the Financial Assistance exceed 100%, the Financial Assistance is not an acquisition by the Company and constitutes as a major transaction (instead of a very substantial acquisition) for the Company. The Financial Assistance on terms of the Finance Documents is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14.

Chapter 14A

Suntrust is a connected person of the Company for being an indirect 51% non-wholly owned subsidiary of LET, which in turn is a controlling shareholder of the Company interested in, directly and indirectly, an aggregate of approximately 69.66% of the Shares in issue as at the date of this announcement.

The Financial Assistance when materialized will also constitute a connected transaction for the Company under Chapter 14A. As the applicable percentage ratios in respect of the Financial Assistance exceed 25%, the Financial Assistance on terms of the Finance Documents is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A.

The Shareholders' Approval

The transactions contemplated under the Security Agreement and the Subordination Agreement when materialized will constitute the provision of financial assistance by SA Investments, which is a member of the Group, and should be made subject to the obtaining of the approval of the Shareholders and the Independent Shareholders under Chapters 14 and 14A respectively ("**Shareholders' Approval**"). The Security Agreement and the Subordination Agreement are typical security documents required by lenders alike to safeguard their interests and are amongst the conditions precedent to the initial drawdown under the Loan Facility, which is expected to take place before the end of June 2023. LET, Suntrust and the Company will continue to negotiate with the Lender (a) to agree to make the Security Agreement and the Subordination Agreement conditional on Shareholders' Approval; and (b) to agree to Suntrust (and/or such other party acceptable to the Lender) to procure SA Investments to provide the Project Support to the Main Hotel Casino project instead of binding SA Investments as one of the parties to provide such Project Support under the SA Project Support Undertaking contained in the Security Agreement or otherwise, prior to the initial drawdown under the Loan Facility. Regardless whether the Lender agrees to such change by the date of initial drawdown under the Loan Facility when the Security Agreement and the Subordination Agreement are required to be executed by SA Investments in order to fulfill the conditions precedent to initial drawdown under the Loan Facility, the Company will seek Shareholders' Approval for the Security Agreement and the Subordination Agreement and the transactions contemplated thereunder. The Company will provide further updates on the status of its discussions with the Lender by way of announcement.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee comprising solely of disinterested independent non-executive Directors has been established to advise the Independent Shareholders on the fairness and reasonableness of the Financial Assistance on terms of the Finance Documents and whether the Financial Assistance would be in the interests of the Company and the Shareholders as a whole and to advise the Independent Shareholders on how to vote on the resolutions proposed to be put forward to them for approving the Financial Assistance on terms of the Finance Documents. The independent non-executive Directors would be deferred to give their view on the matter, pending the advice of the independent financial adviser to the Independent Board Committee.

An independent financial adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders on, among other matters, the fairness and reasonableness of the Financial Assistance on terms of the Finance Documents.

SGM

The SGM will be convened and held by the Company to consider and, if thought fit, approve the Financial Assistance on terms of the Finance Documents. The voting at the SGM will be taken by poll.

A circular containing, among other things, (i) further details of the Finance Documents and the transactions contemplated thereunder respectively; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders; (iv) other information as is required under the Listing Rules; and (v) a notice convening the SGM, is expected to be despatched to the Shareholders on or around 11 July 2023 as time is required to prepare the circular.

BACKGROUND

Suntrust, a fellow subsidiary of the Company and a member of the LET Group, proposed to obtain the Loan Facility (i.e. a term loan in principal amount of up to PHP25.0 billion) from the Lender (i.e. China Banking Corporation) to fund its Main Hotel Casino project in the Philippines by entering into the Loan Agreement. Suntrust, Mr. Lo (a controlling shareholder of LET) and Fortune Noble, a member of the LET Group, will provide surety and securities to the Lender as securities for the Secured Obligations.

It is one of the requirements of the Lender that SA Investments shall provide certain securities to the security trustee to the Lender and other documents as disclosed below in this announcement as security for the Secured Obligations.

THE LOAN FACILITY

The principal terms of the Loan Facility are as follows:

Principal amount of the Loan: Up to PHP25.0 billion (equivalent to approximately HK\$3.6 billion).

Availability period of the Loan Facility: The period commencing on the date of the Loan Agreement and terminating on the earlier of (a) the date the Loan Facility is fully drawn by Suntrust, (b) the date of completion of the Main Hotel Casino and its opening to the public and commencement of commercial operations with a valid licence from the relevant authority in the Philippines to commence casino operation, or (c) the date the Loan Facility is fully cancelled or the Loan Facility is terminated in accordance with the Loan Agreement.

Drawdown schedule:

Scheduled Drawdown Date	Drawdown Amount
June 2023	PHP3,340,000,000.00
October 2023	PHP5,400,000,000.00
June 2024	PHPc2,260,000,000.00
April 2025	PHP7,520,000,000.00
October 2025	PHP6,480,000,000.00
Total	PHP25,000,000,000.00

subject to adjustment as may be mutually agreed in writing by the Lender and Suntrust.

Application of the Loan: To partially finance the construction and development of the Main Hotel Casino.

Maturity: The eighth (8th) anniversary of the date of an initial drawdown under the Loan Facility or the immediately preceding banking day if that date is not a banking day on which commercial banks are generally open for business in Makati City and Taguig City of the Philippines.

Interest rate: The interest rate per annum shall be initially fixed two (2) banking days prior to the relevant drawdown date (the “**Interest Rate Setting Date**”) based on the higher of (a) the Benchmark Rate plus Spread and (b) the Floor Rate, in each case divided by an interest premium factor of 0.99 (applicable to interest periods prior to the third (3rd) anniversary of the initial drawdown date) and 0.95 (applicable to interest periods commencing on or after the 3rd anniversary but prior to the fifth (5th) anniversary of the initial drawdown date).

All interest rates shall be reset one banking day prior to the fifth (5th) anniversary of the initial drawdown date (the “**Interest Rate Resetting Date**”) based on the higher of (a) the Benchmark Rate plus Spread and (b) the Floor Rate, in each case divided by an interest premium factor of 0.95.

Spread: 175 basis points per annum.

Floor Rate: 7.00% per annum.

Benchmark Rate:

On the relevant Interest Rate Setting Date:

The simple average of the five (5) year PHP BVAL Reference Rate as published on the PDEX page of Bloomberg (or such successor page of the publication agent) at approximately 5:00 p.m. for the three (3) consecutive banking days immediately preceding and ending on the relevant Interest Rate Setting Date.

On the Interest Rate Resetting Date:

The simple average of the three (3) year PHP BVAL Reference Rate as published on the PDEX page of Bloomberg (or such successor page of the publication agent) at approximately 5:00 p.m. for the three (3) consecutive banking days immediately preceding and ending on the Interest Rate Resetting Date.

If the Benchmark Rate cannot be determined as provided above, then the parties shall agree on a mutually acceptable mechanism for determining the Benchmark Rate or a mutually acceptable interest rate. In the absence of such agreement, no drawdowns shall be permitted under the Loan Facility.

Interest payment:

Payable on the last day of each interest period (i.e. each successive three (3)-month period commencing from the date of initial drawdown and ending on the maturity date of the Loan Facility).

Default interest rate:

24% per annum.

Surety:

Mr. Lo as surety for the Secured Obligations.

Security providers:

- (a) Suntrust;
- (b) Fortune Noble, a direct wholly-owned subsidiary of LET; and
- (c) SA Investments.

Conditions precedent to drawdown under the Loan Facility:

Below are the major conditions precedent to an initial drawdown under the Loan Facility:

- (a) delivery to the Lender and its facility agent the Loan Agreement duly executed by the parties thereto;
- (b) the Fortune Noble CB having been amended to reflect terms similar to the Required CB Conditions, and to waive the right of their holder to call or declare a default thereunder, all to the satisfaction of the Lender;
- (c) delivery to the Lender and its security agent the security documents required to be executed by Suntrust and Fortune Noble as security providers providing securities to the security agent of the Lender to secure the Secured Obligations;
- (d) delivery to the facility agent of the Lender a subordination agreement duly executed by Fortune Noble subordinating all present and future indebtedness owing by Suntrust to Fortune Noble in payment junior to the Secured Obligations;
- (e) a surety agreement duly executed by Mr. Lo as surety to secure the Secured Obligations and provide Project Support to Suntrust to (i) ensure timely completion of the Main Hotel Casino; and (ii) timely fund the costs overruns of the Main Hotel Casino project through Project Support to Suntrust;

- (f) delivery to the facility agent of the Lender the legal opinions as required by the Lender;
- (g) delivery to the facility agent of the Lender a financial model prepared by Suntrust forecasting the construction, financing, revenues and expenditure of the Main Hotel Casino project;
- (h) delivery to the Lender and its security agent the Security Agreement duly executed by SA Investments;
- (i) delivery to the facility agent of the Lender the Subordination Agreement duly executed by SA Investments;
- (j) delivery to the Lender and its facility agent the Supplemental Deed Polls duly executed by Suntrust and SA Investments; and
- (k) delivery to the Lender and its facility agent the Undertaking duly executed by Suntrust and SA Investments;

Subsequent drawdowns under the Loan Facility are conditional on the following major conditions precedent:

- (l) the second drawdown: the facility agent of the Lender having received a certification from Suntrust and its designated contractor for the Main Hotel Casino project, validated by the Lender's technical advisor, confirming that energization and tower watertightness for the Main Hotel Casino project have been completed;

- (m) the third drawdown: the facility agent of the Lender having received a certification from Suntrust and its designated contractor for the Main Hotel Casino project, validated by the Lender's technical advisor, confirming that the proper fire safety approval for the Main Hotel Casino project has been issued and the requisite fire safety compliance and commission report has been submitted;
- (n) the fourth drawdown: the facility agent of the Lender having received a certification from Suntrust and its designated contractor for the Main Hotel Casino project, validated by the Lender's technical advisor, confirming that podium fit-out for the Main Hotel Casino project has been completed, the proper partial occupancy permit for the Main Hotel Casino has been issued and the Main Hotel Casino project has achieved at least 85% construction completion, the relevant authority in the Philippines has issued a notice to commence casino operation of the Main Hotel Casino project and additional cash equity into the Main Hotel Casino in an amount equivalent to at least PHP7.87 billion has been infused by Fortune Noble, Mr. Lo and SA Investments; and
- (o) the fifth drawdown: the facility agent of the Lender having received a certification from Suntrust and its designated contractor for the Main Hotel Casino project, validated by the Lender's technical advisor, confirming that hotel fit-out for the Main Hotel Casino project has been completed, and additional cash equity into the Main Hotel Casino in an amount equivalent to at least PHP11.50 billion has been infused by Fortune Noble, Mr. Lo and SA Investments.

THE SECURITY AGREEMENT AND OTHER DOCUMENTS TO BE PROVIDED BY SA INVESTMENTS

SA Investments is a party to the Loan Agreement as one of the security providers to provide the following securities and other documents prior to Suntrust making an initial drawdown under the Loan Facility:

Security Agreement

As security for the Secured Obligations, SA Investments shall execute a security agreement (“**Security Agreement**”) in favour of a security trustee to the Lender:

- (a) creating a first charge and an assignment by way of security of (i) all present and future convertible bonds (“**CBs**”) issued or may in the future be issued by Suntrust to SA Investments (including without limitation, the 2020 CB and the 2022 CB in issue); (ii) all present and future agreements, contracts, documents or instruments entered into or to be entered into between Suntrust and SA Investments (save and except the CBs) evidencing or relating to loans or advances by SA Investments to Suntrust;
- (b) creating a first charge over all Suntrust Shares owned or held or that in the future may be owned or held by SA Investments; and
- (c) undertaking (“**SA Project Support Undertaking**”) (i) timely to provide Project Support to Suntrust to ensure timely completion of the Main Hotel Casino; and (ii) timely fund the cost overruns of the Main Hotel Casino project through Project Support to Suntrust.

Fortune Noble will be providing securities over the Fortune Noble CB, all the Suntrust Shares it (or its nominee) holds and identical undertaking same as the SA Project Support Undertaking to the security trustee to the Lender under a security agreement to be executed by it prior to initial drawdown under the Loan Facility.

Subordination Agreement

SA Investments shall execute a subordination agreement (“**Subordination Agreement**”) in favour of the Lender irrevocably subordinating any and all present and future indebtedness, liabilities or obligations of Suntrust, direct or indirect, contingent or non-contingent, owing to SA Investments under all advances and loans to Suntrust to and ranking junior in payment to the Secured Obligations.

Fortune Noble will be subordinating in favour of the Lender all present and future indebtedness owing to it by Suntrust to rank junior in payment to the Secured Obligations under a subordination agreement to be executed by it prior to initial drawdown under the Loan Facility.

Supplemental Deed Polls

Suntrust and SA Investments shall enter into two conditional supplemental deed polls (“**Supplemental Deed Polls**”) to amend the 2020 CB and the 2022 CB respectively whereby subject to fulfilment of the conditions precedent to the Supplemental Deed Polls mentioned below, with effect from the earlier of the date of the fulfilment of such conditions precedent and 29 February 2024, the 2020 CB and the 2022 CB shall be revised by adding the following:

- (a) SA Investments agrees and undertakes with the Lender to the Required CB Conditions.
- (b) In relation to the 2020 CB, SA Investments agrees to waive the following rights for failure to pay interests by Suntrust on the due date for interest payment on 30 December 2022:
 - (i) the right to declare the 2020 CB to become immediately due and payable under the 2020 CB for payment default to comply with the Subordination under the Required CB Conditions;
 - (ii) the right to declare an event of default under the 2020 CB on or before its maturity date to comply with the Subordination under the Required CB Conditions; and
 - (iii) the right to payment of default interest by Suntrust under the 2020 CB.
- (c) In relation to the 2022 CB, SA Investments agrees to waive the right to declare an event of default under the 2020 CB on or before its maturity date to comply with the Subordination under the Required CB Conditions.

The Supplemental Deed Polls are both subject to the following conditions precedent:

- (a) the obtaining of the necessary consent and approval from the Stock Exchange for the change in terms of the 2020 CB and the 2022 CB as contemplated under the Supplemental Deed Polls; and
- (b) the obtaining of the approval of the independent shareholders of the Company to the change in terms of the 2020 CB and the 2022 CB as contemplated under the Supplemental Deed Polls at a special general meeting of the Company.

If the conditions precedent shall not have been fulfilled by 29 February 2024 or such later date as the Suntrust and SA Investments may agree, the Supplemental Deed Poll shall lapse and Suntrust and SA Investments shall release each other from all obligations thereunder.

Fortune Noble will be executing a supplemental deed poll to amend the Fortune Noble CB as described in “The Loan Facility – Conditions precedent to drawdown under the Loan Facility – (b)” in this announcement prior to initial drawdown under the Loan Facility.

Undertaking

SA Investments shall execute an undertaking (“**Undertaking**”) in favour of the Lender agreeing, committing and undertaking in favor of the Lender that:

- (a) for so long as more than twenty-five percent (25%) of the Loan remains outstanding, SA Investments shall seek and obtain the written consent of the Lender prior to exercising any conversion right that it may have under any or all of the 2020 CB and/or the 2022 CB;
- (b) for so long as any Loan remains outstanding, SA Investments shall seek and obtain the written consent of the Lender prior to:
 - (i) selling, assigning, transferring or otherwise disposing of any or all of the 2020 CB and/or the 2022 CB;
 - (ii) creating or agreeing to create any lien on any or all of the 2020 CB and/or the 2022 CB;
 - (iii) collecting, demanding and/or receiving from Suntrust, whether directly or indirectly, any principal, interest, default interest, penalties or other amounts payable under any or all of the 2020 CB and/or the 2022 CB; and/or
 - (iv) declaring any event of default under any of the 2020 CB and/or the 2022 CB.

In any of the instances provided in (a) and (b) above, the Lender may grant, withhold or deny any consent sought by SA Investments at the sole and absolute discretion of the Lender without prejudice to the rights, interests, and liens of the Lender under the Loan Agreement, including those with respect to the 2020 CB and 2022 CB.

Non-compliance by SA Investments with the Undertaking will constitute an event of default under the Loan Agreement.

INDEMNITY BY LET

By a deed of counter-indemnity dated 8 June 2023 executed by LET in favour of SA Investments, LET agrees to indemnify and keep SA Investments fully indemnified from and against all direct, indirect and consequential liabilities and losses, payments, damages, demands, claims, costs (including legal fees on a full indemnity basis), expenses of any kind, proceedings, actions and other consequences which SA Investments may incur, suffer or sustain when (a) the Lender makes any request or demand upon SA Investments for payment of any sum of money under or pursuant to any or all the Finance Documents and/or the Undertaking and/or the Loan Agreement; or (b) the Lender enforces any or all of its rights and remedies against SA Investments under any or all the Finance Documents and/or the Undertaking and/or the Loan Agreement; or (c) the Lender enforces any or all securities created under any or all the Finance Documents; or (d) SA Investments becomes liable to pay any sum of money under or pursuant to any or all the Finance Documents and/or the Undertaking and/or the Loan Agreement to the Lender; or (e) they are arising from or as a consequence of any or all the Finance Documents and/or the Undertaking and/or the Loan Agreement.

INFORMATION OF THE SUNTRUST GROUP

Suntrust is a company incorporated in the Philippines, the shares of which are listed on the PSE. The Suntrust Group is principally engaged in the development and operation of the Main Hotel Casino in the Philippines which is expected to commence operations in 2024. The Main Hotel Casino will encompass (i) a 5-Star hotel with over 450 hotel rooms; (ii) casino establishment with approximately 300 gaming tables and 1,300 electronic gaming machines; and (iii) approximately 1,000 car parking spaces for the hotel and casino establishment to be erected at the Project Site. Further details are set out in the LET Circular.

As at the date of this announcement, Suntrust is indirectly held as to 51% by LET and a non-wholly-owned subsidiary of LET. LET is an investment holding company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange with stock code 1383. The LET Group is principally engaged in (i) through the Suntrust Group, the development and operation of the Main Hotel Casino in the Philippines; (ii) through the Group, the operation of the hotel and gaming business in the Integrated Entertainment Zone of the Primorye Region in the Russian Federation; (iii) property development in Japan; and (iv) management and operation of malls in the PRC.

REASONS FOR AND BENEFITS OF THE FINANCIAL ASSISTANCE

Based on the latest development plan and schedule of the Main Hotel Casino, the total construction and development costs of the Main Hotel Casino for it to commence operation are estimated to be approximately US\$1,100 million (equivalent to approximately HK\$8,525 million) in total, of which US\$491 million (equivalent to approximately HK\$3,805.25 million) has already been raised as at the date of this announcement.

The Main Hotel Casino is still under construction and not yet in operation. Facilitating the completion and opening of the Main Hotel Casino is essential to the Group in securing a return on its investment. The Financial Assistance helps in the obtaining of the Loan Facility by Suntrust from the Lender required for the development and completion of the Main Hotel Casino. Otherwise, Suntrust may not be able to secure adequate funding for the Main Hotel Casino and the Group is unlikely to be able to recuperate its investment in Suntrust.

Having considered the above, the Directors (other than the independent non-executive Directors whose view will be deferred until after receiving the advice from an independent financial adviser) are of the view that the Financial Assistance on terms of the Finance Documents which will be counter-indemnified by LET, is on normal commercial terms, fair and reasonable and, while not in the ordinary and usual course of business of the Group, in the interests of the Company and the Shareholders as a whole.

Mr. Lo, being a common director of the Company, LET and Suntrust and the controlling shareholder of LET and Mr. Chua Ming Huat David, being a common director of the Company and Suntrust, had abstained from voting on the resolutions approving the Finance Documents and the transactions contemplated thereunder.

LISTING RULES IMPLICATIONS

Chapter 14

The Finance Documents and the transactions contemplated thereunder when materialized will constitute the provision of financial assistance (“**Financial Assistance**”) by SA Investments to Suntrust under Chapter 14. Although some of the applicable percentage ratios in respect of the Financial Assistance exceed 100%, the Financial Assistance is not an acquisition by the Company and constitutes as a major transaction (instead of a very substantial acquisition) for the Company. The Financial Assistance on terms of the Finance Documents is subject to the reporting, announcement, circular and shareholders’ approval requirements under Chapter 14.

Chapter 14A

Suntrust is a connected person of the Company for being an indirect 51% non-wholly owned subsidiary of LET, which in turn is a controlling shareholder of the Company interested in, directly and indirectly, an aggregate of approximately 69.66% of the Shares in issue as at the date of this announcement.

The Financial Assistance when materialized will also constitute a connected transaction for the Company under Chapter 14A. As the applicable percentage ratios in respect of the Financial Assistance exceed 25%, the Financial Assistance on terms of the Finance Documents is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A.

The Shareholders' Approval

The transactions contemplated under the Security Agreement and the Subordination Agreement when materialized will constitute the provision of financial assistance by SA Investments, which is a member of the Group, and should be made subject to the obtaining of the approval of the Shareholders and the Independent Shareholders under Chapters 14 and 14A respectively ("**Shareholders' Approval**"). The Security Agreement and the Subordination Agreement are typical security documents required by lenders alike to safeguard their interests and are amongst the conditions precedent to the initial drawdown under the Loan Facility, which is expected to take place before the end of June 2023. LET, Suntrust and the Company will continue to negotiate with the Lender (a) to agree to make the Security Agreement and the Subordination Agreement conditional on Shareholders' Approval; and (b) to agree to Suntrust (and/or such other party acceptable to the Lender) to procure SA Investments to provide the Project Support to the Main Hotel Casino project instead of binding SA Investments as one of the parties to provide such Project Support under the SA Project Support Undertaking contained in the Security Agreement or otherwise, prior to the initial drawdown under the Loan Facility. Regardless whether the Lender agrees to such change by the date of initial drawdown under the Loan Facility when the Security Agreement and the Subordination Agreement are required to be executed by SA Investments in order to fulfill the conditions precedent to initial drawdown under the Loan Facility, the Company will seek Shareholders' Approval for the Security Agreement and the Subordination Agreement and the transactions contemplated thereunder. The Company will provide further updates on the status of its discussions with the Lender by way of announcement.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

An Independent Board Committee comprising solely of disinterested independent non-executive Directors has been established to advise the Independent Shareholders on the fairness and reasonableness of the Financial Assistance on terms of the Finance Documents and whether the Financial Assistance would be in the interests of the Company and the Shareholders as a whole and to advise the Independent Shareholders on how to vote on the resolutions proposed to be put forward to them for approving the Financial Assistance on terms of the Finance Documents. The independent non-executive Directors would be deferred to give their view on the matter, pending the advice of the independent financial adviser to the Independent Board Committee.

An independent financial adviser has been appointed to advise the Independent Board Committee and the Independent Shareholders on, among other matters, the fairness and reasonableness of the Financial Assistance on terms of the Finance Documents.

SGM

The SGM will be convened and held by the Company to consider and, if thought fit, approve the Financial Assistance on terms of the Finance Documents. The voting at the SGM will be taken by poll.

At the SGM, any Shareholder with a material interest in the Financial Assistance would have to abstain from voting on the proposed resolutions to be put forward to the Independent Shareholders at the SGM for approving the Financial Assistance. Mr. Lo is a common director of the Company, LET and Suntrust and is the controlling shareholder of LET and the Company, being indirectly interested in approximately 72.07% of the issued shares of LET and 69.77% of the issued Shares. Accordingly, LET and its associate, Victor Sky, each holding 123,255,000 Shares and 3,018,306,811 Shares respectively (representing an aggregate of approximately 69.66% of the Shares in issue), and Mr. Lo's associates, Better Linkage Limited and Ever Smart Capital Limited, each holding 520,000 Shares and 4,452,000 Shares respectively (representing an aggregate of approximately 0.11% of the Shares in issue), will be abstained from voting on the resolutions proposed to be put forward to the Independent Shareholders at the SGM for the purpose of approving the Financial Assistance. Save as aforementioned, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no other Shareholders are materially interested in the Financial Assistance who are required to abstain from voting at the SGM on these resolutions.

A circular containing, among other things, (i) further details of the Finance Documents and the transactions contemplated thereunder respectively; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the independent financial adviser to the Independent Board Committee and the Independent Shareholders; (iv) other information as is required under the Listing Rules; and (v) a notice convening the SGM, is expected to be despatched to the Shareholders on or around 11 July 2023 as time is required to prepare the circular.

DEFINITIONS

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

“2020 CB”	the 6.0% coupon rate convertible bonds in the aggregate principal amount of PHP5.6 billion (equivalent to approximately HK\$798.9 million) issued by Suntrust to SA Investments on 30 December 2020 convertible into Suntrust Shares at an initial conversion price (subject to adjustment) of PHP 1.8 per Suntrust Share
“2022 CB”	the 6% coupon rate convertible bonds in the aggregate principal amount of PHP6.4 billion (equivalent to approximately HK\$913.0 million) issued by Suntrust to SA Investments on 10 June 2022 convertible into Suntrust Shares at an initial conversion price (subject to adjustment) of PHP 1.65 per Suntrust Share
“associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“CBs”	has the meaning as defined in “The Security Agreement and other documents to be provided by SA Investments – Security Agreement” in this announcement
“Company”	Summit Ascent Holdings Limited, a company incorporated in Bermuda with limited liability, and the Shares are listed on the Main Board of the Stock Exchange (stock code: 102) and a 69.66% non-wholly owned subsidiary of LET
“connected person”	has the meaning ascribed to it under the Listing Rules
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Directors”	directors of the Company and each, a “Director”
“Finance Documents”	collectively, the Security Agreement, the Subordination Agreement and the Supplemental Deed Polls

“Financial Assistance”	has the meaning as defined in “Listing Rules implications – Chapter 14” in this announcement
“Fortune Noble”	Fortune Noble Limited, a direct wholly-owned subsidiary of LET
“Fortune Noble CB”	the zero coupon rate convertible bonds in the aggregate principal amount of PHP 7.30 billion (equivalent to approximately HK\$1.04 billion) issued by Suntrust to Fortune Noble on 30 December 2020 convertible into Suntrust Shares at an initial conversion price (subject to adjustment) of PHP1.10 per Suntrust Share
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Independent Board Committee”	the independent board committee of the Board comprising all the independent non-executive Directors established to advise the Independent Shareholders on, among other matters, the fairness and reasonableness of the Finance Documents and the transaction contemplated thereunder respectively
“Independent Shareholders”	the Shareholders, other than LET, Victor Sky, Mr. Lo and their respective associates, who have no material interest in the Finance Documents and the transaction contemplated thereunder respectively
“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
“Lender”	China Banking Corporation, a corporation organized and existing under the laws of the Philippines
“LET”	LET Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1383)
“LET Circular”	the circular of LET dated 26 March 2020

“LET Group”	LET and its subsidiaries from time to time, including Suntrust and the Group
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the aggregate principal amount of all drawdowns under the Loan Facility
“Loan Agreement”	the omnibus loan and security agreement dated 8 June 2023 in relation to the grant of the Loan Facility by the Lender to Suntrust as borrower entered into, among other parties, the Lender, Suntrust as borrower, Mr. Lo as surety, SA Investments as one of the security providers
“Loan Facility”	a term loan in principal amount of up to PHP25.0 billion made available by the Lender to Suntrust as borrower under the Loan Agreement
“Main Hotel Casino”	the 5-Star hotel and casino complex erected or to be erected at the Project Site
“Mr. Lo”	Mr. Lo Kai Bong
“percentage ratios”	has the meaning as defined in Rule 14.07
“Philippines”	the Republic of Philippines
“PHP”	Philippine peso, the lawful currency of the Philippines
“PRC”	the People’s Republic of China, which for the purpose of this announcement excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Project Site”	the three parcels of land located at Manila Bayshore Integrated City (Site A) in Paranaque City, the Philippines upon which the Main Hotel Casino is to be constructed and erected
“Project Support”	additional funding for the Main Hotel Casino project through (a) equity contribution to Suntrust; or (b) extension of subordinated indebtedness to Suntrust

“PSE”	The Philippine Stock Exchange, Inc.
“Required CB Conditions”	<p>(a) for as long as the Loan remains outstanding, there shall be no conversion or amendment of any of the 2020 CB and the 2022 CB without the prior written consent of the Lender, provided that no such consent shall be needed if at least seventy-five percent (75%) of the Loan has been repaid;</p> <p>(b) the payment of principal, interest, and other amounts under any of the 2020 CB and the 2022 CB shall be subordinated to the Loan Facility and the Loan Agreement, and any such payment shall only be made if it will not contravene the terms of the Loan Agreement (“Subordination”); and</p> <p>(c) any conversion, amendment, or payment in violation of any of the foregoing conditions shall be deemed void</p>
“SA Investments”	Summit Ascent Investments Limited, a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company
“SA Project Support Undertaking”	has the meaning as defined in “The Security Agreement and other documents to be provided by SA Investments – Security Agreement – (c)” in this announcement
“Secured Obligations”	all amounts owing to and all expenses as may be incurred by the Lender, its facility agent, security trustee and share custodian pursuant to the terms of the Loan Agreement and the security documents provided as security therefor
“Security Agreement”	has the meaning as defined in “The Security Agreement and other documents to be provided by SA Investments – Security Agreement” in this announcement
“SGM”	the special general meeting of the Company to be convened and held to consider, among others, the Finance Documents and the transaction contemplated thereunder

“Shareholders”	the holders of the issued Shares
“Shareholders’ Approval”	has the meaning as defined in “Listing Rules implication – Shareholders’ Approval” in this announcement
“Shares”	ordinary shares of par value of HK\$0.025 each in the issued and unissued share capital of Summit Ascent
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subordination Agreement”	has the meaning as defined in “The Security Agreement and other documents to be provided by SA Investments – Subordination Agreement” in this announcement
“Suntrust”	Suntrust Resort Holdings, Inc., formerly known as Suntrust Home Developers, Inc., a company incorporated in the Philippines, the shares of which are listed on the PSE (stock code: SUN) and an indirect 51% non-wholly owned subsidiary of LET
“Suntrust Group”	Suntrust and its subsidiaries from time to time
“Suntrust Shares”	ordinary shares of par value of PHP1.0 each in the share capital of Suntrust
“Supplemental Deed Polls”	has the meaning defined in “The Security Agreement and other documents to be provided by SA Investments – Supplemental Deed Polls” in this announcement
“Undertaking”	has the meaning as defined in “The Security Agreement and other documents to be provided by SA Investments – Undertaking” in this announcement
“US\$”	United States dollars, the lawful currency of the United States
“Victor Sky”	Victor Sky Holdings Limited, a company incorporated in the BVI with limited liability and a wholly-owned subsidiary of LET
“%”	per cent

Notes: In this announcement, unless otherwise stated:

- (a) all references to times and dates are references to Hong Kong time;
- (b) all references to Rules and Chapters are references to those of the Listing Rules; and
- (c) for illustrative purposes only when translated, (a) HK\$ was translated to PHP at the exchange rate of HK\$1 to PHP7.01; and (b) US\$ was translated to HK\$ at the exchange rate of US\$1 to HK\$7.75.

By order of SA Board
Summit Ascent Holdings Limited
Lo Kai Bong
Chairman

Hong Kong, 9 June 2023

As at the date of this announcement, the executive Directors are Mr. Lo Kai Bong (Chairman), Mr. Chua Ming Huat David (Chief Executive Officer) and Mr. Chiu King Yan, and the independent non-executive Directors are Mr. Lam Kwan Sing, Mr. Lau Yau Cheung and Mr. Li Chak Hung.