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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)

**SECOND SUPPLEMENTAL AGREEMENT
IN RELATION TO
PLACING OF NEW SHARES UNDER GENERAL MANDATE**

Placing Agent



References are made to the announcements of Legendary Education Group Limited (the “**Company**”) dated 19 March 2024 and 8 April 2024 in relation to the placing of new shares under general mandate (the “**Announcements**”). Unless defined otherwise, capitalised terms used herein shall have the same meaning as those defined in the Announcements.

THE SECOND SUPPLEMENTAL PLACING AGREEMENT

The Board announces that on 8 April 2024 (after trading hours), the Company and the Placing Agent entered into a second supplemental agreement to the Placing Agreement (the “**Second Supplemental Placing Agreement**”), pursuant to which the Company and the Placing Agent agreed to amend the Placing Price from HK\$1.30 per Placing Share to HK\$1.32 per Placing Share (the “**Adjusted Placing Price**”).

Save as expressly amended or modified above by the Second Supplemental Placing Agreement, all the terms and condition of the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement and the Second Supplemental Placing Agreement) shall continue to be binding and remain in full force and effect.

The Adjusted Placing Price of HK\$1.32 per Placing Share represents a discount of approximately (i) 19.51% to the closing price of HK\$1.64 per Share as quoted on the Stock Exchange on the date of the Second Supplemental Placing Agreement; and (ii) 19.41% to the average closing price of HK\$1.638 per Share for the last five trading days immediately prior to the date of the Second Supplemental Placing Agreement based on the respective daily closing prices quoted on the Stock Exchange.

The Adjusted Placing Price was determined with reference to the current market conditions, the prevailing market prices and the liquidity of the Shares and was negotiated on an arm's length basis between the Company and the Placing Agent. The Directors consider that the terms of the Placing, including the Adjusted Placing Price, are on normal commercial terms and are fair and reasonable based on the current market conditions and in the interests of the Company and the Shareholders as a whole.

Assuming that all the 38,462,000 Placing Shares are fully placed at the Adjusted Placing Price, the adjusted gross proceeds and net proceeds (after deducting the placing commission and other related expenses and professional fees) from the Placing will amount to approximately HK\$50.8 million and HK\$50.2 million, respectively. The adjusted net proceeds from the Placing are intended to be applied by the Company as to approximately (i) HK\$44.0 million for the potential expansion of the existing principal businesses of the Group including the Financial Quotient and Investment Education Business and the private supplementary education business; and (ii) HK\$6.2 million for working capital and general corporate purposes. It is expected that the net proceeds will be fully utilised by 31 March 2025.

The net issue price per Placing Share (after deduction of the placing commission, professional fees and all and related expenses) will be approximately HK\$1.3051, assuming that all the Placing Shares are successfully placed in full at the Adjusted Placing Price.

The Shareholders and the potential investors of the Company should note that Completion is subject to the fulfillment of the condition under the Placing Agreement (as amended and supplemented by the Supplemental Placing Agreement and the Second Supplemental Placing Agreement). As the Placing may or may not proceed, the Shareholders and the potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 8 April 2024

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