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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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, the transferee 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

創天傳承集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8195)**

## PROPOSALS FOR GRANTING OF GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; AND NOTICE OF ANNUAL GENERAL MEETING

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

A notice convening the AGM to be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong on Friday, 30 September 2022 at 11:00 a.m. is set out on pages 17 to 22 of this circular. A form of proxy for use by the shareholders of the Company at the AGM is enclosed herein.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM 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 Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Listed Company Information" page for a minimum seven (7) days from the date of its posting and on the Company's website at [www.legendarygp.com](http://www.legendarygp.com).

#### PRECAUTIONARY MEASURES FOR THE AGM

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

- mandatory body temperature check;
- seating at the AGM 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 AGM 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 AGM as their proxy to vote on the proposed resolution at the AGM, instead of attending the AGM in person.

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

8 September 2022

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## CHARACTERISTICS OF GEM

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**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 and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong on Friday, 30 September 2022 at 11:00 a.m. or any adjournment thereof
“AGM Notice”	the notice convening the AGM set out on pages 17 to 22 of this circular
“Articles of Association”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Director(s)
“Company”	Legendary Group Limited (創天傳承集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“GEM”	GEM operated by Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue and deal with Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution for approving such issue mandate at the AGM

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## DEFINITIONS

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“Latest Practicable Date”	7 September 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution for approving such repurchase mandate at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	ordinary share(s) with a par value of HK\$0.0005 each in the share capital of the Company
“Share Registrar”	Union Registrars Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the GEM Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Yuen Yu Sum (*Chairman*)

Mr. Chan Lap Jin Kevin

*Non-executive Director:*

Mr. Law Wing Chung

*Independent non-executive Directors:*

Mr. Chung Chin Kwan

Mr. Ng Chi Ho Dennis

Mr. Chan Kim Fai Eddie

Mr. Chung Kwok Pan

Mr. Leung Kai Cheong Kenneth

*Registered office:*

Maples Corporate Services Limited

P.O. Box 309, Umland House

Grand Cayman, KY1-1104

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 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GRANTING OF GENERAL MANDATES TO  
ISSUE NEW SHARES AND REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to give you notice of the AGM and provide you with the information reasonably necessary to enable you to make a decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to, among other matters, (i) the granting of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; and (ii) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders at the last annual general meeting held on 30 July 2021 and will be expired at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and deal with additional Shares of not exceeding 20% of the total number of Shares in issue as at the date of the passing of the relevant resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the total number of Shares permitted to be allotted and issued under the Issue Mandate by those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued Shares comprised 358,456,059 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and deal with not exceeding of 71,691,211 new Shares under the Issue Mandate, representing 20% of the total number of issued Shares as at the date of the AGM.

### GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders at the last annual general meeting held on 30 July 2021 and will be expired at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to repurchase Shares of not exceeding 10% of the total number of Shares in issue as at the date of the passing of the relevant resolution. The Repurchase Mandate allows the Company to make purchases only during the Relevant Period.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

According to Article 16.2 of the Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting. As such, Mr. Leung Kai Cheong Kenneth shall retire from office and being eligible, offer himself for re-election at the AGM.

According to Article 16.18 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election thereat. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors. As such, Mr. Chan Kim Fai Eddie, Mr. Chung Chin Kwan and Mr. Ng Chi Ho Dennis shall retire from office by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Board (the “**Nomination Committee**”) will review the structure, size and diversity (including gender, age, cultural and educational background, length of service, skills, knowledge and experience etc.) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company’s corporate strategy. The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, skills, knowledge and experience, and potential time commitment for the board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company.

Mr. Chan Kim Fai Eddie, Mr. Chung Chin Kwan, Mr. Ng Chi Ho Dennis and Mr. Leung Kai Cheong Kenneth, the retiring independent non-executive Directors, have each confirmed his independence with reference to the factors set out in Rule 5.09 of the GEM Listing Rules. The Nomination Committee had considered and nominated the above retiring independent non-executive Directors to the Board for it to propose to the Shareholders for re-election at the AGM.

Both Mr. Chan Kim Fai Eddie and Mr. Ng Chi Ho Dennis have extensive experience in auditing, accounting, financial management and corporate affairs. Mr. Chung Chin Kwan also possesses extensive experience in accounting, taxation and company secretarial matters; while Mr. Leung Kai Cheong Kenneth has vast experience in the field of finance and law. The Board is of the view that their skills and professional background will contribute effectively to the diversity the Board.



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## LETTER FROM THE BOARD

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Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that each of the above retiring Directors (namely, Mr. Chan Kim Fai Eddie, Mr. Chung Chin Kwan, Mr. Ng Chi Ho Dennis and Mr. Leung Kai Cheong Kenneth) stand for re-election as Directors by way of a separate resolution at the AGM.

Details of all retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the GEM Listing Rules.

### **AGM**

A notice convening the AGM to be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong at 11:00 a.m. on Friday, 30 September 2022 is set out on pages 17 to 22 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Issue Mandate and Repurchase Mandate and the extension of the Issue Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, and the proposed re-election of retiring Directors.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

### **GEM LISTING RULES REQUIREMENT**

Pursuant to Rule 17.47 (4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the results of the poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47 (5) of the GEM Listing Rules.

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## LETTER FROM THE BOARD

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### 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 Company. 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 circular misleading.

### RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension of Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the proposed re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

### FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text in the event of any inconsistency.

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

*This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to Shareholders for consideration of the Repurchase Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued Shares comprised 358,456,059 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 35,845,605 Shares, representing 10% of the total number of Shares in issue as at the date of the AGM.

### **2. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of exercising the Repurchase Mandate, the Directors believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and its Shareholders as a whole.

### **3. SOURCE OF FUNDS**

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be funded entirely from the Company's available cash flow or working capital facilities.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands. The Company may not repurchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on GEM of each of the previous twelve months preceding and up to the Latest Practicable Date were as follows:

	Shares Price	
	Highest HK\$	Lowest HK\$
<b>2021</b>		
September	1.70A ( <i>Note 1</i> )	1.25A ( <i>Note 1</i> )
October	1.40	1.29
November	N/A ( <i>Note 2</i> )	N/A ( <i>Note 2</i> )
December	N/A ( <i>Note 2</i> )	N/A ( <i>Note 2</i> )
<b>2022</b>		
January	N/A ( <i>Note 2</i> )	N/A ( <i>Note 2</i> )
February	N/A ( <i>Note 2</i> )	N/A ( <i>Note 2</i> )
March	N/A ( <i>Note 2</i> )	N/A ( <i>Note 2</i> )
April	N/A ( <i>Note 2</i> )	N/A ( <i>Note 2</i> )
May	N/A ( <i>Note 2</i> )	N/A ( <i>Note 2</i> )
June	N/A ( <i>Note 2</i> )	N/A ( <i>Note 2</i> )
July	N/A ( <i>Note 2</i> )	N/A ( <i>Note 2</i> )
August	1.49	1.00
September (up to the Latest Practicable Date)	1.20	1.08

*Notes:*

1. A= adjusted pursuant to the share consolidation effective from 28 September 2021
2. Trading in the Shares on the Stock Exchange was suspended from 19 October 2021 to 8 August 2022 (both dates inclusive).

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

**6. THE TAKEOVERS CODE**

If, as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the Repurchase Mandate to such an extent as would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code and, accordingly, it is not anticipated that purchases of Shares under the Repurchase Mandate will give rise to any consequences under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Repurchase Mandate.

**7. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge and belief and having made all reasonable enquiries, any of their respective close associates (as defined under the GEM Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell any Shares, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

**8. MATERIAL ADVERSE CHANGE**

As compared with the financial position of the Company as at 31 March 2022 (being the date to which the latest audited consolidated financial statement of the Company have been made up), the Directors consider that there might be a material adverse impact on the working capital or gearing position of the Company in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months preceding the Latest Practicable Date.

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## **APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM**

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*The following are particulars of the retiring Directors proposed to be re-elected at the AGM:*

### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

#### **Mr. Chan Kim Fai Eddie (“Mr. Chan”)**

Mr. Chan, aged 50, FCCA, CPA (Practising), was appointed as an independent non-executive Director on 6 June 2019. Mr. Chan is the chairman of the audit committee of the Board and a member of the compliance committee of the Board. Mr. Chan holds a master degree in Professional Accounting from The Hong Kong Polytechnic University and a Diploma in Accounting from Kwai Chung Technical Institute. He has engaged in the accounting industry since 1993 and has over 25 years of extensive experience in accounting and auditing. He is the sole proprietor of PASICO CPA & Co.

Mr. Chan has entered into a service contract with the Company for an initial term of one year with effect from 1 January 2022 and his appointment is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Chan is entitled to a director’s fee of HK\$10,000 per month which is determined after an arm’s length negotiation between Mr. Chan and the Company with reference to his duties, responsibilities, experience and the prevailing market conditions.

#### **Mr. Chung Chin Kwan (“Mr. Chung”)**

Mr. Chung, aged 32, was appointed as an independent non-executive Director on 30 October 2020. He is also a chairman of each of the nomination committee and remuneration committee of the Board and a member of the audit committee and compliance committee of the Board.

He obtained a bachelor degree in Business Administration (major in accounting) from Lingnan University. Mr. Chung has over 7 years of experience in accounting and taxation services. He also has extensive experience in company secretarial matters. Mr. Chung is a council member of The Taxation Institute of Hong Kong since 2022. Mr. Chung is a member of the Hong Kong Institute of Certified Public Accountants, a member of the Hong Kong Independent Non-Executive Director Association and a fellow member (granted Chartered Tax Adviser designation) of the Taxation Institute of Hong Kong. Mr. Chung is the founder of CK Tax Company Limited, a taxation company granted by the Taxation Institute of Hong Kong as “Chartered Tax Adviser Accredited Employer”.

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**APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE AGM**

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Mr. Chung was a director of the following companies, each of which was incorporated in Hong Kong and was dissolved (other than by a member's voluntary winding-up):

<b>Name of Company</b>	<b>Principal business activity immediately prior to dissolution</b>	<b>Date of dissolved by deregistration</b>	<b>Details</b>
Hong Kong Bitrade Company Limited	Investment holding	15 March 2019	Dissolved by deregistration under section 751 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
Excel Business Centre Limited 超群商務中心有限公司	Investment holding	25 September 2020	Ditto
Bolt Development Limited 博德發展有限公司	General trading	05 February 2021	Ditto
CK Immigration Consulting Limited 展群移民顧問有限公司	Investment holding	19 February 2021	Ditto
Greater Bay Area Professional Services Limited 大灣區專業服務有限公司	Investment holding	16 April 2021	Ditto

Mr. Chung has entered into a service contract with the Company for an initial fixed term of one year with effect from 30 October 2021. Mr. Chung is entitled to a director's fee of HK\$10,000 per month, which represents the entirety of the monthly remuneration payable to him by the Group. The remuneration of Mr. Chung was determined with reference to the prevailing market conditions, his role and responsibilities within the Group.

As at the Latest Practicable Date, Mr. Chung is interested in an aggregate of 1,200,000 Shares, representing approximately 0.33% of the entire issued share capital of the Company.



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**APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE AGM**

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**Mr. Ng Chi Ho Dennis (“Mr. Ng”)**

Mr. Ng, aged 63, was appointed as an independent non-executive Director on 6 June 2019 and is a member of Audit Committee, Nomination Committee and Remuneration Committee. Mr. Ng has extensive experience in auditing, accounting, financial management and corporate affairs. He is a chartered accountant of the Chartered Accountants Australia and New Zealand (formerly known as The Institute of Chartered Accountants in Australia) as well as a fellow member of The Hong Kong Institute of Certified Public Accountants. He is also a practising certified public accountant.

Mr. Ng is now a company secretary of MEIGU Technology Holding Group Limited (Stock Code: 8349.HK). He is an independent non-executive director of Media Asia Group Holdings Limited (Stock Code: 8075.HK) and an independent non-executive director of China City Infrastructure Group Limited (Stock Code: 2349.HK). He was an independent non-executive director of Kirin Group Holdings Limited (Stock Code: 8109.HK) from April 2015 to December 2021.

Mr. Ng has entered into a service contract with the Company for an initial term of one year with effect from 6 June 2022 and his appointment is subject to retirement by rotation and re-election pursuant to the Articles of Association. Mr. Ng is entitled to a director’s fee of HK\$10,000 per month which is determined after an arm’s length negotiation between Mr. Ng and the Company with reference to his duties, responsibilities, experience and the prevailing market conditions.

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## APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM

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### **Mr. Leung Kai Cheong Kenneth (“Mr. Leung”)**

Mr. Leung, aged 59, was appointed as an independent non-executive Director on 7 December 2021. Mr. Leung obtained a professional diploma in accountancy from The Hong Kong Polytechnic University in 1984, a degree of bachelor of science (economics) and a degree of master of laws in The London School of Economics and Political Science in August 1987 and November 1992 respectively. Mr. Leung was admitted as a solicitor to the High Court of Hong Kong in November 1997 and holds a current practising certificate with the Law Society of Hong Kong. He was admitted as a solicitor of the Supreme Court of England and Wales in May 2000.

Mr. Leung is a fellow of the Hong Kong Institute of Certified Public Accountants, the Taxation Institute of Hong Kong, and The Institute of Chartered Accountants in England and Wales, and an associate of the Chartered Institute of Taxation in the United Kingdom.

Mr. Leung has over 30 years of experience in the finance and law, particularly in taxation, pensions, reward schemes and employment. He is currently a senior consultant of an international solicitors’ firm in Hong Kong.

Mr. Leung was a former member of the Legislative Council of Hong Kong (accountancy functional constituency) from 2012 to 2020. As a former member of the Legislative Council, he held various positions including acting as a chairman/deputy chairman of the Panel on Financial Affairs, Public Accounts Committee and Committee on Rules of Procedure. He also had several other appointments, including acting as a chairman of Hong Kong Government Appeal Tribunal Panel (Buildings) and being a member of: (i) the Estate Agents Authority; (ii) the Board of Review (Inland Revenue Ordinance); (iii) Mandatory Provident Fund Schemes Advisory Committee; (iv) The Hong Kong Housing Authority; (v) Independent Police Complaints Council and (vi) Trade and Industry Advisory Board.

Mr. Leung was a director of Professionals Guild Limited (“PGL”), a company limited by guarantee incorporated in Hong Kong, which was a non-profit making policy think tank engaged in civic education and the promotion of Basic Law. PGL has ceased its business on 31 December 2020 and become defunct, and was subsequently deregistered by the Companies Registry on 25 March 2022.

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**APPENDIX II                      DETAILS OF RETIRING DIRECTORS PROPOSED  
TO BE RE-ELECTED AT THE AGM**

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Mr. Leung has entered into a service contract with the Company for an initial fixed term of one year with effect from 7 December 2021. He is entitled to a director's fee of HK\$20,000 per month, which represents the entirety of the monthly remuneration payable to him by the Group. The remuneration of Mr. Leung was determined with reference to the prevailing market conditions, his role and responsibilities within the Group.

Save as disclosed above, each of the retiring Directors confirms with respect to him that:

- (i) he has not held any directorships in the three years preceding the Latest Practicable Date in any companies the securities of which are listed on any securities market in Hong Kong or overseas;
- (ii) he does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (within the meaning of the GEM Listing Rules) of the Company;
- (iii) he does not hold any positions in the Company or any other members of the Group; and
- (iv) he does not have any interests in the Shares and underlying shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

*Save as disclosed above, there are no other matters concerning each of the retiring Directors that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 17.50 (2) of the GEM Listing Rules.*

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## NOTICE OF AGM

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### **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 OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an annual 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 on Friday, 30 September 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, to pass with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (the “**Directors**”) and the auditor of the Company for the year ended 31 March 2022;
2.
  - (a) To re-elect Mr. Chan Kim Fai Eddie as an independent non-executive Director;
  - (b) To re-elect Mr. Chung Chin Kwan as an independent non-executive Director;
  - (c) To re-elect Mr. Ng Chi Ho Dennis as an independent non-executive Director;
  - (d) To re-elect Mr. Leung Kai Cheong Kenneth as an independent non-executive Director;
  - (e) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. To re-appoint Kenswick CPA Limited as auditor of the Company and to authorise the Board to fix its remuneration;

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As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. **“THAT:**

- (a) subject to paragraphs (b) and (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) or securities convertible into such shares or options, warrants, or similar right to subscribe for any shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an issue of shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of the Shares in issue as at the time of passing this resolution and the said approval shall be limited accordingly; and

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- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable laws of the Cayman Islands to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities given rights to subscribe for Shares open for a period fixed by the Company or the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the GEM or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the SFC, the Stock Exchange or of any other stock exchange, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as hereinafter defined) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

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- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
  - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions no. 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution no. 4 as set out in this notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto of an amount representing the number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

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

Hong Kong, 8 September 2022

*Registered office:*  
Maples Corporate Services Limited  
P.O. Box 309, Uglan House  
Grand Cayman, KY1-1104  
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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## NOTICE OF AGM

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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, 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 Tuesday, 27 September 2022 to Friday, 30 September 2022, 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 Monday, 26 September 2022.
6. As at the date of this notice, the Board comprises Mr. Yuen Yu Sum (Chairman) 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, Mr. Chung Kwok Pan and Mr. Leung Kai Cheong Kenneth 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 [www.legendarygp.com](http://www.legendarygp.com) and on the "Latest Listed Company Information" page of the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
8. To safeguard the health and safety of the attendees who will attend the AGM and to prevent the spreading of the coronavirus (COVID-19) pandemic, the following measures will be implemented at the AGM:
  - mandatory body temperature check;
  - seating at the AGM 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



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## NOTICE OF AGM

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The Company reserves the right to deny entry into the AGM 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 AGM as their proxy to vote on the proposed resolution at the AGM, instead of attending the AGM in person.

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