



傳承教育
LEGENDARY
EDUCATION
Stock Code: 8195

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of Legendary Education Group Limited (the “**Company**”) will be held on Friday, 31 May 2024 at 11:00 a.m. at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendment, the following resolutions as ordinary resolutions:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 13 May 2024.

ORDINARY RESOLUTIONS

“THAT:

1. (a) the Subscription Agreement dated 24 April 2024 entered into between the Company and Mr. Yip Long Brian (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the EGM for identification purpose) in relation to the issue of the Convertible Bonds in the principal amount of HK\$6,000,000 and the transactions contemplated thereunder (including but not limited to the issue of such Convertible Bonds and the allotment and issue of the relevant Conversion Shares upon exercise of conversion rights attaching to such Convertible Bonds) be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the Directors be and are hereby granted the Specific Mandate to allot and issue such Conversion Shares in accordance with the terms of such Subscription Agreement and that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and

- (c) any one of the Directors be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with such Subscription Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the relevant Conversion Shares under the Specific Mandate.
- 2.
- (a) the Subscription Agreement dated 24 April 2024 entered into between the Company and Ms. Yeung Sum Yee (a copy of which has been produced to the meeting and marked “B” and initialed by the chairman of the EGM for identification purpose) in relation to the issue of the Convertible Bonds in the principal amount of HK\$3,000,000 and the transactions contemplated thereunder (including but not limited to the issue of such Convertible Bonds and the allotment and issue of the relevant Conversion Shares upon exercise of conversion rights attaching to such Convertible Bonds) be and are hereby approved, confirmed and ratified;
 - (b) conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the Directors be and are hereby granted the Specific Mandate to allot and issue such Conversion Shares in accordance with the terms of such Subscription Agreement and that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
 - (c) any one of the Directors be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with such Subscription Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the relevant Conversion Shares under the Specific Mandate.
- 3.
- (a) the Subscription Agreement dated 24 April 2024 entered into between the Company and Ms. Christina Gaw (a copy of which has been produced to the meeting and marked “C” and initialed by the chairman of the EGM for identification purpose) in relation to the issue of the Convertible Bonds in the principal amount of HK\$2,000,000 and the transactions contemplated thereunder (including but not limited to the issue of such Convertible Bonds and the allotment and issue of the relevant Conversion Shares upon exercise of conversion rights attaching to such Convertible Bonds) be and are hereby approved, confirmed and ratified;

- (b) conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the Directors be and are hereby granted the Specific Mandate to allot and issue such Conversion Shares in accordance with the terms of such Subscription Agreement and that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
 - (c) any one of the Directors be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with such Subscription Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the relevant Conversion Shares under the Specific Mandate.
4. (a) the Subscription Agreement dated 24 April 2024 entered into between the Company and Ms. Cheung King Yu, Laura (a copy of which has been produced to the meeting and marked “D” and initialed by the chairman of the EGM for identification purpose) in relation to the issue of the Convertible Bonds in the principal amount of HK\$2,000,000 and the transactions contemplated thereunder (including but not limited to the issue of such Convertible Bonds and the allotment and issue of the relevant Conversion Shares upon exercise of conversion rights attaching to such Convertible Bonds) be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the Directors be and are hereby granted the Specific Mandate to allot and issue such Conversion Shares in accordance with the terms of such Subscription Agreement and that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
 - (c) any one of the Directors be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with such Subscription Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the relevant Conversion Shares under the Specific Mandate.

5. (a) the Subscription Agreement dated 24 April 2024 entered into between the Company and Ms. Ching Hoi Ling (a copy of which has been produced to the meeting and marked “E” and initialed by the chairman of the EGM for identification purpose) in relation to the issue of the Convertible Bonds in the principal amount of HK\$2,000,000 and the transactions contemplated thereunder (including but not limited to the issue of such Convertible Bonds and the allotment and issue of the relevant Conversion Shares upon exercise of conversion rights attaching to such Convertible Bonds) be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange having approved the listing of and dealing in the relevant Conversion Shares, the Directors be and are hereby granted the Specific Mandate to allot and issue such Conversion Shares in accordance with the terms of such Subscription Agreement and that the Specific Mandate shall be in addition to, and shall not prejudice nor revoke any existing or such other general or specific mandates which may from time to time be granted to the Directors prior to the passing of this resolution; and
- (c) any one of the Directors be and is hereby authorised to take any action and execute such other documents as he/she considers necessary, desirable or expedient to carry out or give effect to or otherwise in connection with such Subscription Agreement and the transactions contemplated thereunder, including, without limitation, the allotment and issue of the relevant Conversion Shares under the Specific Mandate.”

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

Hong Kong, 13 May 2024

Registered Office:
Maples Corporate Services Limited
P.O. Box 309, Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Head office and principal place of business
in Hong Kong:*
5/F, World Interests Building
8 Tsun Yip Lane
Kwun Tong
Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a notarially certified copy thereof, must be lodged, at the office of the Company's branch share registrar and transfer office in Hong Kong, 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 appointed for the holding of the EGM or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude members of the Company from attending and voting in person at the EGM or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said person as present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
5. For the purpose of determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 Monday, 27 May 2024.
6. As at the date of this notice, the Board comprises Mr. Yuen Yu Sum (Chairman) and Mr. Chan Lap Jin Kevin as executive Directors; Mr. Law Wing Chung, Dr. Tang Sing Hing Kenny and Ms. Mak Louisa Ming Sze as non-executive Directors; and Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan as independent non-executive Directors.
7. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "external conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the website of the Company at www.legendaryedu.com and on the "Latest Company Announcements" page of the Stock Exchange's website at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.