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## **LEGENDARY EDUCATION GROUP LIMITED**

### **傳承教育集團有限公司**

*(formerly known as 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 ADOPTION OF THE SECOND AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

This announcement is made by Legendary Education Group Limited (the “**Company**”) pursuant to Rule 17.50 (1) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

On 1 January 2022, the GEM Listing Rules were amended by, among other things, adopting a uniform set of core standards for shareholder protection as set out in Appendix 3 to the GEM Listing Rules. The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company proposes to make certain amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Existing Memorandum and Articles**”) to conform with the said core standards for shareholder protection and to incorporate certain housekeeping changes (such proposed amendments to the Existing Memorandum and Articles are collectively referred to as the “**Proposed Amendments**”). The Board also proposes to adopt the second amended and restated memorandum and articles of association which incorporates and consolidates the Proposed Amendments in substitution for, and to the exclusion of, the Existing Memorandum and Articles in their entirety (the “**Amended and Restated Memorandum and Articles of Association**”).

The key Proposed Amendments are briefly summarised below:

- (a) to bring the Existing Memorandum and Articles in line with the recent amendments to the GEM Listing Rules and the applicable laws of the Cayman Islands;
- (b) to replace all references to “Companies Law” with “Companies Act”, and make corresponding changes to relevant provisions of the existing articles of association (the “**Articles**”), including the insertion of the definition of “Companies Act”;

- (c) to provide for shareholders of the Company (the “**Shareholders**”) right to speak and vote at a general meeting except a Shareholder is required, by the GEM Listing Rules to abstain from voting to approve the matter under consideration;
- (d) to provide that notice to be given in relation to the registration of transfers of shares or any class of shares may be given by means in accordance with the requirements of the Stock Exchange or by electronic means or other means in such manner as may be accepted by the Stock Exchange;
- (e) to update the provision providing the circumstances under which a Director is not prohibited from voting (or being counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, in accordance with the requirements under the GEM Listing Rules, following the repeal of the relevant requirements in Appendix 3 to the GEM Listing Rules;
- (f) an annual general meeting of the Company to be held for each financial year of the Company, and such annual general meeting shall be held within six (6) months after the end of such financial year;
- (g) all directors appointed by the board to fill a casual vacancy or as an addition to the Board shall hold office until the first annual general meeting after their appointment, at which time they shall retire and be eligible for re-election; and
- (h) requirement of an ordinary, rather than special, resolution of members to remove the Company’s auditors and fix the remuneration of the Company’s auditors; and
- (i) to make other housekeeping amendments in line with the Proposed Amendments, to better align with the wordings in and to reflect certain updates in relation to the applicable laws of the Cayman Islands and the GEM Listing Rules.

The Proposed Amendments shall be subject to the passing of a special resolution by the Shareholders at the annual general meeting (the “**AGM**”) to be held by the Company. A circular containing, among other matters, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 28 August 2023

*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; 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.*

*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 posting and on the website of the Company at <http://www.legendaryedu.com>.*