
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Legendary Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s), the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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Legendary
Group Limited

Stock Code: 8195

LEGENDARY GROUP LIMITED

創天傳承集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8195)

**(1) PROPOSED SHARE CONSOLIDATION;
(2) CHANGE IN BOARD LOT SIZE;
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

Financial adviser to the Company



Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

A notice convening the EGM to be held at 11:00 a.m. on Friday, 24 September 2021 at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong is set out on pages EGM-1 to EGM-4 of this circular. A form of proxy for use at the EGM is enclosed.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. 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 should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its posting and on the website of the Company at <http://www.lna.com.hk>.

PRECAUTIONARY MEASURES FOR THE EGM

To safeguard the health and safety of the attendees who will attend the EGM and to prevent the spreading of the coronavirus (COVID-19) pandemic, the following measures will be implemented at the EGM:

- mandatory body temperature check;
- seating at the EGM venue will be arranged so as to allow for appropriate social distancing;
- mandatory wearing of surgical face masks; and
- no refreshments nor corporate gift for attendees

The Company reserves the right to deny entry into the EGM venue if such person: (i) refuses to comply with any of the above precautionary measures; (ii) is subject to any Hong Kong Government prescribed quarantine; (iii) is having a body temperature of over 37.4 degree Celsius; and/or (iv) has any flu-like symptoms.

For the health and safety of the Shareholders, the Company would like to encourage the Shareholders to appoint the chairman of the EGM as their proxy to vote on the proposed resolutions at the EGM, instead of attending the EGM in person.

Subject to the development of COVID-19, the Company may be required to change the EGM arrangements at short notice. Shareholders should check the Company's website for further announcements and updates on the EGM arrangements.

8 September 2021

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CHARACTERISTICS OF GEM

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 that 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.

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 25 August 2021 in respect of, the Share Consolidation and the Change in Board Lot Size
“Board”	the board of Directors
“Business Day(s)”	a day on which licensed banks in Hong Kong are generally open for business, other than a Saturday or a Sunday or a day on which a black rainstorm warning or tropical cyclone warning signal number 8 or above is issued in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not cancelled at or before 12:00 noon
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Exiting Shares for trading on the Stock Exchange from 24,000 Existing Shares to 2,000 Consolidated Shares
“Company”	Legendary Group Limited (創天傳承集團有限公司), a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on GEM (Stock Code: 8195)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.0005 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong on Friday, 24 September 2021 at 11:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, approving, (i) the Share Consolidation; and (ii) the refreshment of the Scheme Mandate Limit

DEFINITIONS

“Existing Share(s)”	ordinary share(s) of HK\$0.0001 each in the share capital of the Company before the Share Consolidation becoming effective
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	3 September 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning as defined in the GEM Listing Rules
“Options”	the options granted under the Share Option Scheme to subscribe for Share(s) in accordance with the terms thereof
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Scheme Mandate Limit by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Shareholder(s)”	holder(s) of the Share(s)
“Share Consolidation”	the consolidation of every five (5) issued and unissued Shares of HK\$0.0001 each into one (1) Consolidated Share of HK\$0.0005 each

DEFINITIONS

“Share Option Scheme”	the share option scheme approved and adopted by the Company on 25 September 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation and the Change in Board Lot Size is set out below:

Events	2021
Latest time for lodging transfer of the Shares in order to be qualified for attendance and voting at the EGM	4:00 p.m. on Friday, 17 September
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM (both days inclusive)	Monday, 20 September to Friday, 24 September
Latest time for lodging proxy forms for the EGM	11:00 a.m. on Wednesday, 22 September
Record date for attendance and voting at the EGM	Friday, 24 September
Expected date and time of the EGM	11:00 a.m. on Friday, 24 September
Announcement of results of the EGM	Friday, 24 September
Register of members of the Company re-opens	Monday, 27 September

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and Change in Board Lot Size.

Events	2021
Effective date of the Share Consolidation	Tuesday, 28 September
First day of free exchange of existing share certificates of Shares for new share certificates of the Consolidated Shares	9:00 a.m. on Tuesday, 28 September
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Tuesday, 28 September
Original counter for trading in the Shares in board lots of 24,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 28 September

EXPECTED TIMETABLE

Events	2021
Temporary counter for trading in board lots of 4,800 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 28 September
Original counter for trading in Consolidated Shares in board lot of 2,000 Consolidated Shares (in the form of new share certificates for Consolidated Shares) re-opens	9:00 a.m. on Wednesday, 13 October
Parallel trading in the Consolidated Shares (in the form of existing share certificates and new share certificates for the Consolidated Shares) commences	9:00 a.m. on Wednesday, 13 October
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Consolidated Shares	9:00 a.m. on Wednesday, 13 October
Designated broker ceases to stand in the market to provide matching services for sale and purchase of odd lots of the Consolidated Shares	4:00 p.m. on Wednesday, 3 November
Temporary counter for trading in Consolidated Shares in board lot of 4,800 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Wednesday, 3 November
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Wednesday, 3 November
Last day for free exchange of existing share certificates of the Shares for new share certificates of the Consolidated Shares	4:00 p.m. on Friday, 5 November

Note:

The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

LETTER FROM THE BOARD



Legendary

Group Limited

Stock Code: 8195

LEGENDARY GROUP LIMITED

創天傳承集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8195)

Executive Directors:

Mr. Yuen Yu Sum (*Chairman*)

Mr. Lau Chun Kavan

Mr. Chan Lap Jin Kevin

Non-executive Director:

Mr. Law Wing Chung

Independent non-executive Directors:

Mr. Chung Chin Kwan

Mr. Chan Kim Fai Eddie

Mr. Ng Chi Ho Dennis

Mr. Chung Kwok Pan

Registered office:

Maples Corporate Services Limited

P.O. Box 309, Ugland House

Grand Cayman, KY-1104

Cayman Islands

*Headquarter and principal place of
business in Hong Kong:*

5/F, World Interests Building

8 Tsun Yip Lane

Kwun Tong

Kowloon

Hong Kong

8 September 2021

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED SHARE CONSOLIDATION;
(2) CHANGE IN BOARD LOT SIZE;
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement in respect of, the proposed Share Consolidation and the proposed Change in Board Lot Size. The Board also proposed to refresh the Scheme Mandate Limit.

LETTER FROM THE BOARD

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the EGM regarding the Share Consolidation and the refreshment of the Scheme Mandate Limit, and notice for convening the EGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Shares Consolidation on the basis that every five (5) issued and unissued Existing Shares of HK\$0.0001 each be consolidated into one (1) Consolidated Share of HK\$0.0005 each.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$500,000,000 divided into 5,000,000,000 Existing Shares of HK\$0.0001 each, of which 1,792,280,296 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Immediately upon the Share Consolidation becoming effective and assuming there will be no change in the issued Shares of the Company from the Latest Practicable Date up to the effective date of the Share Consolidation, the authorised share capital of the Company will become HK\$500,000,000 divided into 1,000,000,000,000 Consolidated Shares of HK\$0.0005 each, of which 358,456,059 Consolidated Shares of HK\$0.0005 each will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following conditions:

1. the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
2. the Listing Committee granting listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
3. the compliance with the relevant procedures and requirements under the GEM Listing Rules to effect the Share Consolidation.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Subject to the fulfilment of the conditions of the Share Consolidation, the Share Consolidation will become effective on Tuesday, 28 September 2021, being the second Business Day immediately following the fulfillment of the conditions above.

LETTER FROM THE BOARD

Listing application

An application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange and no debt securities of the Company are listed or dealt in on the Stock Exchange or any other stock exchange, and at the time the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there are outstanding Options for subscription of an aggregate amount of 127,992,000 Existing Shares under the Share Option Scheme. Pursuant to the terms of the Share Option Scheme and the GEM Listing Rules, the Share Consolidation may lead to adjustments to the exercise price and/or the number of Shares falling to be issued upon the exercise of the outstanding Options. Pursuant to the terms and conditions of the Share Option Scheme, the Company will engage its auditor or an independent financial adviser to the Company to certify in writing the necessary adjustments to the outstanding Options. The Company will make further announcement(s) on such adjustments as and when appropriate.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

LETTER FROM THE BOARD

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company has appointed Oshidori Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Patrick Lim of Oshidori Securities Limited at 25/F, China United Centre, 28 Marble Road, North Point, Hong Kong or at telephone number (852) 31980347 from 9:00 a.m. on Wednesday, 13 October 2021 to 4:00 p.m. on Wednesday, 3 November 2021.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 28 September 2021, being the second Business Day immediately after the date of the EGM, the Shareholders may during the period from Tuesday, 28 September 2021 to Friday, 5 November 2021 (both days inclusive) submit existing share certificates for the Existing Shares (in the colour of light yellow) to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of light grey) at the expense of the Company.

LETTER FROM THE BOARD

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of certificates cancelled/issued is higher.

After 4:10 p.m. on Wednesday, 3 November 2021, share certificates for the Existing Shares will remain effective as documents of title and may be exchanged for share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

PROPOSED CHANGE IN BOARD LOT SIZE

The Board proposes to change the board lot size for trading in the Consolidated Shares from 24,000 Existing Shares to 2,000 Consolidated Shares conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK\$0.3 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the current value of each board lot was HK\$7,200 and the value of each board lot of 2,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$3,000.

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

The Share Consolidation will increase the nominal value of the Existing Shares and will reduce the total number of Existing Shares currently in issue. It is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. The Board believes that this will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company.

LETTER FROM THE BOARD

With a higher trading price in respect of the Consolidated Shares after the Share Consolidation having become effective, the Board considers that the Change in Board Lot Size will lower the threshold for investors to purchase the Consolidated Shares, thus facilitating the trading and improving the liquidity of the Consolidated Shares, which will enable the Company to attract more investors and therefore broaden the shareholders base of the Company.

Accordingly, the Directors believe that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company does not have any concrete plan to carry out other corporate actions or conduct any equity fundraising in the next 12 months which may have a contradictory effect to the intended purpose of the Share Consolidation and the Change in Board Lot Size. However, the Directors consider that they will contemplate corporate actions or fund raising activities whenever they think reasonably necessary. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size which are expected to be insignificant in the context of the net asset value of the Company, the implementation of the Share Consolidation and the Change in Board Lot Size will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Shareholders approved and adopted the Share Option Scheme under the written resolution of the Shareholders passed on 25 September 2014.

At the extraordinary general meeting of the Company held on 7 September 2020 (“**2020 EGM**”), the Scheme Mandate Limit was refreshed by the Shareholders and the Company is allowed to grant options entitling holders thereof to subscribe for up to 128,000,000 Existing Shares, being 10% of the total number of issued Shares as at the date of 2020 EGM. During the period from the date of 2020 EGM to the Latest Practicable Date, 127,992,000 Options were granted to eligible participants under the Share Option Scheme on 26 March 2021 and the Scheme Mandate Limit has been almost fully utilised. None of these 127,992,000 Options granted were lapsed, exercised or cancelled during this period.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has 127,992,000 outstanding Options under the Share Option Scheme, representing approximately 7.14% of the total number of Existing Shares as at the Latest Practicable Date, the details of 127,992,000 Options are set out below:

Participants	Date of grant	Exercisable period	Exercise price <i>HK\$</i>	Number of Options granted	Number of Options held as at the Latest Practicable Date
Employees of the Invested Entity (as defined below) <i>(note 1)</i>	26 March 2021	26 March 2021 – 25 March 2031	0.330	74,904,000	74,904,000
Employees of the Group <i>(note 2)</i>	26 March 2021	26 March 2021 – 25 March 2031	0.330	53,088,000	53,088,000
Total				<u>127,992,000</u>	<u>127,992,000</u>

Notes:

1. According to the Share Option Scheme, the Directors may, at their absolute discretion, invite any employee of the Group or any entity (the “**Invested Entity**”) in which the Company holds an equity interest, to take up Options to subscribe for Shares. Those Options were granted to 23 employees of the Invested Entity.
2. Those Options were granted to 7 employees of the Group.

Pursuant to the GEM Listing Rules, the Scheme Mandate Limit may not exceed 10% of the Shares in issue as at the date of approval or adoption of that limit by the Shareholders. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting from time to time.

Since over 99.99% of the Scheme Mandate Limit as refreshed in the 2020 EGM has been utilised, the Directors would like to take this opportunity to seek the approval of the Shareholders to refresh the Scheme Mandate Limit so as to obtain a higher limit and to retain the flexibility to make new grant of options under the Share Option Scheme as the Board may consider appropriate from time to time. It will allow the Company to attract potential employees to join the Group and to provide incentives to and to retain the existing employees of the Group which is in the interests of the Group.

LETTER FROM THE BOARD

Assuming there will be no change in the issued Shares from the Latest Practicable Date to the date of the EGM, the Scheme Mandate Limit (upon the approval of the refreshment by the Shareholders at the EGM) will allow the Company to grant options entitling holders thereof to subscribe for up to 179,228,029 Existing Shares, being 10% of the Existing Shares then in issue as at the date of the EGM. As the Board also proposes the Share Consolidation as set out in the above section headed “Proposed Share Consolidation”, such 179,228,029 Existing Shares of the Scheme Mandate Limit as refreshed at the EGM will be automatically adjusted to 35,845,605 Consolidated Shares immediately upon the Share Consolidation becoming effective.

Pursuant to the GEM Listing Rules, the maximum number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company or its subsidiaries must not exceed 30% of the Shares in issued from time to time. In the event that the Directors utilise the Scheme Mandate Limit in full (i.e. granting a maximum of 179,228,029 Options in full), the total number of outstanding Options in aggregate with the outstanding 127,992,000 Options as at the Latest Practicable Date will be 307,220,029 options (representing approximately 17.14% of the total number of issued Existing Shares as at the Latest Practicable Date).

As at the Latest Practicable Date, save for the Share Option Scheme, there is no other share option scheme having been adopted by the Company.

The refreshment of the Scheme Mandate Limit is conditional on:

- (i) the passing of the necessary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the EGM; and
- (ii) the Listing Committee granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of Shares in issue as at the date of refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of Options under the Share Option Scheme.

Upon the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the EGM, the limit under the existing Scheme Mandate Limit which was approved by the Shareholders on 7 September 2020 will be revoked and replaced by the new Scheme Mandate Limit and no Option can be granted under the existing Scheme Mandate Limit.

LETTER FROM THE BOARD

Application has been made to the Stock Exchange in granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of Shares in issue as at the date of refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of Options.

An ordinary resolution will be proposed at the EGM to approve the refreshment of the Scheme Mandate Limit on the grant of Options.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company for the EGM will be closed from Monday, 20 September 2021 to Friday, 24 September 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 17 September 2021.

EGM

A notice convening the EGM to be held at 11:00 a.m. on Friday, 24 September 2021 at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong is set out on pages EGM-1 to EGM-4 of this circular. At the EGM, resolutions will be proposed to approve, the Share Consolidation and the refreshment of the Scheme Mandate Limit.

A form of proxy for use by Shareholders at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301- 04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. 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 should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

All the resolution(s) proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM. As no Shareholder has material interest in the Share Consolidation and the refreshment of the Scheme Mandate Limit, no Shareholder is required to abstain from voting in respect of the resolutions to be proposed at 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 Group. 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 any statement herein or this document misleading.

RECOMMENDATION

The Directors consider that the proposed Share Consolidation and refreshment of the Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM as set out in the notice of the EGM.

By Order of the Board
Legendary Group Limited
Yuen Yu Sum
Chairman and Executive Director

NOTICE OF EGM



Legendary

Group Limited

Stock Code: 8195

LEGENDARY GROUP LIMITED

創天傳承集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8195)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Legendary Group Limited (the “**Company**”) will be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong at 11:00 a.m. on Friday, 24 September 2021, for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company (the “**Shares**”) consolidated in the manner as set out in paragraph (a) of this resolution below:
 - (a) with effect from the second business day immediately following the date on which this resolution is passed:
 - (i) every five (5) issued and unissued ordinary shares of par value of HK\$0.0001 each in the share capital of the Company be consolidated into one (1) consolidated share of par value of HK\$0.0005 (each a “**Consolidated Share**”) (the “**Share Consolidation**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
 - (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company; and

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- (b) the board of directors of the Company (the “**Director(s)**”) be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”
2. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options to be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme adopted by the Company on 25 September 2014 (the “**Share Option Scheme**”) up to a new 10 per cent limit (the “**Refreshed Scheme Mandate Limit**”) be and is hereby approved provided that (i) the total number of shares of the Company which may be issued upon exercise of options to be granted under the Share Option Scheme on or after the date of passing of this resolution (the “**Refreshed Date**”), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refreshed Date, must not exceed 10 per cent of the number of Shares in issue as at the Refreshed Date; and (ii) options granted prior to the Refreshed Date under the Share Option Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the relevant scheme rules of the Company) shall not be counted for the purposes of calculating the Refreshed Scheme Mandate Limit and that the Directors be and are hereby authorized to do all such acts and things and execute all such documents to give effect to the foregoing arrangement and to grant options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the exercise of such options.”

By Order of the Board
Legendary Group Limited
Yuen Yu Sum
Chairman and executive Director

Hong Kong, 8 September 2021

Registered Office:
Maples Corporate Services Limited
P.O. Box 309, Umland House
Grand Cayman, KY-1104
Cayman Islands

*Headquarter and principal place of business
in Hong Kong:*
5/F, World Interests Building
8 Tsun Yip Lane
Kwun Tong
Kowloon
Hong Kong

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Notes:

1. A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged, at the office of the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the Meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the Meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. For the purpose of determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 20 September 2021 to Friday, 24 September 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the Meeting, 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, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 17 September 2021.
6. As at the date of this notice, the Board comprises Mr. Yuen Yu Sum (Chairman), Mr. Lau Chun Kavan and Mr. Chan Lap Jin Kevin as executive Directors, Mr. Law Wing Chung as non-executive Director and Mr. Chung Chin Kwan, Mr. Ng Chi Ho Dennis, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan as independent non-executive Directors.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "external conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will publish an announcement on the website of the Company at <http://www.lna.com.hk> and on the "Latest Company Announcements" page of the GEM website at www.hkgem.com to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

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8. To safeguard the health and safety of the attendees who will attend the Meeting and to prevent the spreading of the coronavirus (COVID-19) pandemic, the following measures will be implemented at the Meeting:

- mandatory body temperature check;
- seating at the Meeting venue will be arranged so as to allow for appropriate social distancing;
- mandatory wearing of surgical face masks; and
- no refreshments nor corporate gift for attendees

The Company reserves the right to deny entry into the Meeting venue if such person: (i) refuses to comply with any of the above precautionary measures; (ii) is subject to any Hong Kong Government prescribed quarantine; (iii) is having a body temperature of over 37.4 degree Celsius; and/or (iv) has any flu-like symptoms.

For the health and safety of shareholders of the Company, the Company would like to encourage shareholders of the Company to appoint the chairman of the Meeting as their proxy to vote on the proposed resolutions at the Meeting, instead of attending the Meeting in person.

Subject to the development of COVID-19, the Company may be required to change the Meeting arrangements at short notice. Shareholders should check the Company's website for further announcements and updates on the Meeting arrangements.