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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 or transferee.

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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)

**PROPOSED CHANGE OF COMPANY NAME;
RE-ELECTION OF DIRECTOR; AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong on Monday, 3 April 2023 at 11:00 a.m. is set out on pages 9 to 11 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is enclosed herein.

Whether or not you are able to attend the EGM in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch share registrar 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 the holding of the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

This circular will remain on the Stock Exchange's website at www.hkexnews.hk on the "Latest Company Announcements" page for a minimum seven (7) days from the date of its posting and on the Company's website at <http://www.legendarygp.com>.

7 March 2023

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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 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 otherwise requires, the following expressions have the following meanings:

“Articles of Association”	the articles of association of the Company as may be amended from time to time
“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
“Dr. Tang”	Dr. Tang Sing Hing Kenny
“EGM”	the extraordinary 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 Monday, 3 April 2023 at 11:00 a.m. or any adjournment thereof
“GEM”	GEM operated by Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	6 March 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Legendary Group Limited” to “Legendary Education Group Limited”, and the dual foreign name in Chinese of the Company from “創天傳承集團有限公司” to “傳承教育集團有限公司”
“Share(s)”	ordinary share(s) with a par value of HK\$0.0005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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. Chan Lap Jin Kevin

Non-executive Director:

Mr. Law Wing Chung

Dr. Tang Sing Hing Kenny

Independent non-executive Directors:

Mr. Chung Chin Kwan

Mr. Chan Kim Fai Eddie

Mr. Chung Kwok Pan

Registered office in

the Cayman Islands:

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

Hong Kong

7 March 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME;
RE-ELECTION OF DIRECTOR; AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The purpose of this circular is to provide you with information on the (i) Proposed Change of Company Name; (ii) re-election of Dr. Tang as a non-executive Director; and (iii) the notice of the EGM at which a special resolution will be proposed to approve the Proposed Change of Company Name and an ordinary resolution will be proposed to approve the re-election of Dr. Tang as a non-executive Director.

LETTER FROM THE BOARD

1. PROPOSED CHANGE OF COMPANY NAME

Reference is made to the announcement of the Company dated 23 February 2023. The Board proposes to change the English name of the Company from “Legendary Group Limited” to “Legendary Education Group Limited” and the dual foreign name in Chinese of the Company from “創天傳承集團有限公司” to “傳承教育集團有限公司”.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to satisfaction of the following conditions:

- (i) the passing of a special resolution by the Shareholders at an EGM approving the Proposed Change of Company Name; and
- (ii) the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect on the date of entry of the new English and Chinese names of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

As highlighted in the Company’s third quarterly report for the nine months ended 31 December 2022 (“3Q2022”), (i) the financial quotient and investment education business; and (ii) the private supplementary education business were the main drive of the Group’s revenue amounting to approximately HK\$167.6 million.

The Group recorded revenue of approximately HK\$121.8 million for the financial quotient and investment education business segment for 3Q2022, representing an increase of approximately 49.6% as compared to that of approximately HK\$81.5 million for the last corresponding period in 2021. The newly operated private supplemental education business segment had also demonstrated a satisfactory financial contribution to the Group’s revenue of approximately HK\$42.0 million for 3Q2022, representing approximately 25.1% of the Group’s revenue during the period.

LETTER FROM THE BOARD

In view of the tremendous growth momentum and the new focus of the Group's business, the Group would take an active approach to expand its market share in both aforesaid business segments. The Group, in particular, will offer a wider range of courses under the financial quotient and investment education business segment, recruit star-rated tutors and establish new centres for the private supplementary education business segment.

In order to align with the Group's strategic focus, the Board considers that the Proposed Change of Company Name would reflect the Group's commitment to providing exceptional education services to the general public, which will in turn provide the Company with a new corporate image and be beneficial to the Company's future business development. The Board is therefore of the view that the Proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any rights of the Shareholders or the Company's financial position.

Once the Proposed Change of Company Name becomes effective, certificates of securities of the Company will only be issued in the new name of the Company and the securities of the Company will be traded on the Stock Exchange under the new name of the Company. All existing certificates of securities in issue bearing the present name of the Company will, upon the Proposed Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities for new certificates bearing the new name of the Company. Subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities of the Company on the Stock Exchange will also be changed after the company name becomes effective.

Further announcement(s) will be made as and when appropriate in relation to, among other things, the results of the EGM, the effective date of the Proposed Change of Company Name and the new English stock short name and Chinese stock short name for trading in the securities of the Company on the Stock Exchange.

LETTER FROM THE BOARD

2. RE-ELECTION OF DIRECTOR

Dr. Tang was appointed as a non-executive Director with effect from 13 January 2023.

Article 16.3 of the Articles of Association stipulates that any Director appointed by the Board to fill a casual vacancy on the Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Dr. Tang has offered himself for re-election at the EGM.

Biographical details of Dr. Tang are set out below:

Dr. Tang, aged 54, obtained a bachelor's degree in Business, majoring in finance from Edith Cowan University in February 1993 and a PhD. degree in Economics from Renmin University of China in July 2007. He became a senior associate of the Australian Institute of Banking and Finance in December 1995 and was appointed as Hong Kong Chief Analyst by the Finance and Securities Institute of Renmin University of China in December 2010.

Dr. Tang has over 29 years of experience in the financial and securities sector. He is currently a managing partner of a company engaging in asset management and financial services. Dr. Tang also has extensive experience in the education sector. He was (i) a lecturer of Master of Social Science in Global Political Economy Programme at The Chinese University of Hong Kong from 2009 to 2016; (ii) a lecturer of Equity Analysis course at Open University of Hong Kong (currently known as Hong Kong Metropolitan University); (iii) tutor of The School of Professional Education and Executive Development of The Hong Kong Polytechnic University from 2002 to 2004; and (iv) tutor of Equity Analysis course at The HKU School of Professional and Continuing Education from 1997 to 2000.

Dr. Tang is a member of Election Committee Member (Financial Services) of the Hong Kong Special Administrative Region, the chairman of The Hong Kong Institute of Financial Analysts and Professional Commentators Limited and the committee member of the board of directors of Hong Kong Securities Professionals Association. He is also the deputy chairman of The Hong Kong Chinese Listed Companies Association, the vice chairman of The Hong Kong Girl Guides New Territories Region Association and co-initiator of The Hong Kong Coalition.

Dr. Tang is also an independent non-executive director of Hin Sang Group (International) Holding Co. Ltd. (stock code: 6893), the shares of which are listed on the main board of the Stock Exchange. He was a non-executive director of Edvance International Holdings Limited (stock code: 1410) (from November 2016 to May 2021), the shares of which are listed on the main board of the Stock Exchange.

LETTER FROM THE BOARD

Dr. Tang was a director of GOLDEN STEP P.R. CONSULTANT LIMITED 金昇公關顧問有限公司 (“**Golden Step**”), a private company limited by shares incorporated in Hong Kong, which was dissolved by deregistration on 8 January 2010 under section 291AA of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) as in force before 3 March 2014. To the best of knowledge and belief of Dr. Tang, Golden Step had not commenced business since its incorporation and was solvent at the time of it being dissolved by deregistration.

Dr. Tang has entered into a service contract with the Company for an initial fixed term of one (1) year with effect from 13 January 2023. He is subject to retirement by rotation and re-election in accordance with the Articles of Association and the GEM Listing Rules. He is entitled to a director’s fee of HK\$20,000.00 per month, which represents the entirety of the monthly remuneration payable to him by the Group. The remuneration of Dr. Tang was determined with reference to the prevailing market conditions, his role and responsibilities within the Group. Such remuneration has been approved by the Board and the remuneration committee of the Board (the “**Remuneration Committee**”) and will be reviewed by the Board and the Remuneration Committee on an annual basis.

Save as disclosed above, as at the Latest Practicable Date, Dr. Tang (i) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) does not have any relationship with any other Directors, supervisors, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to them in the GEM Listing Rules) of the Company nor any position in the Company or any of its subsidiaries; (iii) has not held any other major appointments and professional qualifications or directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Save as disclosed above, there is no further information required to be disclosed pursuant to the requirements of Rule 17.50 (2)(h) to (v) of the GEM Listing Rules and there are no other matters relating to the appointment of Dr. Tang that need to be brought to the attention of the Stock Exchange or the shareholders of the Company.

3. EGM

A notice convening the EGM to be held at 11:00 a.m. on Monday, 3 April 2023 at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong is set out on pages 9 to 11 of this circular. At the EGM, resolutions will be proposed to approve the Proposed Change of Company Name and re-election of Dr. Tang as a non-executive Director.

LETTER FROM THE BOARD

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 in person, 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 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 the holding of the EGM or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting should you so wish.

All the resolutions 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 at the Latest Practicable Date, no Shareholder has a material interest in the Proposed Change of Company Name and re-election of Dr. Tang as a non-executive Director, no Shareholder is required to abstain from voting in respect of the resolutions to be proposed at the EGM.

4. 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.

5. RECOMMENDATION

The Directors consider that the Proposed Change of Company Name and re-election of Dr. Tang as a non-executive Director are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of all the resolutions to be proposed at 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 OF EXTRAORDINARY GENERAL MEETING

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 on Monday, 3 April 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

SPECIAL RESOLUTION

1. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT:**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Legendary Group Limited” to “Legendary Education Group Limited” and the dual foreign name in Chinese of the Company be changed from “創天傳承集團有限公司” to “傳承教育集團有限公司” (the “**Proposed Change of Company Name**”) with effect from the date of entry of the new English name and the dual foreign name of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands; and
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all documents or make such arrangements as he/she may, in his/her absolute discretion, consider necessary desirable, or expedient for the purpose of or in connection with the implementation of and/or giving effect to the Proposed Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

NOTICE OF EGM

ORDINARY RESOLUTION

- To re-elect Dr. Tang Sing Hing Kenny as a non-executive director of the Company.

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

Hong Kong, 7 March 2023

Registered office in the Cayman Islands:
Maples Corporate Services Limited
P.O. Box 309, Uglund 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
Hong Kong

Notes:

- A member of the Company entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote instead of such member. A proxy need not be a member of the Company but must be present in person at the EGM 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.
- In order to be valid, the form of proxy and the power of attorney or other authority (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 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 the holding of the EGM or any adjourned meeting.
- Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjourned meeting should they so wish.
- Where there are joint holders of any Shares, any one of such joint holders may vote at the meeting, either in person 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 either in person or by proxy, that one of the said person so present whose name stands first on the register of members in respect of such Share shall be accepted to the exclusion of the votes of the other joint registered holders.
- For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Wednesday, 29 March 2023 to Monday, 3 April 2023, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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 Tuesday, 28 March 2023.

NOTICE OF EGM

6. As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Yuen Yu Sum (Chairman) and Mr. Chan Lap Jin Kevin; two non-executive Directors, namely, Mr. Law Wing Chung and Dr. Tang Sing Hing Kenny; and three independent non-executive Directors, namely, Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan.

7. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “external conditions caused by 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 EGM, the EGM will not be held on that date but will be postponed to a later date. If the EGM is postponed, the Company will publish an announcement on the website of the Company at www.legendarygp.com and the Stock Exchange at www.hkexnews.hk to notify Shareholders of the Company of the date, time and place of the rescheduled meeting.