
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your 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 Legend Holdings Corporation, you should at once hand this circular, together with the accompanying forms of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



联想控股股份有限公司
Legend Holdings Corporation

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03396)

PROFIT DISTRIBUTION PLAN
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
AND
NOTICE OF 2022 ANNUAL GENERAL MEETING
NOTICE OF 2023 FIRST H SHARE CLASS MEETING
NOTICE OF 2023 FIRST DOMESTIC SHARE CLASS MEETING

The Company will convene the 2022 AGM, the H Share Class Meeting and the Domestic Share Class Meeting at 2:00 p.m. on Thursday, June 29, 2023, at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC. Notices of the Meetings are set out on pages 24 to 30 of this circular.

If you intend to attend and/or vote in person or by proxy at the 2022 AGM and/or the H Share Class Meeting and/or the Domestic Share Class Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon as soon as possible but in any event not less than 24 hours before the time appointed for convening such Meetings or any adjournment thereof to the H share registrar Link Market Services (for H Shareholders) or the Company (for Domestic Shareholders). Completion and return of the forms of proxy will not preclude you from attending and voting in person at the Meetings or any adjourned meetings should you so wish.

April 29, 2023

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	4
APPENDIX : EXPLANATORY STATEMENT	20
NOTICE OF 2022 ANNUAL GENERAL MEETING	24
NOTICE OF 2023 FIRST H SHARE CLASS MEETING	27
NOTICE OF 2023 FIRST DOMESTIC SHARE CLASS MEETING	29

DEFINITIONS

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

“2022 AGM”	the annual general meeting of the Company to be held at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC at 2:00 p.m. on Thursday, June 29, 2023
“Articles of Association”	the articles of association of the Company (as amended, modified or otherwise supplemented from time to time)
“Board” or “Board of Directors”	the board of Directors
“CAS Holdings”	Chinese Academy of Sciences Holdings Co., Ltd.* (中國科學院控股有限公司), a company with limited liability established in accordance with the laws of the PRC, the single largest shareholder of the Company holding approximately 29.04% equity interest and a substantial shareholder of the Company
“Company Law”	the Company Law of the People’s Republic of China
“Company” or “Legend Holdings”	Legend Holdings Corporation, a joint stock limited liability company incorporated under the laws of the PRC and listed on the Main Board of the Hong Kong Stock Exchange (Stock Code: 03396)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic share(s) in the ordinary share capital of the Company with the nominal value of RMB1.00 each
“Domestic Shareholder(s)”	holder(s) of Domestic Share(s) of the Company
“Domestic Share Class Meeting”	the 2023 first class meeting of Domestic Shareholders scheduled to be held at B-17, Raycom Info Tech Park, No.2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC at 2:00 p.m. on Thursday, June 29, 2023 or immediately following the conclusion of the H Share Class Meeting or any adjournment thereof

** for identification only*

DEFINITIONS

“H Share(s)”	overseas listed share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, listed on the Hong Kong Stock Exchange and trade in HKD
“H Shareholder(s)”	holder(s) of H Share(s) of the Company
“H Share Class Meeting”	the 2023 first class meeting of H Shareholders scheduled to be held at B-17, Raycom Info Tech Park, No.2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC at 2:00 p.m. on Thursday, June 29, 2023 or immediately following the conclusion of the 2022 AGM or any adjournment thereof
“H Share Repurchase Mandate”	the proposed special resolution to be passed at the 2022 AGM, H Share Class Meeting and Domestic Share Class Meeting in relation to the granting of a general mandate to the Board to repurchase H Shares not exceeding 5% of the total issued H Shares on the date such resolution is approved.
“HKD”	the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 24, 2023, being the latest practicable date prior to printing of the circular for ascertaining certain information contained herein
“Link Market Services”	the Company’s H share registrar Link Market Services (Hong Kong) Pty Limited, whose office address is at Suite 1601, 16/F., Central Tower, 28 Queen’s Road Central, Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (as amended, modified or otherwise supplemented from time to time)
“Meetings”	collectively the 2022 AGM, the Domestic Share Class Meeting and H Share Class Meeting
“People’s Bank of China”	the central bank of the PRC
“RMB”	the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Share(s)”	share(s) in the share capital of the Company with the nominal value of RMB1.00 each, including the Domestic Shares and H Shares
“Supervisors”	the supervisors of the Company

EXPECTED TIMETABLE

2023

Latest time for lodging transfer documents for registration of transfer of H Shares to qualify for attending and voting at the 2022 AGM and H Share Class Meeting	Not later than 4:30 p.m., Friday, June 23
Closure of register of members for transfer of H Shares (to determine the Shareholders entitled to attend and vote at the 2022 AGM and H Share Class Meeting).....	From Monday, June 26 to Thursday, June 29 (both days inclusive)
Latest time for returning the proxy form	2:00 p.m. on Wednesday, June 28
Date of the convention of 2022 AGM, H Share Class Meeting and Domestic Share Class Meeting.....	2:00 p.m. on Thursday, June 29
Resumption for registration of transfer of H Shares.....	Friday, June 30
If the Company's profit distribution plan for the year ended December 31, 2022 is approved by the Shareholders at the 2022 AGM	
Last day of dealings in the H Shares cum-entitlements to the dividend of the H Shares.....	Friday, June 30
First day of dealings in the H Shares ex-entitlements to dividend for the H Shares	Monday, July 3
Latest time for lodging transfers of the H Shares to qualify for dividend for the H Shares	No later than 4:30 p.m., Tuesday, July 4
Closure of register of members for transfer of H Shares (to determine the list of the H Shareholders entitled to the final dividend for the year ended December 31, 2022)	From Wednesday, July 5 to Monday, July 10 (both days inclusive)
H Share registration date (to determine the list of the H Shareholders entitled to the final dividend for the year ended December 31, 2022).....	Monday, July 10
Resumption for registration of transfer of H Shares.....	Tuesday, July 11
Date of payment of the final dividend for the year ended December 31, 2022	on or before Wednesday, August 30

LETTER FROM THE BOARD



联想控股股份有限公司 Legend Holdings Corporation

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03396)

Executive Directors:

Mr. NING Min (*Chairman*)
Mr. LI Peng (*Chief Executive Officer*)

Non-executive Directors:

Mr. ZHU Linan
Mr. ZHAO John Huan
Mr. SUO Jishuan
Mr. YANG Jianhua

Independent Non-executive Directors:

Mr. MA Weihua
Ms. HAO Quan
Mr. YIN Jian'an

Registered office:

Room 1701, 17/F
Block 1, Court No. 2
Ke Xue Yuan South Road
Haidian District
Beijing
PRC

Principal place of business in

Hong Kong:
Suite 06, 70/F
Two International Finance Centre,
No.8 Finance Street, Central,
Hong Kong

April 29, 2023

To the Shareholders

Dear Sir or Madam,

**PROFIT DISTRIBUTION PLAN
GENERAL MANDATE TO ISSUE DEBT FINANCING INSTRUMENTS
GENERAL MANDATE TO ISSUE SHARES
GENERAL MANDATE TO REPURCHASE H SHARES
AND
NOTICE OF 2022 ANNUAL GENERAL MEETING
NOTICE OF 2023 FIRST H SHARE CLASS MEETING
NOTICE OF 2023 FIRST DOMESTIC SHARE CLASS MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to (i) the profit distribution plan; (ii) general mandate to issue debt financing instruments; (iii) general mandate to issue Shares; (iv) general mandate to repurchase H Shares; and (v) the notice of the 2022 AGM, the notice of 2023 First H Share Class Meeting and the notice of 2023 First Domestic Share Class Meeting.

LETTER FROM THE BOARD

2. DETAILS OF THE ORDINARY RESOLUTION

2.1 Profit Distribution Plan for the year ended December 31, 2022

According to the Company's dividend policy and the relevant provisions of the Articles of Association, the Board proposed the profit distribution plan of the Company for the year ended December 31, 2022 to propose the payment of a final cash dividend of RMB0.20 per ordinary Share (before tax) for the year ended December 31, 2022 (2021: RMB0.40). The profit distribution plan had been considered and approved by the Board on March 31, 2023 and is hereby submitted to Shareholders for consideration and approval at the 2022 AGM.

If the abovementioned profit distribution plan is approved by Shareholders at the 2022 AGM, the proposed cash dividend shall be paid on or before Wednesday, August 30, 2023 to the Shareholders whose names appear on the register of the members of the Company on Monday, July 10, 2023. Dividend shall be paid in RMB for Domestic Shares whereas dividend shall be denominated in RMB and paid in HKD for H Shares (the exchange rate for RMB to HKD shall be calculated based on the average selling price for conversion for RMB to HKD released by the People's Bank of China for a calendar week before the date of the convention of the 2022 AGM). Specific arrangements for the payment of the final dividend for the year (including the arrangements of withholding and payment of income tax) are as follows:

Information to the Shareholders

(1) Domestic Shareholders

For individual Domestic Shareholders:

The Company will pay the final dividend for the year ended December 31, 2022 while withhold and pay the individual income tax at the rate of 20% for individual Shareholders and whose names appear on the register of members for the Domestic Shares on Monday, July 10, 2023 according to the applicable provisions of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》).

For enterprise Domestic Shareholders:

The Company will not withhold or pay any income tax for enterprise Domestic Shareholders in accordance with the applicable provisions of the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) and its implementation regulations. They are required to pay their own income tax.

LETTER FROM THE BOARD

The final dividend for Domestic Shareholders without affirmed ownership will be kept temporarily by the Company and will be distributed once their ownership has been confirmed.

(2) *H Shareholders*

The Company will not process any registration of transfers of H Shares from Wednesday, July 5, 2023 to Monday, July 10, 2023 (both days inclusive). In order to be entitled to the final dividend for the year ended December 31, 2022, H Shareholders shall deliver the share certificates accompanied by the transfer documents to the Company's H share registrar Link Market Services not later than 4:30 p.m. on Tuesday, July 4, 2023.

For Enterprise H Shareholders:

According to the Enterprise Income Tax Law of the People's Republic of China (《中華人民共和國企業所得稅法》) which came into effect on January 1, 2008 and its implementation regulations and other relevant rules, the Company is required to withhold enterprise income tax at the rate of 10% before distributing the final dividend to non-resident enterprise Shareholders as appearing on the register of members for H Shares. Any H Shares registered in the name of non-individual registered Shareholders, including HKSCC Nominees Limited, other nominees, trustees or other groups or organizations will be treated as being held by non-resident enterprise Shareholders, whose dividend entitled shall be subject to the withholding of the enterprise income tax.

Upon receipt of such dividend, a non-resident enterprise Shareholder may apply to the competent tax authorities for relevant treatment under the tax treaties/arrangements in person or through an authorized representative or a withholding agent and provide evidence in support of its status as a beneficial owner as set out in the tax treaties/arrangements. Upon verification by the competent tax authorities, the difference between the tax levied and the amount of tax payable as calculated at the tax rate under the tax treaties/arrangements will be refunded.

LETTER FROM THE BOARD

For Individual H Shareholders:

According to regulations of the State Administration of Taxation (Guo Shui Han [2011] No. 348) (《國家稅務總局國稅函[2011]348號》) and the Administrative Measures for Non-Resident Taxpayers to Enjoy Treaty Benefits (Announcement No. 35 [2019] of the State Administration of Taxation) (“Tax Convention Announcement”) (《非居民納稅人享受協定待遇管理辦法》) (國家稅務總局公告[2019] 35號), the Company is required to withhold and pay individual income tax when distributing dividend to individual H Shareholders. However, the individual H Shareholders may be entitled to relevant tax preferential treatments pursuant to the tax treaties between the PRC and the countries (regions) in which the individual H Shareholders are domiciled and the tax arrangements between Mainland China and Hong Kong or Macau. In this regard, the Company will implement the following arrangements in relation to the withholding and payment of individual income tax for the individual H Shareholders:

- for individual H Shareholders who are Hong Kong or Macau residents or whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of the final dividend.
- for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of less than 10%, the Company will temporarily withhold and pay individual income tax at the rate of 10% on behalf of the individual H Shareholders in the distribution of final dividend. If relevant individual H Shareholders would like to apply for a refund of the excess amount of tax withheld and paid, they should submit the required written power of attorney and all submission materials to the Company and collect and retain relevant information themselves for future inspection. The Company will handle, on their behalf, the applications for tax preferential treatments under relevant tax treaties according to the Chapter 2 of Tax Convention Announcement [2019] No.35. The Company will then submit the above documents to competent tax authorities and, after their review and approval, the Company will assist in refunding the excess amount of tax withheld and paid.
- for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty in the distribution of final dividend.

LETTER FROM THE BOARD

- for individual H Shareholders whose country (region) of domicile is a country (region) which has entered into a tax treaty with the PRC stipulating a tax rate of 20%, or a country (region) which has not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of the individual H Shareholders in the distribution of final dividend.

For Hong Kong Stock Connect Shareholders

Pursuant to the relevant requirements under the Notice on the Tax Policies Related to the Pilot Program of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2014] 81號)》), which came into effect on November 17, 2014, for dividend received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on their behalf. For dividend received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shanghai-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors. The company of such H shares will not withhold and pay the income tax on dividend for domestic enterprise investors. Those domestic enterprise investors shall file and pay the relevant tax themselves while for the dividend and bonus income received by domestic resident enterprises from holding H shares for 12 consecutive months, enterprise income tax shall be exempted according to law.

Pursuant to the relevant requirements under Notice on Relevant Taxation Policies Concerning the Pilot Interconnected Mechanism for Trading on the Shenzhen Stock Market and the Hong Kong Stock Market (Cai Shui [2016] No. 127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知(財稅[2016] 127號)》) promulgated on December 5, 2016, for dividend received by domestic individual investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall withhold and pay individual income tax at the rate of 20% on their behalf. For dividend received by domestic securities investment funds from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the tax payable shall be the same as that for individual investors; and for dividend received by domestic enterprise investors from investing in H shares listed on the Hong Kong Stock Exchange through Shenzhen-Hong Kong Stock Connect, the company of such H shares shall not withhold and pay the income tax on their behalf and the domestic enterprise investors shall file tax returns themselves while for the dividend and bonus income obtained by domestic resident enterprises from holding of H share for 12 consecutive months, enterprise income tax shall be exempted accordingly to law.

LETTER FROM THE BOARD

Pursuant to the Notice on Relevant Taxation Policies Concerning Interim Income Tax Exemption for Profit Distribution Received and Utilized by Foreign Investors for Direct Investment (Cai Shui [2017] No.88)(《關於境外投資者以分配利潤直接投資暫不徵收預提所得稅政策問題的通知(財稅[2017]88號)》), which came into effect on January 1, 2017, for profits distributed to foreign investors by domestic resident enterprises, where such profits are utilized to directly invest in qualified encouraging investment projects, deferred tax collection policies shall be applicable and income tax temporarily exempted thereby. Qualified non-resident enterprises Shareholders proposed to apply for the application of this tax policy shall, in accordance with the announcement of [2018] No.3 of the State Administration of Taxation 《國家稅務總局([2018]3號公告)》, deliver relevant information and documents to the Company in advance for early review by and filing with the competent taxation authorities. The Company will not withhold any enterprise income tax upon the completion of such review and filing.

The Company will determine the residency status of the individual H Shareholders based on the registered addresses as recorded in the register of members of H Shares on Monday, July 10, 2023 (the “Registered Address”). If the residency status of any individual H Shareholder is not in consistency with that indicated by the Registered Address, such individual H Shareholder shall notify the Company’s H share registrar Link Market Services not later than 4:30 p.m. on Tuesday, July 4, 2023 and provide relevant supporting documents. Any individual H Shareholder who fails to provide relevant supporting documents within the time period stated above may either personally or through appointing an agent handle the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual H Shareholders and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual H Shareholders or any disputes over the withholding mechanism or arrangements.

LETTER FROM THE BOARD

3. DETAILS OF THE SPECIAL RESOLUTIONS

3.1 Proposed Granting of a General Mandate to the Board to Issue Debt Financing Instruments

To optimize the debt structure, broaden the financing channel and satisfy needs for capital, and support the long-term stable and sound development, the Company proposes the issuance of debt financing instruments with a total aggregate amount not exceeding RMB35 billion, and the proceeds of which will be used for purposes including the replenishment of working capital and operating funds, domestic and overseas project investments, and repayment of interest-bearing debts. Meanwhile, regulatory requirements for the use of proceeds of such types of debt financing instruments are required to be complied with. Pursuant to relevant requirements of the Articles of Association, the Board proposes to submit to the Shareholders to consider and approve the application and issuance of the domestic and overseas debt financing instruments of the Company by way of a special resolution at the 2022 AGM and to authorize the grant of a general mandate to the Board and/or its authorized person(s).

(1) Major terms of the issuance of debt financing instruments

- (i) the Company will act as the issuing entity for the issuance of the domestic debt financing instruments; the Company or its subsidiaries outside the People's Republic of China will act as the issuing entity for the issuance of the overseas debt financing instruments;
- (ii) except for bonds in issue of the Company, the size of issuance of the domestic and overseas debt financing instruments during the authorization period will not exceed RMB35 billion in aggregate (in the case of an instrument denominated in a foreign currency, based on the median price of the exchange rate announced by the People's Bank of China on the date of each issuance), and shall be in compliance with the requirements prescribed in the relevant laws and regulations on the maximum amount of the domestic and overseas debt financing instruments proposed to be applied and issued; such debt financing instruments will be issued on an one-off or in tranches through public or non-public issuance. The size of issuance of debt financing instruments will be determined according to the then market conditions and the capital requirements of the Company;
- (iii) the category of the debt financing instruments proposed to be applied and issued includes but is not limited to corporate bonds, company bonds, ultra- short-term debentures, short-term debentures, interim notes, private debt financing instruments, asset-backed securities and other domestic or overseas debt financing instruments denominated in RMB or foreign currencies approved to be issued by other regulatory authorities. The specific category to be issued shall be determined in accordance with the relevant regulations and the prevailing market conditions at the time of the issuance;

LETTER FROM THE BOARD

- (iv) the issue price and interest rate of the domestic and overseas debt financing instruments shall be determined in accordance with the then market conditions at the time of the issuance and in compliance with relevant laws and regulations;
- (v) the targets of the issuance of domestic and overseas debt financing instruments are domestic and overseas investors who satisfy the subscription conditions. In the case of issuance of the Company bonds, these bonds may be placed to Shareholders of the Company. The specific arrangements for placement (such as whether the placement will be made, the placement proportion, etc.) will be determined in accordance with the then market conditions at the time of the issuance and in compliance with the requirements of relevant laws and regulations;
- (vi) the term of domestic and overseas debt financing instruments shall not exceed 15 years in maximum (except for perpetual bonds) and it can take the form of single term or a combination of multiple categories with different terms. The specific composition of such terms and the issue size of each category with a specific term will be subject to the relevant requirements and the market conditions, and the issue size of each category of debenture shall not exceed the limit applicable to the issuance of such category of debenture by the Company in accordance with the relevant requirements of the PRC; and
- (vii) the expected proceeds from the issuance of domestic and overseas debt financing instruments shall be used for purposes including, replenishment of working capital and operating funds, domestic and overseas project investments and repayment of interest-bearing debts, and shall, at the same time, satisfy the regulatory requirements of the use of proceeds from such category of debt financing instruments; the specific use will be determined in accordance with the then actual need of capital of the Company.

LETTER FROM THE BOARD

(2) *General mandate for the application and issuance of domestic and overseas debt financing instruments*

According to Article 84 of the Articles of Association, the issuance of corporate debentures of the Company shall be passed at the shareholders' general meeting by way of a special resolution. Bond, as a normalized debt tool, is highly sensitive to the tightness of funds in capital markets and interest rate fluctuations, which requires efficient decision making mechanism to grasp market opportunities and keep cost under reasonable control. In order to further improve the decision-making efficiency and capture market opportunities in a timely and accurate basis, as well as to effectively coordinate the specific matters in the process of the issuing of debt financing instruments, the Board will propose a special resolution at the 2022 AGM to grant a general mandate to the Board to authorize the Company's Chairman of the Board and/or chief executive officer and/or executive director and other relevant persons to, pursuant to the requirements of the relevant laws and regulations and the opinions and recommendations of the regulatory authorities, under the framework and principle as considered and approved at the 2022 AGM and based on the principle of maximizing the Company's benefits, issue and deal with all matters in relation to the debt financing instruments, including but not limited to:

- (i) pursuant to the applicable laws, regulations and relevant requirements of regulatory authorities and the resolutions of general meetings and Board meetings, in accordance with the need of the Company's operating direction, investment plans and capital expenditure and the market conditions, within the limit of RMB35 billion, to determine all relevant matters in relation to every issuance of debt financing instruments, including but not limited to the category of each issuance of debt financing instruments (including but not limited to corporate bonds, company bonds, ultra-short-term debentures, short-term debentures, interim notes, private debt financing instruments, asset-backed securities and other domestic or overseas debt financing instruments in RMB or foreign currencies approved to be issued by other regulatory authorities), issuing entity, timing of the issuance, place of the issuance, amount of the issuance, conditions of the issuance, target of the issuance, interest rate, term, whether to issue for one time, multiple times or in tranches and multiple categories, the arrangements of the size and term of the issuance for each time, each tranche and each category, the ways in which the nominal value and interest rate are determined, currency (including offshore RMB), pricing methods, issuance arrangements, credit upgrade arrangements, including letter of guarantee and letter of support, rating arrangements, guarantee arrangements, terms of repaying the principal and paying the interests, specific subscription measures, whether to incorporate terms of repurchase or redemption, specific placement arrangements, use of proceeds, registration, debt financing instruments trading matters and places of trading, measures to mitigate repayment risks, measures to endure debt repayment (if applicable) and all matters relating to the issuance of debt financing instruments;

LETTER FROM THE BOARD

- (ii) authorize the Board and/or its authorized person(s), based on the actual needs of the issuance of the debt financing instruments, to engage agents, including but not limited to lead underwriter, rating institution and agency and law firm; to negotiate, sign and amend all relevant contracts and agreements; to sign all necessary legal documents relating to each issuance; and to follow all necessary procedures, such as application, registration and filing in respect of each debt financing instruments issuance with the relevant regulatory authorities on behalf of the Company, as well as to make disclosure of relevant information pursuant to relevant laws and regulations and the listing rules of the place where the Company's securities are listed (if applicable);
- (iii) except for matters required to be re-approved by the Shareholders at the general meetings pursuant to the relevant laws, regulations and the Articles of Association, to make relevant adjustments for matters in relation to the application and issuance of domestic and overseas debt financing instruments according to the opinions of the regulatory authorities and changes in policies or market conditions, or to determine whether to continue with all or part of the work to be performed in respect of the application and issuance of domestic and overseas debt financing instruments in accordance with the actual situations; and
- (iv) any other matters in relation to the issuance of debt financing instruments authorized to the Board and/or its authorized person(s) to deal with.

The period of validity of the general mandate in relation to the issuance of debt financing instruments shall commence from the date on which the resolution of the application and issuance of debt financing instruments is approved by the Shareholders at the 2022 AGM until the end of the date on which the annual general meeting will be held in 2026. During the aforementioned validity period, for the portion of the debt financing instruments quota for which the Company has submitted issuance application to relevant regulatory authorities, the validity period of this resolution shall be automatically extended to the date when the aforementioned debt financing instruments quota for which the issuance application has been submitted is fully issued or the expiry date of the validity of approval/registration documents for the aforementioned submitted debt financing instruments quota from relevant regulatory authorities, whichever is later.

LETTER FROM THE BOARD

3.2 Proposed Granting of a General Mandate to the Board to Issue the Shares of the Company

To ensure the flexibility of the Board to issue new Shares at its discretion as and when appropriate, the Board will propose a special resolution at the 2022 AGM to grant a general mandate to the Board to issue, allot and deal with additional Domestic Shares and/or H Shares of the Company. Particulars of the general mandate to issue the Shares of the Company are as follows:

- (1) subject to paragraph (b) and in accordance with the relevant requirements of the Listing Rules, the Articles of Association and relevant laws and regulations of the PRC, the granting of a general mandate to the Board to issue, allot and deal with, separately or concurrently, additional Domestic Shares and/or H Shares, and to make or grant offers, agreements and options in relation to such Shares and is subject to the following conditions:
 - (a) relevant grant shall not be made beyond the Relevant Period (as defined below) except that the Board may during the Relevant Period make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period; and
 - (b) the number of additional Domestic Shares and/or H Shares, separately or concurrently, allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of each of the total number of Domestic Shares of the Company in issue and/or the total number of H Shares of the Company in issue, respectively, as at the date of passing of such resolution;

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of the PRC; or
- (c) the date on which the authorization set out in this resolution is revoked or varied by a special resolution of the Shareholders at any general meetings of the Company.

LETTER FROM THE BOARD

- (2) allot, issue and deal with the Shares pursuant to paragraph (1) above, the Board is hereby authorized:
- (a) to approve, execute and do or procure to be executed and done, all such documents, deeds and matters as it may consider necessary in connection with the issue, allotment of and dealing with such Shares including, without limitation, determining the size of the issue, the issue price, the use of proceeds from the issue, the targets of the issue and the place and time of the issue;
 - (b) to make all necessary applications to the relevant authorities, enter into an underwriting agreement or any other agreements, and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other regulatory authorities; and
 - (c) to make necessary amendments to the Articles of Association in order to reflect the new shareholding structure of the Company after authorizing the Company to allot or issue Shares pursuant to this resolution.

No class meeting shall be required to be convened by the Company when the Board exercises the general mandate to issue Domestic Shares or H Shares. The exercise of powers by the Board under the general mandate must be in accordance with the relevant requirements of the Listing Rules, Articles of Association and applicable laws, rules and regulations of PRC. For the issue of Domestic Shares, if required by the relevant domestic laws and regulations in the PRC, the general meeting needs to be convened even if the prior approval of the Shareholders is obtained in relation to the granting of the general mandate to issue Domestic Shares by the Board, it is still subject to the approval by all Shareholders at the general meetings. As at the Latest Practicable Date, the Company issued 1,084,376,910 Domestic Shares and 1,271,853,990 H Shares. Subject to the approval of the resolution in relation to the general mandate, the Company may allot, issue and deal with up to 216,875,382 Domestic Shares and/or 254,370,798 H Shares (on the basis that the Company will not further issue Domestic Shares and/or H Share before the 2022 AGM).

The resolution on the general mandate to issue the Shares of the Company had been considered and approved by the Board on March 31, 2023, and is hereby submitted to the Shareholders for consideration and approval at the 2022 AGM.

LETTER FROM THE BOARD

3.3 Proposed Granting of a General Mandate to the Board to Repurchase H Shares of the Company

The Company Law provides that a joint stock limited liability company incorporated in the PRC shall not repurchase its shares unless such repurchase is effected for the purpose of (a) reducing its registered capital; (b) merging with another entity holding its shares; (c) acquiring its own shares for the employee share ownership scheme or equity incentive scheme; (d) shareholders requesting the company to acquire their shares for the reasons of objecting to the resolutions at the general meetings concerning the merger or demerger of the company; (e) a listed company utilizing its shares for the issuance of corporate bonds which are convertible into the company's shares; or (f) a listed company taking necessary measures to preserve the value of the company and the interests of its shareholders. Upon the approval of relevant regulatory authorities and in compliance with the Articles of Association, the Company shall repurchase its Shares for the abovementioned purposes. In accordance with the Listing Rules, the H Shares to be repurchased under this general mandate shall be cancelled and the registered capital of the Company shall be reduced accordingly.

The Listing Rules permit shareholders of a joint stock limited liability company incorporated in the PRC to grant a general mandate to its board of directors to repurchase H shares of such company listed on the Hong Kong Stock Exchange. According to the Articles of Association, such mandate is required to be given by way of special resolutions passed by Shareholders in the shareholders' general meetings and by H Shareholders and Domestic Shareholders respectively at the class meetings. As H Shares are traded on the Hong Kong Stock Exchange in HKD and the price payable by the Company upon any repurchase of H Shares will, therefore, be paid in HKD, the approvals of the State Administration of Foreign Exchange and other relevant authorities are also required.

In order to preserve the value of the Company and the interests of its Shareholders, and to allow the Company the flexibility to repurchase H Shares as appropriate, pursuant to the Company Law, the Listing Rules, the Takeovers Code and other laws and regulations and regulatory documents as well as the requirements under the Articles of Association, a special resolution will be proposed at the 2022 AGM, H Share Class Meeting and Domestic Share Class Meeting in relation to the granting of a general mandate to the Board to exercise the general power of the Company to repurchase H Shares. Particulars of the H Share Repurchase Mandate are as follows:

- (1) subject to paragraph (2) below and in accordance with all applicable laws and regulations (as amended from time to time) of the PRC government or securities regulatory authorities, Hong Kong Stock Exchange or any other government or regulatory authority, the granting of a mandate to the Board to exercise all the powers of the Company to repurchase H Shares issued by the Company during the Relevant Period (as defined below) on the terms that the Board deems appropriate in order to preserve the value of the Company and the interests of its Shareholders;

LETTER FROM THE BOARD

- (2) subject to obtaining the approval under paragraph (1) above, the total number of H Shares to be repurchased under the general mandate during the Relevant Period shall not exceed 5% of the total issued H Shares on the date the resolution is considered and approved at the 2022 AGM, H Share Class Meeting and Domestic Share Class Meeting;
- (3) the approval under paragraph (1) above shall be subject to the satisfaction of the following:
 - (a) the special resolution with the same terms as listed herein is passed at the 2022 AGM, H Share Class Meeting and Domestic Share Class Meeting; and
 - (b) all the required approvals from regulatory authorities (if applicable) are obtained according to relevant laws and regulations of the PRC.
- (4) based on the actual number of H Shares repurchased, cancelled and reduced in the Company's registered capital, the Board will be authorised to notify the creditors of the Company, issue announcements and convene meetings of bondholders pursuant to the requirements under relevant laws and regulations and the Articles of Association, and register the changes and/or filing and related matters.

for the purpose of this resolution, the "Relevant Period" refers to the period commencing from the date on which the resolution in relation to the granting of a general mandate to repurchase H Shares is considered and approved at the 2022 AGM, H Share Class Meeting and Domestic Share Class Meeting until the earlier of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the date on which the authority granted under the resolution is revoked or varied by a special resolution at a general meeting, H Share Class Meeting and Domestic Share Class Meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the H Share Repurchase Mandate is set out in Appendix to this circular.

LETTER FROM THE BOARD

If the special resolution on the general mandate to repurchase H shares is passed at the 2022 AGM, H Share Class Meeting and Domestic Share Class Meeting, the repurchase of H Shares may not be carried out. The repurchase will only be carried out after the Board considers the actual situations of the Company and changes in market, notifies creditors of the Company and issues announcements, convenes meeting of bondholders and obtains relevant approvals in accordance with the Company Law, relevant laws and regulations and the Articles of Association. The Board will only repurchase H Shares when the Board believes that the repurchase of Shares will benefit the Company and its Shareholders.

4. 2022 AGM, 2023 FIRST H SHARE CLASS MEETING AND 2023 FIRST DOMESTIC SHARE CLASS MEETING

The Company proposes to convene the 2022 AGM, the H Share Class Meeting and the Domestic Share Class Meeting at 2:00 p.m. on Thursday, June 29, 2023 at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the PRC to consider and, if thought fit, approve the matters set out in the notice of the 2022 AGM, the H Share Class Meeting and the Domestic Share Class Meeting. The forms of proxy will be dispatched to Shareholders on April 29, 2023. The notice of the Meetings are set out on pages 24 to 30 of this circular.

In order to determine the Shareholders entitled to attend and vote at the 2022 AGM and the H Share Class Meeting, the register of members of H Shares will be closed from Monday, June 26, 2023 to Thursday, June 29, 2023 (both days inclusive), during which time no transfer of the Shares will be registered. Accordingly, unregistered H Shareholders of the Company shall lodge relevant share transfer documents with the Company's H share registrar Link Market Services not later than 4:30 p.m. on Friday, June 23, 2023.

If you intend to attend and/or vote by proxy at the 2022 AGM and/or the H Share Class Meeting and/or the Domestic Share Class Meeting, you are requested to complete and return the accompanying forms of proxy pursuant to the instructions printed thereon. For H Shareholders, the form of proxy should be returned to the Company's H share registrar Link Market Services and for Domestic Shareholders, the form of proxy should be returned to the Company in person or by post not less than 24 hours before the time fixed for holding the 2022 AGM and/or the H Share Class Meeting and/or the Domestic Share Class Meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meetings or at any other adjourned meeting should you so wish.

According to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the Meetings will demand a poll for each of the resolutions to be proposed at the Meetings pursuant to Article 79 of the Articles of Association.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy (or being corporation, is present by its attorney duly authorized) shall entitle to one vote for each ordinary Share registered in his/her name in the register of members of Domestic Shares and H Shares. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same manner.

5. RECOMMENDATION

The Board is of the view that each resolution to be proposed at the 2022 AGM, the H Share Class Meeting and the Domestic Share Class Meeting is in the interests of the Company and the Shareholders as a whole, therefore, Shareholders are recommended to vote for all the resolutions to be proposed at the Meetings.

By the order of the Board
Legend Holdings Corporation
NING Min
Chairman

April 29, 2023

This explanatory statement contains the information required under Rule 10.06(1)(b) of the Listing Rules. Its purpose is to provide the Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution in relation to granting of the H Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company was 2,356,230,900 comprising 1,271,853,990 H Shares of RMB1.00 each and 1,084,376,910 Domestic Shares of RMB1.00 each.

Subject to the passing of the proposed resolution in respect of the granting of the H Share Repurchase Mandate, and assuming that no further Shares are issued between the Latest Practicable Date and prior to the 2022 AGM, the H Share Class Meeting and the Domestic Share Class Meeting, the Company will be allowed under the H Share Repurchase Mandates to repurchase a maximum of 63,592,699 H Shares (representing approximately 5% of the number of H Shares in issue and approximately 2.7% of the number of total Shares in issue).

2. REASONS FOR THE H SHARE REPURCHASE

The Directors believe that the grant of H Share Repurchase Mandate allows flexibility to the Company to repurchase Shares based on the market changes and actual need. The Board will, pursuant to the H Share Repurchase Mandate, consider the actual situations of the Company and changes in market, and will notify the creditors of the Company, issue announcements and convene meetings of bondholders in accordance with the provisions of the Company Law, relevant laws and regulations and the Articles of Association. H Shares will be repurchased after relevant approvals are obtained. The Directors will only repurchase H shares when they believe that the repurchase of Shares will benefit the Company and its Shareholders.

3. EXERCISE OF THE H SHARE REPURCHASE MANDATE

Subject to the passing of the special resolution in relation to the grant of the H Share Repurchase Mandate to the Board to be proposed at the 2022 AGM, the H Share Class Meeting and the Domestic Share Class Meeting respectively, the Board will be granted the H Share Repurchase Mandate until the earlier of (a) the conclusion of the next annual general meeting of the Company, or (b) the date on which the authority set out in the relevant special resolution is revoked or varied by passing a special resolution at a general meeting, H Share Class Meeting and the Domestic Share Class Meeting (the “Relevant Period”). In addition, the exercise of the H Share Repurchase Mandate shall be subject to the approval of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained (if applicable).

4. FUNDING OF THE H SHARE REPURCHASE

In repurchasing its H Shares, the Company intends to apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. The Company may not repurchase securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange as amended from time to time.

There may be material adverse impacts on the working capital or gearing ratio of the Company as compared with the positions disclosed in the audited consolidated accounts contained in the annual report of the Company for the year ended December 31, 2022 in the event that the repurchase of H Shares is to be carried out in full at any time during the Relevant Period. However, the Directors do not recommend an excessive exercise of the H Share Repurchase Mandate that would materially and adversely affect the Company's working capital requirements or gearing ratio that the Directors deem appropriate from time to time.

5. H SHARES PRICES

The highest and lowest traded prices for the H Shares on the Hong Kong Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	H Shares	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2022		
April	10.86	8.53
May	9.80	8.78
June	10.68	8.93
July	9.98	8.83
August	9.29	8.35
September	9.08	6.71
October	7.24	6.46
November	8.10	6.56
December	8.73	7.68
2023		
January	9.90	8.25
February	10.06	8.58
March	9.17	7.96
April (up to and including the Latest Practicable Date)	8.91	8.22

6. GENERAL INFORMATION

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the H Share Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

None of the Directors, to the best of their knowledge upon having made all reasonable enquiries, nor their close associates (as defined in the Listing Rules), has any present intention to sell any H Shares to the Company or its subsidiaries under the H Share Repurchase Mandate if such resolution is approved by the Shareholders.

No other core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell H Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the H Share Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase H Shares pursuant to the H Share Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

CAS Holdings holds 684,376,910 Domestic Shares, representing approximately 29.04% of the total number of issued Shares of the Company. Based on this shareholding, and assuming that the Directors fully exercise the powers to repurchase H Shares under the H Share Repurchase Mandate, the shareholding of CAS Holdings will increase to approximately 29.85% of the total number of issued Shares of the Company. This increase will not trigger its obligations to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. The Directors are not aware that any repurchase made under the H Share Repurchase Mandate may give rise to any consequences that must be assumed under either/or both the Takeovers Code and any similar applicable law. The Directors do not consider that the increase will cause the number of Shares held by the public decrease to the relevant specified minimum percentage required by the Hong Kong Stock Exchange.

8. H SHARES REPURCHASED BY THE COMPANY

The Company had not repurchased any Shares on the Hong Kong Stock Exchange, or otherwise, during the six months immediately prior to the Latest Practicable Date.

9. STATUS OF THE H SHARES REPURCHASED

Pursuant to the Listing Rules, the H Shares repurchased under the H Share Repurchase Mandate shall be cancelled, and the registered capital of the Company shall be reduced accordingly based on the total nominal value of H Shares cancelled.

NOTICE OF 2022 ANNUAL GENERAL MEETING



联想控股股份有限公司 Legend Holdings Corporation

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03396)

NOTICE OF 2022 ANNUAL GENERAL MEETING

Notice is hereby given that the 2022 annual general meeting (the “2022 AGM”) of Legend Holdings Corporation (the “Company”) will be held at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the People’s Republic of China (the “PRC”) on Thursday, June 29, 2023 at 2:00 p.m. for the consideration and, if thought fit, the passing (with or without amendments or supplements) of the following resolutions (unless the context requires otherwise, the capitalised terms and expressions used in this notice shall have the same meanings ascribed to them in the circular of the Company dated April 29, 2023):

ORDINARY RESOLUTIONS

1. To consider and approve the Directors’ report of the Company for the year ended December 31, 2022 (details of which are set out in the 2022 annual report of the Company).
2. To consider and approve the Supervisors’ report of the Company for the year ended December 31, 2022 (details of which are set out in the 2022 annual report of the Company).
3. To consider and approve the audited financial statements and independent auditor’s report of the Company and its subsidiaries for the year ended December 31, 2022 (details of which are set out in the 2022 annual report of the Company).
4. To consider and approve the profit distribution plan of the Company for the year ended December 31, 2022 (details of which are set out in the circular of the Company dated April 29, 2023).
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the independent auditor of the Company for the year 2023 to hold office until the conclusion of the 2023 annual general meeting of the Company and to authorize the Board to determine its remuneration.

SPECIAL RESOLUTIONS

6. To consider and approve the resolution in relation to the grant of a general mandate to the Board to issue debt financing instruments in an aggregate amount not exceeding RMB35 billion and to authorize the Board to deal with all matters relating to the issuance of debt financing instruments for a period commencing from the date of the passing of the resolution and ending on the date of the annual general meeting to be held in 2026 (details of which are set out in the circular of the Company dated April 29, 2023).

NOTICE OF 2022 ANNUAL GENERAL MEETING

7. To consider and approve the resolution in relation to the grant of a general mandate to the Board to issue the Shares of the Company (details of which are set out in the circular of the Company dated April 29, 2023).
8. To consider and approve the resolution in relation to the grant of a general mandate to the Board to repurchase H Shares of the Company (details of which are set out in the circular of the Company dated April 29, 2023).

By the order of the Board
Legend Holdings Corporation
NING Min
Chairman

April 29, 2023

Notes:

1. Please refer to the circular of the Company dated April 29, 2023 and 2022 annual report which have been published on the website of the Company at www.legendholdings.com.cn and the website of the Hong Kong Stock Exchange at www.hkexnews.hk for details of the proposed resolutions to be passed at the 2022 AGM.
2. In order to determine the Shareholders entitled to attend and vote at the 2022 AGM, the register of members of H Shares will be closed from Monday, June 26, 2023 to Thursday, June 29, 2023 (both days inclusive), during which time no transfer of the H Shares will be registered. Accordingly, unregistered H Shareholders of the Company shall lodge relevant share transfer documents with the Company's H share registrar, Link Market Services not later than 4:30 p.m. on Friday, June 23, 2023.
3. In order to determine the list of the H Shareholders entitled to the final dividend for the year 2022, the register of members of H Shares will also be closed from Wednesday, July 5, 2023 to Monday, July 10, 2023 (both days inclusive), during which time no transfer of H Shares will be registered. In order to be entitled to the final dividend for the year 2022, H Shareholders shall lodge the share certificates accompanied by relevant share transfer documents with the Company's H share registrar Link Market Services not later than 4:30 p.m. on Tuesday, July 4, 2023.
4. A Shareholder entitled to attend and vote at the 2022 AGM may appoint one or more proxies (whether he/she is a Shareholder or not) to attend and vote at the 2022 AGM on his or her behalf. The Company has the rights to request a Shareholder or a proxy who attends the 2022 AGM on behalf of a Shareholder to produce proof of identity.
5. The form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director(s) or attorney duly authorized. If one or more proxies be appointed, please specify the number of Shares and its class each proxy represents.
6. To be valid, the form of proxy must be lodged with the Company's H share registrar Link Market Services (for H Shareholders) or the Company (for Domestic Shareholders) not less than 24 hours prior to the holding of the 2022 AGM. If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2022 AGM or at any other adjourned meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF 2022 ANNUAL GENERAL MEETING

7. The address of the Company's H share registrar Link Market Services is Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong.
8. The address of the Company is B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing 100190, the PRC.

NOTICE OF 2023 FIRST H SHARE CLASS MEETING



联想控股股份有限公司
Legend Holdings Corporation

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03396)

NOTICE OF 2023 FIRST H SHARE CLASS MEETING

Notice is hereby given that the 2023 first class meeting of H Shareholders (the “H Share Class Meeting”) of Legend Holdings Corporation (the “Company”) will be held at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the People’s Republic of China (the “PRC”) on Thursday, June 29, 2023 at 2:00 p.m. or immediately following the conclusion of the 2022 annual general meeting or any adjournment thereof for the consideration and, if thought fit, the passing (with or without amendments or supplements) of the following special resolution (unless the context requires otherwise, the capitalised terms and expressions used in this notice shall have the same meanings ascribed to them in the circular of the Company dated April 29, 2023):

SPECIAL RESOLUTION

To consider and approve the resolution in relation to the grant of a general mandate to the Board to repurchase H Shares of the Company (details of which are set out in the circular of the Company dated April 29, 2023).

By the order of the Board
Legend Holdings Corporation
NING Min
Chairman

April 29, 2023

Notes:

1. Please refer to the circular of the Company dated April 29, 2023 which has been published on the website of the Company at www.legendholdings.com.cn and the website of the Hong Kong Stock Exchange at www.hkexnews.hk for details of the proposed resolution to be passed at the H Share Class Meeting.
2. In order to determine the H Shareholders entitled to attend and vote at the H Share Class Meeting, the register of members of H Shares will be closed from Monday, June 26, 2023 to Thursday, June 29, 2023 (both days inclusive), during which time no transfer of the H Shares will be registered. Accordingly, unregistered H Shareholders of the Company shall lodge relevant share transfer documents with the Company’s H share registrar, Link Market Services not later than 4:30 p.m. on Friday, June 23, 2023.
3. A H Shareholder entitled to attend and vote at the H Share Class Meeting may appoint one or more proxies (whether he/she is a H Shareholder or not) to attend and vote at the H Share Class Meeting on his or her behalf. The Company has the rights to request a H Shareholder or a proxy who attends the H Share Class Meeting on behalf of a H Shareholder to produce proof of identity.

NOTICE OF 2023 FIRST H SHARE CLASS MEETING

4. The form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director(s) or attorney duly authorized. If one or more proxies be appointed, please specify the number of H Shares each proxy represents.
5. To be valid, the form of proxy must be lodged with the Company's H share registrar Link Market Services not less than 24 hours prior to the holding of the H Share Class Meeting. If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the H Share Class Meeting or at any other adjourned meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The address of the Company's H share registrar Link Market Services is Suite 1601, 16/F., Central Tower, 28 Queen's Road Central, Hong Kong.

NOTICE OF 2023 FIRST DOMESTIC SHARE CLASS MEETING



联想控股股份有限公司
Legend Holdings Corporation

(A joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 03396)

NOTICE OF 2023 FIRST DOMESTIC SHARE CLASS MEETING

Notice is hereby given that the 2023 first class meeting of Domestic Shareholders (the “Domestic Share Class Meeting”) of Legend Holdings Corporation (the “Company”) will be held at B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing, the People’s Republic of China (the “PRC”) on Thursday, June 29, 2023 at 2:00 p.m. or immediately following the conclusion of the 2023 first H Share Class Meeting or any adjournment thereof for the consideration and, if thought fit, the passing (with or without amendments or supplements) of the following special resolution (unless the context requires otherwise, the capitalised terms and expressions used in this notice shall have the same meanings ascribed to them in the circular of the Company dated April 29, 2023):

SPECIAL RESOLUTION

To consider and approve the resolution in relation to the grant of a general mandate to the Board to repurchase H Shares of the Company (details of which are set out in the circular of the Company dated April 29, 2023).

By the order of the Board
Legend Holdings Corporation
NING Min
Chairman

April 29, 2023

Notes:

1. Please refer to the circular of the Company dated April 29, 2023 which has been published on the website of the Company at www.legendholdings.com.cn and the website of the Hong Kong Stock Exchange at www.hkexnews.hk for details of the proposed resolution to be passed at the Domestic Share Class Meeting.
2. A Domestic Shareholder entitled to attend and vote at the Domestic Share Class Meeting may appoint one or more proxies (whether he/she is a Domestic Shareholder) or not to attend and vote at the Domestic Share Class Meeting on his or her behalf. The Company has the rights to request a Domestic Shareholder or a proxy who attends the Domestic Share Class Meeting on behalf of a Domestic Shareholder to produce proof of identity.
3. The form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of its director(s) or attorney duly authorized. If one or more proxies be appointed, please specify the number of Domestic Shares each proxy represents.

NOTICE OF 2023 FIRST DOMESTIC SHARE CLASS MEETING

4. To be valid, the form of proxy must be lodged with the Company not less than 24 hours prior to the holding of the Domestic Share Class Meeting. If the form of proxy is signed by another person under a power of attorney or other authorization documents given by the appointer, such power of attorney or other authorization documents shall be notarized. The notarized power of attorney or other authorization documents shall, together with the form of proxy, be deposited at the specified place at the time set out in such form of proxy. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Domestic Share Class Meeting or at any other adjourned meeting should you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

5. The address of the Company is B-17, Raycom Info Tech Park, No. 2 Ke Xue Yuan South Road, Haidian District, Beijing 100190, the PRC.