



LEGENDARY GROUP LIMITED

創天傳承集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8195)

COMPLIANCE COMMITTEE

TERMS OF REFERENCE

CONSTITUTION

1. The board (the “**Board**”) of directors (the “**Directors**”) of Legendary Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) resolved on 16 June 2022 to establish a standing committee of the Board known as the Compliance Committee (the “**Committee**”) with effect from 20 June 2022.

MEMBERSHIP

2. The members of the Committee shall be appointed by the Board and shall consist of at least three members from amongst the executive and non-executive Directors, including at least two independent non-executive Directors.
3. The Chairman of the Committee shall be appointed by the Board and must be an independent non-executive Director.
4. The Committee shall be supported by the Company Secretary of the Company.

RESPONSIBILITIES

5. The Committee shall be responsible for:
 - (a) overseeing the regulatory compliance with all relevant rules and regulations applicable to the Company, including but not limited to, the Rules Governing the Listing of Securities on GEM, the Securities and Futures Ordinance, and the Companies Ordinance (“**Applicable Laws**”);

- (b) developing, reviewing, approving and monitoring the Group's policies and practices on Applicable Laws compliance including implementing the Group's internal control procedures to ensure its Applicable Laws compliance;
- (c) developing, reviewing, approving and monitoring the Group's policies and practices on corporate governance and making recommendations to the Board;
- (d) recommending remedial actions to be take (if any) by the Group in the event any non-compliance is discovered;
- (e) monitoring the training and continuous professional development of Directors and senior management of the Company; and
- (f) addressing and dealing with such matters as may be delegated by the Board to the Committee.

AUTHORITY

- 6. The Committee is authorized to seek any information it requires from any employee In order to perform its duties.
- 7. The Committee may employ, instruct, appoint or retain, at the Company's expense, any professional adviser (include legal adviser) as it considers necessary and appropriate in connection with its purposes and secure the attendance of those advisers at Committee meetings as appropriate.
- 8. The Committee will have available to it sufficient resources, as determined by the Committee, to run effectively, including to:
 - (a) engage and remunerate professional advisers to assist the Committee to carry out its work; and
 - (b) incur and pay any expenses of the Committee that are necessary or appropriate to assist it in carrying out its work under these terms of reference.

FREQUENCY OF MEETINGS

- 9. Meetings shall be held at such times as the Committee determines is appropriate to carry out its responsibilities.

NOTICE OF MEETINGS

- 10. Unless otherwise agreed by all the members of the Committee, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend, no later than three (3) days before the date of the meeting.

ATTENDANCE AT MEETINGS

11. The Committee may invite any Director, member of senior management or other individual to attend meetings of the Committee as it considers appropriate.
12. The Company Secretary of the Company or his or her nominee shall be the Secretary of the Committee.
13. In the case of an equality of votes at a meeting of the Committee, the Chairman of the Committee shall have the casting vote.

MEETING PROCEDURES

14. The meetings and proceedings of the Committee shall be governed by the provisions of the Company's Articles of Association for regulating the meetings and proceedings of the Board, except for otherwise determined by the Board from time to time.
15. The quorum for meetings shall be three members of the Committee.

REPORTING PROCEDURES

16. The Committee shall report to the Board concerning its activities, either orally or in writing, at regular meetings of the Board or at other times or occasions where necessary.
17. Minutes of each meeting shall be prepared by the Secretary of the Committee. The Secretary of the Committee shall:
 - (a) prepare and distribute the minutes of the Committee meetings to all members of the Committee within a reasonable period of time following the conclusion of any Committee meeting for approval; and
 - (b) ensure that the minutes of the Committee meetings are signed by the Chairman of the Committee at the next Committee meeting following their approval.

A summary of the meeting minutes shall be submitted to the Board and a copy of the meeting minutes shall be made available upon request to members of the Board.

FREQUENCY OF REVIEW

18. These Terms of Reference shall be reviewed when necessary, and can be revised by the Board from time to time.

June 2022

If there is any inconsistency between the English version and the Chinese translation, of these Terms of Reference, the English version shall prevail.