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LEGENDARY EDUCATION GROUP LIMITED

傳承教育集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8195)

PROPOSED TRANSFER OF LISTING FROM GEM TO THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO.

The Board is pleased to announce that a formal application has been submitted to the Stock Exchange on 23 July 2025 (after trading hours) for the Proposed Transfer of Listing.

The Proposed Transfer of Listing will not involve any issue of new Shares by the Company.

Shareholders and potential investors should be aware that the Proposed Transfer of Listing is subject to, among others, the conditions of the Proposed Transfer of Listing set out in this announcement being fulfilled. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

INTRODUCTION

This announcement is made by the Company pursuant to Rules 9.26 and 17.10(2)(a) of the GEM Listing Rules and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the SFO.

Reference is made to the announcement of the Company dated 7 September 2023 and 7 April 2025 regarding the possible transfer of listing from GEM to the Main Board on the Stock Exchange.

The Board is pleased to announce that a formal application has been submitted to the Stock Exchange on 23 July 2025 (after trading hours) for the Proposed Transfer of Listing.

The Proposed Transfer of Listing will not involve any issue of new Shares by the Company.

REASONS FOR THE PROPOSED TRANSFER OF LISTING

The Company has been listed on GEM since 10 October 2014 and the Board has been dedicated to achieving remarkable business growth with thriving revenue and profit. For the three financial years ended 31 March 2023, 2024 and 2025, the Company recorded the profit for the year attributable to owners of the Company of approximately HK\$33.4 million, HK\$45.6 million and HK\$37.1 million, respectively.

The Board believes that the Transfer of Listing will enhance the corporate profile and public recognition of the Company by virtue of the larger total market capitalisation, higher trading volume, and the considerably higher international recognition associated with the Main Board. The Company considers that the more stringent listing requirements and the correspondingly premium status of the Main Board will act as a recognition of the Group's established business performance and achievements, which would enhance the Company's ability to attract quality customers, suppliers and business partners, seize new business opportunities, and attract and retain talent.

On the other hand, the Main Board attracts a broad spectrum of active professional, institutional, private and public investors from international to regional and local markets. The Board believes the Transfer of Listing will provide the Company with access to a much broader international investor base, enhancing its investor exposure and international profile, allowing the Company to reach out to and attract institutional and professional investors from a wider spectrum, which in turn can further enhance the shareholder base of the Company. The Transfer of Listing also allows the Shares to be traded on an exchange platform with notably higher liquidity, providing the Shareholders and potential investors with an improved liquidity environment to conduct and realise their investments in the Shares.

In light of the above, the Directors are of the view that the Proposed Transfer of Listing is beneficial to the future growth and development of the Group and is in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Board has no immediate plans to change the nature of the business of the Group following the Proposed Transfer of Listing.

CONDITIONS OF THE PROPOSED TRANSFER OF LISTING

The Proposed Transfer of Listing is conditional upon, among other things:

- (i) the Company's fulfilment of all the applicable requirements for listing on the Main Board as stipulated in the Main Board Listing Rules, including but not limited to the qualifications for a streamlined transfer stipulated under Chapter 9B of the Main Board Listing Rules;
- (ii) the Stock Exchange granting approval for the listing of, and permission to deal in (a) all the Shares in issue; and (b) the new Shares which may fall to be issued in respect of the share option(s) or award shares granted or to be granted under the respective 2022 Share Award Scheme, 2014 Share Option Scheme or 2023 Share Option Scheme, on the Main Board; and
- (iii) all other relevant approvals or consents required or in connection with the implementation of the Proposed Transfer of Listing having been obtained, and the fulfilment of all conditions which may be attached to such approvals or consents, if any.

NO CHANGE IN PRINCIPAL BUSINESS

The Group is principally engaged in (i) provision of financial quotient and investment education courses; (ii) provision of private supplementary education services; (iii) provision of loan services; (iv) manufacturing and sales of OEM garment products; (v) retailing and wholesaling of garment products under the Group's own brand and high-end fashion brand; and (vi) property investment.

Throughout the Track Record Period and up to the date of this announcement, there has been no fundamental change to the principal business of the Group. As at the date of this announcement, the Board has no immediate plans to change the principal business of the Group following the Proposed Transfer of Listing.

NO CONTROLLING SHAREHOLDER AND NO CHANGE IN CONTROL

The Company has a diverse shareholder base and there has been no controlling Shareholder throughout the Track Record Period and up to the date of this announcement. Accordingly, there was no change in control throughout the Track Record Period and up to the date of this announcement.

NO CHANGE IN SINGLE LARGEST SHAREHOLDER GROUP

While there has been no controlling Shareholder throughout the Track Record Period and up to the date of this announcement, the Board is aware that Mr. Lui Yu Kin, a substantial Shareholder, and Mr. Chan Lap Jin Kevin, an executive Director, could be treated as a single largest shareholder group (the “**SLS Group**”) under the circumstances as stipulated in paragraph 8 of Chapter 1.1C Ownership Continuity and Control in the “Guide for New Listing Applicants” issued by the Stock Exchange.

The SLS Group held an aggregate of (i) 60,856,000 Shares, representing approximately 17.0% of the then total issued Shares at the beginning of the Track Record Period; and (ii) 88,332,080 Shares, representing approximately 19.3% of the total issued Shares as at the date of this announcement.

The Company confirms that there has been no change in the SLS Group throughout the Track Record Period and up to the date of this announcement.

GENERAL

The Board would like to emphasise that the definitive timetable for the Proposed Transfer of Listing has not yet been finalised. The Company will make further announcement(s) to keep the Shareholders and potential investors informed of the progress of the Proposed Transfer of Listing as and when appropriate in accordance with the GEM Listing Rules or (as the case may be) the Main Board Listing Rules.

Shareholders and potential investors should be aware that the Proposed Transfer of Listing is subject to, among others, the conditions of the Proposed Transfer of Listing set out in this announcement being fulfilled. There is no assurance that approval and permission will be obtained from the Stock Exchange for the Proposed Transfer of Listing. Accordingly, the Proposed Transfer of Listing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

“2014 Share Option Scheme”	the share option scheme adopted by the Company on 25 September 2014
“2022 Share Award Scheme”	the share award scheme adopted by the Company on 25 November 2022
“2023 Share Option Scheme”	the share option scheme adopted by the Company on 4 September 2023 in place of the 2014 Share Option Scheme

“Board”	the board of Directors
“Company”	Legendary Education Group Limited (傳承教育集團有限公司) (Stock Code: 8195), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Directors”	directors of the Company
“GEM”	GEM of the 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
“Main Board”	the Main Board of the Stock Exchange
“Main Board Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Transfer of Listing”	the proposed transfer of listing of the Shares from GEM to the Main Board under Chapter 9B of the Main Board Listing Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with par value of HK\$0.0005 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Track Record Period”	the period comprising the three consecutive financial years ended 31 March 2023, 2024 and 2025
“%”	per cent.

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

Hong Kong, 23 July 2025

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

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the Stock Exchange’s website at <http://www.hkexnews.hk> for at least 7 days from the date of its publication and on the website of the Company at <http://www.legendaryedu.com>.