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**LEGEND STRATEGY INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED**

**枋濬國際集團控股有限公司**

*(a company incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1355)**

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of the Legend Strategy International Holdings Group Company Limited (the “**Company**”) will be held at Suite 1702, 17/F, World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong on Friday, 27 May 2022, at 3:00 p.m. for the purpose of considering and, if though fit, passing (with or without modifications) the following resolutions (the “**Resolutions**”) of the Company.

### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (“**Directors**”) and the independent auditors of the Company (“**Auditors**”) for the year ended 31 December 2021.
2. (A) To re-elect Mr. Chung Tin Yan as an executive Director.  
  
(B) To re-elect Mr. Du Hongwei as an independent non-executive Director.  
  
(C) To re-elect Mr. Wu Jilin as an independent non-executive Director.
3. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditors and authorize the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following ordinary resolutions as:

5(A) **“THAT:**

- (a) subject to paragraph (c) below the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) above shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) above otherwise than pursuant to:
  - (i) a Rights Issue (as hereinafter defined);
  - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
  - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time;shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) below the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and the Rules Governing the Listing of securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this Resolution, and the said approval granted shall be limited accordingly;

(c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** conditional upon the passing of Resolutions No. 5(A) and 5(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 5(A) as set out in the notice convening the Meeting be and is hereby extended by the addition of the number of shares of the Company repurchased by the Company since the granting of such a general mandate under the authority granted pursuant to Resolution No. 5(B) as set out in the notice convening the Meeting, provided that such number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of Resolution No. 5(B).”

6. As special business, to consider, and if thought fit, pass, with or without amendments, the following special resolution:

### **SPECIAL RESOLUTION**

“**THAT**:

(a) the proposed amendments (the “**Proposed Amendments**”) to the memorandum and articles of association of the Company currently in force (the “**M&A**”) as set out in Appendix III to the circular of the Company dated 22 April 2022 (the “**Circular**”) be and are approved; and

(b) subject to the passing of the resolution set out in paragraph 6(a) above, the adoption of amended and restated memorandum and articles of association of the Company (incorporating all of the Proposed Amendments, a copy of which has

been produced to this meeting and marked “A” and signed by the chairman of this meeting for identification purpose) in substitution for, and to the exclusion of, the M&A with immediate effect after the close of this meeting be and is hereby approved, that the Company’s registered office provider be and is hereby authorised and instructed to make each necessary filing with the Registrar of Companies in the Cayman Islands in connection with this resolution and that each Director be and is hereby authorised to do all things necessary to implement the adoption of the amended and restated memorandum and association, including, but not limited to, the execution of any and all documents, the provision of any instruction and attending to each filing in Hong Kong which may be necessary or desirable in connection with this resolution.”

By order of the Board  
**Legend Strategy International Holdings Group Company Limited**  
**Yuan Fuer**  
*Chairman*

Hong Kong, 22 April 2022

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of*

*business in Hong Kong:*  
Suite 1702, 17/F  
World-Wide House  
No. 19 Des Voeux Road Central  
Central  
Hong Kong

*Notes:*

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and vote in his or her stead. A proxy needs not be a member of the Company.
3. A form of proxy in respect of the AGM is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company’s branch share registrar, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time fixed for the Meeting (i.e. at or before 3:00 p.m. on Wednesday, 25 May 2022 (Hong Kong time)) or any adjournment thereof.

5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 23 May 2022 to Friday, 27 May 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, 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 Friday, 20 May 2022.
7. In respect of Resolution No. 5(A) above, the Directors wish to state that they have no immediate plans to issue any new securities of the Company under this mandate. Approval is being sought from members as a general mandate, in compliance with the Hong Kong Companies Ordinance and the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the total number of issued shares of the Company as at the date of the passing of the resolution.
8. The general purpose of the authority to be conferred on the Directors by Resolution No. 5(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase Shares representing up to a maximum of 10% of the total number of issued shares of the Company as at the date of the passing of the resolution on the Stock Exchange.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 2:00 p.m. on the date of the Meeting or any adjournment thereof, it will be postponed. The Company will post an announcement on the websites of the Company at [www.legend-strategy.com](http://www.legend-strategy.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the Board comprises:*

*Executive Directors:*

Mr. Chen Wu (*Chief Executive Officer*)  
Mr. Chung Tin Yan

*Non-executive Directors:*

Mr. Yuan Fuer (*Chairman*)  
Mr. Hu Xinglong

*Independent non-executive Directors:*

Mr. Wu Jilin  
Mr. Du Hongwei  
Ms. Li Zhou