

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 a 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 Pacific Legend Group Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser or 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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PACIFIC LEGEND GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8547)

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Units 1202–1204, Level 12, Cyberport 2, 100 Cyberport Road, Hong Kong on Wednesday, 26 July 2023 at 11:00 a.m. is set out on pages 12 to 14 of this circular. A form of proxy for use at the EGM is enclosed. Whether you are able to attend the EGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible so that it is received at least 48 hours before the time appointed (i.e. Monday, 24 July 2023 at 11:00 a.m.) for the EGM or the adjourned meeting (as the case may be). Submission of a form of proxy shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

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.

This circular will remain on the Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at www.pacificlegendgroup.com.

10 July 2023

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.

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DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Board”	the board of Directors
“business day(s)”	any day (other than a Saturday, Sunday and public holiday) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
“Company”	Pacific Legend Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider, and, if thought fit, approve the Share Consolidation
“Existing Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation becoming effective
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed to it in the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Placing”	the placing, on a best effort basis, of up to 316,800,000 new Existing Shares pursuant to the terms of the Placing Agreement
“Placing Agreement”	the conditional placing agreement entered into between the Company and KGI Asia Limited dated 9 June 2023 in relation to the Placing
“Placing Announcement”	the announcement of Company dated 9 June 2023 in relation to the Placing
“Registrar”	the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share
“Shareholder(s)”	holder(s) of issued share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

EXPECTED TIMETABLE

The expected timetable for implementation of the Share Consolidation is set out below:

2023

Expected date of despatch of the circular with notice of the EGM.....	Monday, 10 July
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 pm on Thursday, 20 July
Closure of register of members for determining the entitlement to attend and vote at the EGM (both days inclusive)..	Friday, 21 July to Wednesday, 26 July
Latest date and time for lodging forms of proxy for the EGM.....	11:00 am on Monday, 24 July
Expected date and time of the EGM.....	11:00 am on Wednesday, 26 July
Announcement of voting results of the EGM.....	Wednesday, 26 July
Effective date of the Share Consolidation.....	Friday, 28 July
First day for free exchange of existing share certificates for new share certificates of the Consolidated Shares.....	Friday, 28 July
Dealings in the Consolidated Shares commence.....	9:00 am on Friday, 28 July
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 am on Friday, 28 July
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 am on Friday, 28 July
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 am on Friday, 11 August

EXPECTED TIMETABLE

2023

Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 am on Friday, 11 August
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 am on Friday, 11 August
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 pm on Thursday, 31 August
Temporary counter for trading in the Consolidated Shares in board lots of 1,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 pm on Thursday, 31 August
Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 pm on Thursday, 31 August
Latest time for free exchange of existing share certificates for the new share certificates of the Consolidated Shares.....	4:30 pm on Monday, 4 September

The expected timetable set out above is indicative only and may be subject to change. All times and dates in this announcement refer to Hong Kong local times and dates. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

LETTER FROM THE BOARD

PACIFIC LEGEND GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8547)

Executive Directors:

Mr. John Warren McLennan

(Chairman and Chief Executive Officer)

Ms. Shawlain Ahmin

Ms. Wong Wing Man

Independent non-executive Directors:

Mr. So Alan Wai Shing

Mr. Lee Kwong Ming

Mr. Lee Fung Lun

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Units 1202-04, Level 12

Cyberport 2

100 Cyberport Road

Hong Kong

10 July 2023

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 16 June 2023 in relation to, among other things, the Share Consolidation.

The purpose of this circular is to provide the Shareholders, among other things, further information regarding (i) the proposed Share Consolidation; and (ii) the notice of the EGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares be consolidated into one (1) Consolidated Share.

LETTER FROM THE BOARD

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;
- (ii) the GEM Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

Subject to the fulfillment of all the above conditions, the Share Consolidation is expected to become effective on Friday, 28 July 2023.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Existing Shares with par value of HK\$0.01 each, of which 1,584,000,000 Existing Shares have been allotted and issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and on the basis that no other further Existing Shares will be allotted, issued or repurchased prior thereto, the authorised share capital of the Company will become HK\$100,000,000 divided into 1,000,000,000 ordinary Shares of HK\$0.10 each, of which 158,400,000 Consolidated Shares will be in issue, which are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other in accordance with the Company's articles of association.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which the Shareholders may be entitled.

Listing application

An application will be made by the Company to the GEM Listing Committee for the listing of, and the permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

Subject to the granting of approval for the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation becoming effective, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance

LETTER FROM THE BOARD

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.

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becomes 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.

Board lot size

As at the Latest Practicable Date, the Existing Shares were traded on the Stock Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will continue to be 10,000 Consolidated Shares.

Based on the closing price of HK\$0.059 per Existing Share (equivalent to the theoretical closing price of HK\$0.59 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each existing board lot of the Existing Shares is HK\$590 and the estimated theoretical value of each board lot of the Consolidated Shares would be HK\$5,900 assuming that the Share Consolidation becomes effective.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, 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 existing share certificates held by such holder. Shareholders concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of the Consolidated Shares (if any) arising from the Share Consolidation, the Company will appoint a designated broker 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.

LETTER FROM THE BOARD

Shareholders who wish to take advantage of this facility should contact Mr. Peter Cheung of KGI Asia Limited at 41/F., Central Plaza, Wanchai, Hong Kong (telephone number: (852) 2878 6995/(852) 2878 6888) from 9:00 a.m. on Friday, 11 August 2023 to 4:00 p.m. on Thursday, 31 August 2023.

Shareholders holding odd lots of the Consolidated Shares (if any) 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, the Shareholders may during the period from Friday, 28 July 2023 to Monday, 4 September 2023 (both days inclusive) submit existing share certificates in the colour of blue for the Existing Shares to the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for exchange for new share certificates in the colour of light yellow for the Consolidated Shares at the expense of the Company.

Thereafter, share certificates of 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 is higher.

After 4:30 p.m. on Monday, 4 September 2023, existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading and settlement purposes.

Reasons for the Share Consolidation

Under Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has further stated that (i) where market price of the shares approaches the extremities of HK\$0.01, which the Stock Exchange considers to be any trading price less than HK\$0.10 each, will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The Existing Shares have been trading below HK\$0.10 and the board lot value of the Existing Shares has been traded below HK\$2,000. As at the Latest Practicable Date, the closing price of the Existing Shares was HK\$0.059, with a board lot size of 10,000, and the existing board lot value was only HK\$590, which was less than HK\$2,000. Upon the Share Consolidation becoming effective, based on the closing price of HK\$0.059 per Existing Share,

LETTER FROM THE BOARD

the share price of the Company would be adjusted to HK\$0.59 per Consolidated Share. With a board lot size of 10,000, the estimated theoretical value of each new board lot would be HK\$5,900. The Share Consolidation would thus enable the Company to comply with the trading requirements under the GEM Listing Rules.

The Board considers that the Share Consolidation will increase the nominal value of the Shares and reduce the total number of Shares currently in issue. It is expected that the Share Consolidation will bring about a corresponding increase in the trading price of the Consolidated Shares on the Stock Exchange, which will reduce the overall transaction and handling costs of dealings in the Consolidated Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction fee for each securities trade. It is also hoped that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, including institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor and thus help broadening the shareholder base of the Company. Taking into account other alternative ratio for share consolidation and board lot size of the Shares, the Directors considered that the total number of lot available for trading will remain as integer as a result of the proposed Share Consolidation; and if the ratio of the share consolidation is set to a higher ratio, it may result in substantial reduction in the number of issued Shares or substantial increase in the theoretical share price to such an extent which may affect the trading liquidity of the Shares in the market or corporate actions of the Company.

The Company has been considering various fund-raising alternatives available to the Group, including share issue, rights issue and debt financing. On 9 June 2023, the Company has entered into the Placing Agreement and issued the Placing Announcement relating to the Placing; and on 30 June 2023, the long stop date of the Placing Agreement was extended to 14 July 2023. The Company has also been negotiating with an independent third party relating to a term loan with a view to providing further funding support for the Group. As at the Latest Practicable Date, the debt financing is subject to further negotiation between the parties and remains to be finalized. The Company has taken into account such possible fund raising activities when determining the basis of the Share Consolidation. As at the Latest Practicable Date, save as disclosed in the Placing Announcement and herein, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation. However, the Board will not rule out the possibility that the Company will conduct debt and/or equity fund raising exercises and/or other corporate actions when suitable fund raising opportunities arise for future development of the Group. The Company will make further announcement in this regard in accordance with the GEM Listing Rules as and when appropriate.

In light of the above reasons, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

ADJUSTMENTS IN RELATION TO OTHER SECURITIES OF THE COMPANY

As at the Latest Practicable Date, the Company has no outstanding derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares.

EGM

The EGM will be held at Units 1202–1204, Level 12, Cyberport 2, 100 Cyberport Road, Hong Kong on Wednesday, 26 July 2023 at 11:00 a.m. for the Shareholders to consider and, if thought fit, approve the Share Consolidation. The resolution approving the Share Consolidation will be conducted by way of poll at the EGM and an announcement on the results of the EGM will be made by the Company after the EGM.

To the best of the knowledge, belief and information of the Directors having made all reasonable enquiries, none of the Shareholders has a material interest in the Share Consolidation and accordingly, no Shareholder would be required to abstain from voting at the EGM.

The notice convening the EGM is set out on pages 12 to 14 of this circular.

The register of members of the Company will be closed from Friday, 21 July 2023 to Wednesday, 26 July 2023 (both days inclusive) for determining the identity of the Shareholders entitled to attend and vote at the EGM. No transfer of Shares will be registered during the above book closure period.

All transfer of shares accompanied by the relevant share certificates must be lodged with the Registrar at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Thursday, 20 July 2023.

A form of proxy for the EGM is enclosed herewith. Whether you are able to attend the EGM or not, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible so that it is received at least 48 hours before the time appointed (i.e. Monday, 24 July 2023 at 11:00 a.m.) for the EGM or the adjourned meeting (as the case may be). Submission of a form of proxy shall not preclude you from attending the EGM (or any adjournment of such meeting) and voting in person should you so wish.

Shareholders and potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions as set out in the paragraph headed “Conditions of the Share Consolidation” above. Accordingly, the Share Consolidation may or may not proceed.

Shareholders and potential investors are advised to exercise caution when dealing in the Existing Shares. If they are in doubt, they should consult their professional advisers.

LETTER FROM THE BOARD

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the GEM Listing Rules.

RECOMMENDATION

The Board considers that the Share Consolidation is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant ordinary resolution to be proposed at the EGM.

MISCELLANEOUS

In case of any inconsistency between the English version and the Chinese version of this Circular, the English version shall prevail.

By order of the Board
Pacific Legend Group Limited
John Warren McLennan
Executive Director, Chairman and Chief Executive Officer

NOTICE OF EXTRAORDINARY GENERAL MEETING

PACIFIC LEGEND GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8547)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Pacific Legend Group Limited (the “**Company**”) will be held at Units 1202–1204, Level 12, Cyberport 2, 100 Cyberport Road, Hong Kong on Wednesday, 26 July 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon, among other things, the granting of the approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange:

- (a) every ten (10) issued and unissued existing ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) ordinary share of par value of HK\$0.10 each (each a “**Consolidated Share**”) and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company (the “**Share Consolidation**”);
- (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to the holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Director(s)**”) may think fit; and
- (c) any one or more of the Director(s) be and is/are hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as they shall, in their absolute discretion, deem necessary, desirable or expedient to complete, implement and give effect to the Share Consolidation.”

By order of the Board
Pacific Legend Group Limited
John Warren McLennan

Executive Director, Chairman and Chief Executive Officer

Hong Kong, 10 July 2023

NOTICE OF EXTRAORDINARY GENERAL MEETING

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Units 1202–04, Level 12
Cyberport 2
100 Cyberport Road
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof.
- (5) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the EGM will be taken by poll.
- (6) For determining the entitlement to attend and vote at the meeting, the transfer books and register of members of the Company will be closed from Friday, 21 July 2023 to Wednesday, 26 July 2023, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the meeting, the non-registered shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 20 July 2023.
- (7) If typhoon signal No. 8 or above, or a "black" rainstorm warning is hoisted on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.pacificlegendgroup.com to notify Shareholders of the date, time and place of the rescheduled meeting.
- (8) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Board comprises Mr. John Warren McLennan, Ms. Shawlain Ahmin and Ms. Wong Wing Man as executive Directors; and Mr. So Alan Wai Shing, Mr. Lee Kwong Ming and Mr. Lee Fung Lun, as independent non-executive Directors.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purposes of giving information with regard to the Company. The Directors, having made all

NOTICE OF EXTRAORDINARY GENERAL MEETING

reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this notice is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this notice misleading; and (iii) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This notice will remain on the “Latest Listed Company Information” page of the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting. This announcement will also be published on the Company’s website at www.pacificlegendgroup.com.