THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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, a licensed dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Legendary Education Group Limited (the "**Company**"), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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)

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING

Financial adviser to the Company

AKRON
Akron Corporate Finance Limited
亚贝隆资本有限公司

Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders

Oshidori Corporate Finance Limited

Capitalised terms used in this cover page shall have the same meanings as those defined in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 4 to 13 of this circular. A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 14 to 15 of this circular. A letter from the Independent Financial Adviser containing its recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 16 to 24 of this circular. A notice convening the EGM to be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong at 2:00 p.m. on Thursday, 2 January 2025 is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the Shareholders at the EGM or any adjournment thereof (as the case may be) is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange at www.hkexnews.hk and the Company at www.legendaryedu.com.

Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

The Chinese translation of this circular is for reference only and, in case of any inconsistency, the English version shall prevail.

6 December 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

DEFINITIONS

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

"2022 Share Award Scheme"	the share award scheme adopted by the Company on 25 November 2022
"2023 Share Option Scheme"	the share option scheme adopted by the Company on the Adoption Date
"Adoption Date"	4 September 2023, being the adoption date of the 2023 Share Option Scheme
"associate"	has the meaning ascribed to it under the GEM Listing Rules
"Award Share(s)"	Share(s) underlying any award(s) which may be granted to Eligible Person(s) pursuant to the 2022 Share Award Scheme
"Board"	the board of Directors
"Company"	Legendary Education Group Limited (Stock Code: 8195), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
"controlling shareholder"	has the meaning ascribed to it under the GEM Listing Rules
"Director(s)"	the director(s) of the Company
"EGM"	an extraordinary general meeting of the Company to be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong on Thursday, 2 January 2025 at 2:00 p.m. or any adjournment thereof for the purpose of considering and, if thought fit, approving the proposed refreshment of the Scheme Mandate Limit, notice of which is set out on pages EGM-1 to EGM-3 of this circular
"Eligible Person(s)"	eligible person(s) who may be eligible to participate in the 2022 Share Award Scheme or the 2023 Share Option Scheme
"GEM"	GEM of the Stock Exchange

"GEM Listing Committee"	has the meaning ascribed to it under the GEM Listing Rules
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Board Committee"	the independent committee of the Board, comprising all the independent non-executive Directors, namely Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan, established to advise the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit
"Independent Financial Adviser"	Oshidori Corporate Finance Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit
"Independent Shareholders"	Shareholders other than any controlling Shareholders and their associates, or if there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates who are required to abstain from voting in favour of the relevant ordinary resolution to approve the proposed refreshment of the Scheme Mandate Limit at the EGM under the GEM Listing Rules
"Latest Practicable Date"	3 December 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information included in this circular

"Scheme Mandate Limit"	the maximum number of the Shares which may be issued in respect of all options and awards to be granted under all Share Schemes (including the 2022 Share Award Scheme, the 2023 Share Option Scheme and any other Share Scheme(s)) which shall not in aggregate exceed 10% of the Shares in issue as at the Adoption Date or the date of approval of the amended and refreshed limit by the Shareholders
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) with a par value of HK$0.0005 each in the share capital of the Company
"Share Option(s)"	option(s) to subscribe for the Shares which may be granted pursuant to the 2023 Share Option Scheme
"Share Scheme(s)"	share option scheme(s) and/or share award scheme(s) involving issuance of new Shares adopted and to be adopted by the Company from time to time
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent.

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)

Executive Directors:
Mr. Yuen Yu Sum *(Chairman)*
Mr. Chan Lap Jin Kevin

Non-executive Directors:
Mr. Law Wing Chung
Dr. Tang Sing Hing Kenny
Ms. Mak Louisa Ming Sze

Independent non-executive Directors:
Mr. Chung Chin Kwan
Mr. Chan Kim Fai Eddie
Mr. Chung Kwok Pan

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

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

6 December 2024

To the Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information relating to (i) the proposed refreshment of the Scheme Mandate Limit; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit; (iii) the recommendation from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit; and (iv) the notice of the EGM.

PROPOSED REFRESHMENT OF THE SCHEME MANDATE LIMIT

Background of the existing Scheme Mandate Limit

As at the Latest Practicable Date, the Share Schemes currently in force include the 2022 Share Award Scheme and the 2023 Share Option Scheme. Pursuant to the existing Scheme Mandate Limit granted on the Adoption Date, the total number of the Shares which may be issued in respect of all options and awards to be granted under all Share Schemes shall not exceed 35,845,605 Shares.

Grant of options and awards pursuant to the existing Scheme Mandate Limit

Reference is made to the announcements of the Company dated 9 October 2023 and 13 December 2023 in relation to the respective grant of the Award Shares and the Share Options pursuant to the existing Scheme Mandate Limit.

On 9 October 2023, a total of 2,679,600 Award Shares were granted to 13 Eligible Persons, all of whom are employees of the Group, at nil consideration under the 2022 Share Award Scheme. As at the Latest Practicable Date, such 2,679,600 Award Shares granted remain unvested and subject to the vesting condition thereto with the vesting period of three (3) years from the date of such grant.

On 13 December 2023, a total of 33,166,000 Share Options were granted to 14 Eligible Persons to subscribe for an aggregate of 33,166,000 Shares under the 2023 Share Option Scheme. Among the 33,166,000 Share Options granted, (i) a total of 3,584,000 Share Options were granted to Mr. Yuen Yu Sum ("**Mr. Yuen**"), being an executive Director and the Chairman of the Board; (ii) a total of 3,584,000 Share Options were granted to Mr. Chan Lap Jin Kevin ("**Mr. Chan**"), being an executive Director; (iii) a total of 450,000 Share Options were granted to Mr. Law Wing Chung ("**Mr. Law**"), being a non-executive Director; and (iv) a total of 25,548,000 Share Options were granted to other 11 employees of the Group. As at the Latest Practicable Date, such 33,166,000 Share Options granted remain unvested and subject to the vesting condition thereto with the vesting period of eighteen (18) months from the date of such grant.

None of the aforesaid Award Shares and Share Options granted has lapsed, been exercised or cancelled since their respective date of grant and up to the Latest Practicable Date.

As a result of the foregoing, as at the Latest Practicable Date, the number of Shares available for future grant under the Share Schemes pursuant to the existing Scheme Mandate Limit amounted to 5 Shares.

The details of the unvested Award Shares granted under the 2022 Share Award Scheme pursuant to the existing Scheme Mandate Limit as at the Latest Practicable Date are tabulated below:

Grantees	**Date of grant**	**Purchase price** *(HK$)*	**Vesting period or conditions**	**Number of unvested Award Shares as at the Latest Practicable Date**
Eligible employees				
13 employees of the Group	9 October 2023	Nil *(Note 1)*	Three (3) years from the date of grant	2,679,600
				2,679,600 ***(Note 2)***

Notes:

1. *The closing price of the Shares immediately before the date of grant was HK$2.04 per Share on 6 October 2023.*

2. *The fair value of the Award Shares granted on 9 October 2023 was estimated to be approximately HK$5,466,000, which was calculated with reference to the fair value of the Share (i.e. closing price) at the date of grant, with the adopted forfeiture rate of 0%. For further details, please refer to note 30 (c)(vi) to the consolidated financial statement of the annual report of the Company for the year ended 31 March 2024 (the "**2024 Annual Report**").*

The details of the outstanding Share Options granted under the 2023 Share Option Scheme pursuant to the existing Scheme Mandate Limit as at the Latest Practicable Date are tabulated below:

Grantees	Date of grant	Exercise price *(HK$)*	Exercise period	Vesting period or conditions	Number of Share Options outstanding as at the Latest Practicable Date
Directors					
Mr. Yuen	13 December 2023	1.55 *(Note 1)*	13 June 2025 to 12 December 2033	Eighteen (18) months from the date of grant	3,584,000
Mr. Chan	13 December 2023	1.55 *(Note 1)*	13 June 2025 to 12 December 2033	Eighteen (18) months from the date of grant	3,584,000
Mr. Law	13 December 2023	1.55 *(Note 1)*	13 June 2025 to 12 December 2033	Eighteen (18) months from the date of grant	450,000
Eligible employees					
11 employees of the Group	13 December 2023	1.55 *(Note 1)*	13 June 2025 to 12 December 2033	Eighteen (18) months from the date of grant	25,548,000
				Total	**33,166,000** ***(Note 2)***

Notes:

1. *The closing price of the Shares immediately before the date of grant was HK$1.5 per Share on 12 December 2023.*

2. *The fair value of the Share Options granted on 13 December 2023 to subscribe for 33,166,000 Shares was estimated to be HK$14,557,000, which was calculated using the binomial option pricing model. For further details, please refer to note 30 (b)(vi) to the consolidated financial statement of the 2024 Annual Report.*

For illustrative purpose, the details of the outstanding options granted under the share option scheme adopted by the Company on 25 September 2014 pursuant to the then scheme mandate limit(s) as at the Latest Practicable Date are tabulated below:

Grantees	Date of grant	Current exercise price *(HK$)* *(Note 1)*	Exercise period	Vesting period or conditions	Number of options outstanding as at the Latest Practicable Date
Directors					
Mr. Yuen	14 October 2022	1.004	14 October 2022 to 13 October 2032	N/A	3,942,400
Mr. Chan	14 October 2022	1.004	14 October 2022 to 13 October 2032	N/A	3,942,400
Mr. Law	14 October 2022	1.004	14 October 2022 to 13 October 2032	N/A	800,800
Substantial Shareholder					
Mr. Lui Yu Kin	26 March 2021	1.500	26 March 2021 to 25 March 2031	N/A	3,373,920
	14 October 2022	1.004	14 October 2022 to 13 October 2032	N/A	3,942,400
Eligible employees					
	26 March 2021	1.500	26 March 2021 to 25 March 2031	N/A	14,403,720
	14 October 2022	1.004	14 October 2022 to 13 October 2032	*Note 2*	7,736,800
Consultants					
	14 October 2022	1.004	14 October 2022 to 13 October 2032	*Note 2*	1,103,800
				Total	39,246,240

Notes:

1. *The current exercise price represents the exercise price in force after the effect of the share consolidation conducted during the year ended 31 March 2022 and the bonus issue of the Company conducted during the year ended 31 March 2023, where applicable.*

2. *Certain options granted to eligible employees and consultants on 14 October 2022 would only be vested if each of the net profit of the Group for the financial years ending 31 March 2023 and 2024 is equal to or exceeds the net profit of the Group for the financial year ended 31 March 2022. Such options had been vested on 28 June 2024.*

Proposed refreshment of the Scheme Mandate Limit

Since the existing Scheme Mandate Limit has been almost fully utilised, the Company proposes to convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders to consider and, if thought fit, approve the proposed refreshment of the Scheme Mandate Limit so as to allow the Company to grant new options or awards under the Share Schemes in aggregate up to 10% of the issued share capital of the Company (excluding treasury Shares) as at the date of passing such ordinary resolution.

As at the Latest Practicable Date, the Company had 442,935,264 Shares in issue. Assuming that all the conditions of the proposed refreshment of the Scheme Mandate Limit are fulfilled and that there will be no change in the issued share capital of the Company from the Latest Practicable Date and up to the date of the EGM, the maximum number of the Shares which may be issued in respect of all options and awards to be granted under all Share Schemes will be 44,293,526 Shares, being approximately 10% of the issued share capital of the Company as at the date of the EGM, under the Scheme Mandate Limited so refreshed.

Reasons for the proposed refreshment of the Scheme Mandate Limit

Since the existing Scheme Mandate Limit has been almost fully utilised, and in order to provide the Company with greater flexibility in granting Award Shares or Share Options to Eligible Persons under the Share Schemes as incentives or rewards for their contribution or potential contribution to the Group, the Directors consider that it is essential for the Company to refresh the Scheme Mandate Limit, which allows the Company to continue to (i) provide equity incentives to Eligible Persons so as to continue to serve its intended purposes of aligning the interests of Eligible Persons with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares; and (ii) encourage and enable Eligible Persons to make contributions to the long-term growth and profits of the Group and share the success of the Group.

In light of the above, the Board considers that the proposed refreshment of the Scheme Mandate Limit is in the best interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, the Company has no concrete plan or intention to grant any Award Shares under the 2022 Share Award Scheme or Share Options under the 2023 Share Option Scheme immediately after obtaining the Independent Shareholders' approval for the proposed refreshment of the Scheme Mandate Limit. However, the Board does not rule out the possibility that the Company will grant any Award Shares or Share Options in future. The Company will make further announcement(s) in this regard in accordance with the GEM Listing Rules as and when appropriate.

Conditions of the proposed refreshment of the Scheme Mandate Limit

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

(i) the passing of an ordinary resolution by the Independent Shareholders to approve the proposed refreshment of the Scheme Mandate Limit at the EGM; and

(ii) the GEM Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, such number of Shares, which may be issued in respect of all options and awards to be granted under all of the Share Schemes under the Scheme Mandate Limit so refreshed, not exceeding 10% of the issued share capital of the Company as at the date of the EGM.

Application will be made to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued in respect of all options and awards to be granted under all of the Share Schemes under the Scheme Mandate Limit so refreshed.

GEM LISTING RULES IMPLICATIONS

Pursuant to Rule 23.03C(1)(b) of the GEM Listing Rules, any refreshment of the Scheme Mandate Limit within any three-year period from the date of adoption of the scheme is subject to the Independent Shareholders' approval by way of an ordinary resolution at the EGM. Any controlling Shareholders and their associates or, where there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution to approve the proposed refreshment of the Scheme Mandate Limit at the EGM.

As at the Latest Practicable Date, to the best knowledge, belief and information of the Directors having made all reasonable enquiries, the Company has no controlling Shareholder. Accordingly, the executive Directors and the non-executive Directors with interests in the Shares, together with their associates, are required to abstain from voting in favour of the relevant resolution to approve the proposed refreshment of the Scheme Mandate Limit at the EGM.

As at the Latest Practicable Date, (i) Mr. Yuen, being an executive Director and the Chairman of the Board, is interested in 6,904,480 Shares or approximately 1.6% of the issued share capital of the Company; (ii) Mr. Chan, being an executive Director, is interested in 33,982,080 Shares or approximately 7.7% of the issued share capital of the Company; and (iii) Mr. Law, being a non-executive Director, is interested in 211,200 Shares or approximately 0.05% of the issued share capital of the Company. Accordingly, Mr. Yuen, Mr. Chan and Mr. Law and their respective associates will abstain from voting in favour of the relevant resolution to approve the proposed refreshment of the Scheme Mandate Limit at the EGM in compliance with Rule 23.03C(1)(b) of the GEM Listing Rules.

To the best of the Director's knowledge, information and belief having made all reasonable enquiries, save as disclosed above and as at the Latest Practicable Date, no other Shareholder is required to abstain from voting on the relevant resolution to approve the proposed refreshment of the Scheme Mandate Limit at the EGM.

Pursuant to Rule 23.03C(2) of the GEM Listing Rules, the total number of shares which may be issued in respect of all options and awards to be granted under all of the schemes of the listed issuer under the scheme mandate as "refreshed" must not exceed 10% of the relevant class of shares in issue (excluding treasury shares) as at the date of approval of the refreshed scheme mandate. As at the Latest Practicable Date, the Company does not hold any treasury Shares, and none of the Share Schemes involves the use of treasury Shares for satisfying the grant of Award Shares or Share Options.

GENERAL

The EGM will be held for the purpose of considering and, if thought fit, approving the ordinary resolution for the proposed refreshment of the Scheme Mandate Limit.

The notice convening the EGM to be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong at 2:00 p.m. on Thursday, 2 January 2025 is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the Shareholders at the EGM or any adjournment thereof (as the case may be) is enclosed with this circular. Such form of proxy is also published on the respective websites of the Stock Exchange at www.hkexnews.hk and the Company at www.legendaryedu.com. Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except for purely procedural or administrative matters. Accordingly, the ordinary resolution for the proposed refreshment of the Scheme Mandate Limit will be put to vote by way of poll at the EGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 27 December 2024 to Thursday, 2 January 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, the Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Hong Kong branch share registrar and transfer office of the Company, 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 Tuesday, 24 December 2024.

INDEPENDENT BOARD COMMITTEE AND INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan, has been established to advise the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit.

Oshidori Corporate Finance Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit.

RECOMMENDATION

Based on the above, the Directors (including members of the Independent Board Committee whose views are set out in the letter from the Independent Board Committee in this circular after taking into account the advice of the Independent Financial Adviser) are of the opinion that the proposed refreshment of the Scheme Mandate Limit is fair and reasonable and in the interests of the Company and the Shareholders as a whole and accordingly recommend the Independent Shareholders to vote in favour of the ordinary resolution to approve the proposed refreshment of the Scheme Mandate Limit at the EGM.

Your attention is drawn to (i) the letter from the Independent Board Committee set out on pages 14 to 15 of this circular which contains its recommendation to the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit; and (ii) the letter of advice from the Independent Financial Adviser set out on pages 16 to 24 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and references to its name in the form and context in which they respectively appear.

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

The following is the full text of the letter from the Independent Board Committee setting out its recommendation to the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit, which has been prepared for the purpose of inclusion in this circular.

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)

6 December 2024

To the Independent Shareholders

Dear Sir or Madam,

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

We refer to the circular of the Company to the Shareholders dated 6 December 2024 (the "**Circular**"), of which this letter forms part. Unless the context requires otherwise, capitalised terms used in this letter will have the same meanings as those defined in the Circular.

We have been appointed as the Independent Board Committee to advise the Independent Shareholders on whether the proposed refreshment of the Scheme Mandate Limit is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole.

We wish to draw your attention to the letter from the Board as set out on pages 4 to 13 of the Circular and the letter of advice from the Independent Financial Adviser, which has been appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit, as set out on pages 16 to 24 of the Circular.

Having taken into consideration the factors and reasons as stated in the letter from the Board, and the opinion of the Independent Financial Adviser as stated in the letter of advice from the Independent Financial Adviser, we are of the view that the proposed refreshment of the Scheme Mandate Limit is fair and reasonable so far as the Independent Shareholders are concerned and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to approve the proposed refreshment of the Scheme Mandate Limit at the EGM.

Yours faithfully,
For and on behalf of the
Independent Board Committee
Mr. Chung Chin Kwan **Mr. Chan Kim Fai Eddie** **Mr. Chung Kwok Pan**
Independent non-executive Directors

The following is the text of a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit, and is prepared for inclusion in this circular.

Oshidori Corporate Finance Limited

6 December 2024

To the Independent Board Committee and the Independent Shareholders

Dear Sirs,

PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee in respect of the proposed refreshment of the Scheme Mandate Limit, details of which are set out in the letter from the Board (the "**Letter from the Board**") contained in the circular of the Company dated 6 December 2024 (the "**Circular**"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context otherwise requires.

The Company proposes to convene the EGM at which an ordinary resolution will be proposed to the Independent Shareholders to consider and, if thought fit, approve the proposed refreshment of the Scheme Mandate Limit so as to allow the Company to grant new options or awards under the Share Schemes in aggregate up to 10% of the issued share capital of the Company (excluding treasury Shares) as at the date of passing such ordinary resolution.

Pursuant to Rule 23.03C(1)(b) of the GEM Listing Rules, any refreshment of the Scheme Mandate Limit within any three-year period from the date of adoption of the scheme is subject to the Independent Shareholders' approval by way of an ordinary resolution at the EGM.

THE INDEPENDENT BOARD COMMITTEE

The Independent Board Committee, comprising all the independent non-executive Directors, namely Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan, has been established to advise the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit.

We, Oshidori Corporate Finance Limited, have been appointed as the Independent Financial Adviser with the approval of the Independent Board Committee to advise the Independent Board Committee and the Independent Shareholders in respect of the proposed refreshment of the Scheme Mandate Limit.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationship with or interest in the Company or any other parties that could reasonably be regarded as relevant to our independence. During the past two years immediately preceding and up to the date of our appointment as the Independent Financial Adviser, save for this engagement in connection with the proposed refreshment of the Scheme Mandate Limit, there were no other engagements between the Group and Oshidori Corporate Finance Limited. Apart from normal professional fees payable to us in connection with this appointment as the Independent Financial Adviser, no arrangements exist whereby we had received or will receive any fees or benefits from the Company or any other parties that could reasonably be regarded as relevant to our independence. Accordingly, we consider that we are independent from the Company in accordance with Rule 17.96 of the GEM Listing Rules to act as the Independent Financial Adviser and eligible to give independent advice on the proposed refreshment of the Scheme Mandate Limit.

BASIS OF OUR ADVICE

In formulating our opinion and recommendation, we have relied on the accuracy of the information and facts contained or referred to in the Circular and provided to us by the management of the Company (the "**Management**"). We have assumed that all information and representations contained or referred to in the Circular were true and accurate at the time when they were made and continue to be true, accurate and complete in all material respects and not misleading or deceptive at the time when they were provided or made and will continue to be so up to the Latest Practicable Date. The Independent Shareholders will be notified of any material changes to such statements, information, facts, representations and/or opinions (including those as contained in this letter) as soon as practicable. We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due enquiries and considerations. We have no reasons to doubt that any relevant information has been withheld, nor are we aware of any fact or circumstance which would render the information provided and representations made to us untrue, inaccurate or misleading.

We consider that we have reviewed sufficient information, including but not limited to (i) the Circular; (ii) the respective rules relating to the 2022 Share Award Scheme and the 2023 Share Option Scheme; and (iii) the annual report of the Company for the year ended 31 March 2024 (the "**2024 Annual Report**"), to enable us to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our opinions and recommendations.

The Directors have declared in a responsibility statement set out in the Letter from the Board that they collectively and individually accept full responsibility for the accuracy of the information contained in the Circular. We have not, however, carried out any independent verification of the information provided by the Company, the Directors and the Management, nor have we conducted an independent investigation into the business and affairs, financial conditions and future prospects of the Group.

PRINCIPAL FACTORS CONSIDERED

In giving our recommendation to the Independent Board Committee in respect of the proposed refreshment of the Scheme Mandate Limit, we have taken into consideration the following factors and reasons:

1. Information on the proposed refreshment of the Scheme Mandate Limit

With reference to the Letter from the Board, as at the Latest Practicable Date, the Share Schemes currently in force include the 2022 Share Award Scheme and the 2023 Share Option Scheme. Pursuant to the existing Scheme Mandate Limit granted on the Adoption Date, the total number of the Shares which may be issued in respect of all options and awards to be granted under all Share Schemes shall not exceed 35,845,605 Shares.

As a result of the grant of a total of 2,679,600 Award Shares and 33,166,000 Share Options on 9 October 2023 and 13 December 2023, respectively, the number of Shares available for future grant under the Share Schemes pursuant to the existing Scheme Mandate Limit amounted to 5 Shares as at the Latest Practicable Date.

As at the Latest Practicable Date, the Company had 442,935,264 Shares in issue. Assuming that all the conditions of the proposed refreshment of the Scheme Mandate Limit are fulfilled and that there will be no change in the issued share capital of the Company from the Latest Practicable Date and up to the date of the EGM, the maximum number of the Shares which may be issued in respect of all options and awards to be granted under all Share Schemes will be 44,293,526 Shares, being approximately 10% of the issued share capital of the Company as at the date of the EGM, under the Scheme Mandate Limited so refreshed.

2. Reasons for and benefits of the proposed refreshment of the Scheme Mandate Limit

With reference to the Letter from the Board, since the existing Scheme Mandate Limit has been almost fully utilised, and in order to provide the Company with greater flexibility in granting Award Shares or Share Options to Eligible Persons under the Share Schemes as incentives or rewards for their contribution or potential contribution to the Group, the Directors consider that it is essential for the Company to refresh the Scheme Mandate Limit. The proposed refreshment of the Scheme Mandate Limit will allow the Company to continue to (i) provide equity incentives to Eligible Persons so as to continue to serve its intended purposes of aligning the interests of Eligible Persons with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares; and (ii) encourage and enable Eligible Persons to make contributions to the long-term growth and profits of the Group and share the success of the Group.

As disclosed in the 2024 Annual Report, in order to attract and retain high quality staff and to enable smooth operation within the Group, the Group offers competitive remuneration packages (with reference to market conditions and individual qualifications and experience) and various training courses. The Management is of the view, and we concur, that:

(i) the granting of options and awards under the Share Schemes as part of the remuneration packages is a talent retention strategy to retain talents in a competitive job market by providing Eligible Persons with a stake in the Company's success and achievements, thereby incentivising them to maximize their continuous commitment and contributions to the Group;

(ii) as compared to salary increment and cash bonuses, the granting of options and awards under the Share Schemes (i) enables the Group to maintain its liquid capital to carry on its current business and pursue growth opportunities and strategic development; and (ii) is more effective in fostering employees' long-term loyalty with the Company (as the Award Shares or the Share Options to be granted under the respective 2022 Share Award Scheme and the 2023 Share Option Scheme shall generally be subject to the vesting period of not less than 12 months and conditional on the grantees remaining as an employee of the Group until and on the relevant vesting date); and

(iii) the granting of the Share Options under the 2023 Share Option Scheme is a cost-effective way for the Company to compensate employees as compared to salary increment and cash bonuses as the grantees are required to purchase the stock at the exercise price and the cost to the Company is limited to the administrative expenses associated with the grant.

We have observed that the Company has consistently granted options or awards under the Share Schemes on an annual basis since 2020, alongside a robust year-on-year growth trajectory in the Group's revenue for four consecutive financial years since 2020 as illustrated below:

	For the year ended 31 March				
	2024	**2023**	**2022**	**2021**	**2020**
Revenue from continuing operations (HK$')	284,595,000	237,253,000	115,088,000	96,468,000	74,271,000
Year-on-year growth percentage	20.0%	106.1%	19.3%	29.9%	–

We understand from the Management that attracting and retaining talents is essential to support the sustainable business development and promote robust performance growth of the Group. The Management recognised that such growth was largely driven by the continuous efforts and contributions made by the selected participants, and thus rewarded them with options and awards under the Share Schemes as incentives for their continuing commitment and contribution towards the sustainable growth of the Group. By consistently granting options or awards in recognition of employees' past achievements or subject to vesting conditions and/or specific performance targets, the Company has fostered a culture of motivation and commitment within its workforce. This approach reinforces employees' confidence in the Group's remuneration policy, motivates employees to meet specific performance targets (if any), and encourages their ongoing contributions to the Group's future operational growth.

Although the existing Scheme Mandate Limit was granted on the Adoption Date which is approximately 15 months prior to the Latest Practicable Date, we are of the view that the proposed refreshment of the Scheme Mandate Limit within the 3-year period following the Adoption Date is fair and reasonable and in the interests of the Company and the Shareholders as a whole, having taken into consideration that:

(i) the existing Scheme Mandate Limit has been almost fully utilised (with only 5 Shares remaining available for future grant). In the event that the refreshed Scheme Mandate Limit is not granted and the Company refreshes the existing Scheme Mandate Limit after the 3-year period pursuant to Rule 23.03C(1) of the GEM Listing Rules, the Company can only conduct such refreshment from September 2026 onward, being approximately 21 months away from the Latest Practicable Date. It would severely limit the effectiveness and flexibility for the Group to utilise equity incentives or rewards (as part of the remuneration packages) to Eligible Persons for their commitment and contributions to the Group during such period; and

(ii) the salary increment and cash bonuses cannot provide the same merits as the granting of the options and awards under the Share Schemes in fostering long-term loyalty to the Group. It is crucial for the Company to offer options and awards as incentives for their continuing commitment and contribution towards the sustainable growth of the Group.

3. Potential dilution of shareholding of the Shareholders

As at the Latest Practicable Date, the Company has (i) an aggregate of outstanding 72,412,240 options (the "**Outstanding Options**") entitling the holders thereof to subscribe for an aggregate of 72,412,240 Shares (among which, 33,166,000 Share Options were granted under the 2023 Share Option Scheme and 39,246,240 options were granted under the share option scheme adopted by the Company on 25 September 2014); (ii) a total of 2,679,600 unvested Award Shares granted under the 2022 Share Award Scheme and issued on 13 October 2023 (which are currently held by an independent trustee for the sole purpose of holding the Award Shares on trust for the grantees); and (iii) the outstanding convertible bonds (the "**Outstanding CBs**") in an aggregate principal amount of HK$15,000,000 which are convertible into 10,135,134 Shares at the conversion price of HK$1.48 per conversion share.

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately upon full exercise of the Outstanding Options and conversion of the Outstanding CBs; and (iii) immediately upon full exercise of the Outstanding Options and conversion of the Outstanding CBs as well as full utilisation of the refreshed Scheme Mandate Limit and issue of 44,293,526 new Shares in respect of all options and awards to be granted under the Share Schemes pursuant to the refreshed Scheme Mandate

Limit (assuming that there will be no other change in the issued share capital of the Company from the Latest Practicable Date up to and including the date when the refreshed Scheme Mandate Limit is utilised in full), for illustrative and reference purpose:

	As at the Latest Practicable Date		Immediately upon full exercise of the Outstanding Options and conversion of the Outstanding CBs		Immediately upon full exercise of the Outstanding Options and conversion of the Outstanding CBs as well as full utilisation of the refreshed Scheme Mandate Limit and issue of 44,293,526 new Shares in respect of all options and awards to be granted under the Share Schemes pursuant to the refreshed Scheme Mandate Limit (assuming that there will be no other change in the issued share capital of the Company from the Latest Practicable Date up to and including the date when the refreshed Scheme Mandate Limit is utilised in full)	
	Number of Shares	*Approx. % (Note 6)*	*Number of Shares (Note 7)*	*Approx. % (Note 6)*	*Number of Shares (Note 7)*	*Approx. % (Note 6)*
Substantial Shareholder						
Mr. Lui Yu Kin *(Note 1)*	55,696,000	12.6	63,012,320	12.0	63,012,320	11.1
Directors						
Mr. Chan Lap Jin Kevin *(Note 2)*	33,982,080	7.7	41,508,480	7.9	41,508,480	7.3
Mr. Yuen Yu Sum *(Note 3)*	6,904,480	1.6	14,430,880	2.7	14,430,880	2.5
Mr. Chung Chin Kwan *(Note 4)*	1,320,000	0.3	1,320,000	0.3	1,320,000	0.2
Mr. Law Wing Chung *(Note 5)*	211,200	–	1,462,000	0.3	1,462,000	0.3
Public Shareholders	344,821,504	77.8	403,748,958	76.8	403,748,958	70.9
Maximum number of new Shares that can be issued under the refreshed Scheme Mandate Limit	–	–	–	–	44,293,526	7.8
Total	**442,935,264**	**100.0**	**525,482,638**	**100.0**	**569,776,164**	**100.0**

Notes:

(1) As at the Latest Practicable Date, Mr. Lui Yu Kin, a substantial Shareholder, is interested in 55,696,000 Shares and holds an aggregate of 7,316,320 Outstanding Options.

(2) As at the Latest Practicable Date, Mr. Chan Lap Jin Kevin, an executive Director, is interested in 33,982,080 Shares and holds an aggregate of 7,526,400 Outstanding Options (including those remaining unvested).

(3) As at the Latest Practicable Date, Mr. Yuen Yu Sum, an executive Director and the chairman of the Board, is interested in 6,904,480 Shares and holds an aggregate of 7,526,400 Outstanding Options (including those remaining unvested).

(4) As at the Latest Practicable Date, Mr. Chung Chin Kwan, an independent non-executive Director, is interested, or deemed to be interested, in an aggregate of 1,320,000 Shares, comprising (i) 1,135,200 Shares beneficially owned by him; and (ii) 184,800 Shares beneficially owned by his spouse, Ms. Lam Ka Yee.

(5) As at the Latest Practicable Date, Mr. Law Wing Chung, a non-executive Director, is interested in 211,200 Shares and holds an aggregate of 1,250,800 Outstanding Options (including those remaining unvested).

(6) The percentage figures shown in the table above have been subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

(7) Given that the aggregate of 2,679,600 unvested Award Shares (which were granted to 13 Eligible Persons, all of whom are employees of the Group, under the 2022 Share Award Scheme) have been issued on 13 October 2023 and are currently held by an independent trustee for the sole purpose of holding the Award Shares on trust for the grantees, such 2,679,600 unvested Award Shares have no further potential dilution effect on the total number of issued Shares.

As illustrated above, the shareholding of the existing public Shareholders would be diluted from approximately 77.8% as at the Latest Practicable Date to (i) approximately 76.8% immediately upon full exercise of the Outstanding Options and conversion of the Outstanding CBs; and (ii) approximately 70.9% immediately upon full exercise of the Outstanding Options and conversion of the Outstanding CBs as well as full utilisation of the refreshed Scheme Mandate Limit and issue of 44,293,526 new Shares in respect of all options and awards to be granted under the Share Schemes pursuant to the refreshed Scheme Mandate Limit.

Taking into account the reasons for and benefits of the proposed refreshment of the Scheme Mandate Limit, in particular that the refreshed Scheme Mandate Limit would allow the Company to offer options and awards under the Share Schemes as incentives for their continuing commitment and contribution towards the sustainable growth of the Group, we consider that the dilution effect on the shareholding interests of the existing public Shareholders as a result of the grant of options and awards under the refreshed Scheme Mandate Limit is acceptable.

RECOMMENDATION

Having taken into account the principal factors and reasons set out above, we consider that the proposed refreshment of the Scheme Mandate Limit is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution to approve the proposed refreshment of the Scheme Mandate Limit at the EGM.

Yours faithfully,
For and on behalf of
Oshidori Corporate Finance Limited

Margaret Wong
Director

Ms. Margaret Wong is a licensed person registered with the Securities and Futures Commission of Hong Kong and regarded as a responsible officer of Oshidori Corporate Finance Limited to carry on Type 6 (advising on corporate finance) regulated activity as defined under the SFO and has over 17 years of experience in corporate finance industry.

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 an extraordinary general meeting (the "**EGM**") of Legendary Education Group Limited (the "**Company**") will be held at 5/F, World Interests Building, 8 Tsun Yip Lane, Kwun Tong, Kowloon, Hong Kong at 2:00 p.m. on Thursday, 2 January 2025 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

"**THAT** subject to and conditional upon the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") granting the approval of the listing of, and permission to deal in, such number of shares of the Company (the "**Shares**"), which may be issued in respect of all options and awards to be granted under all of the share schemes of the Company, not exceeding 10% of the issued share capital of the Company as at the date on which this resolution is passed, the refreshment of the scheme mandate limit on grant of options or awards under all of the share schemes of the Company up to 10% of the issued share capital of the Company as at the date on which this resolution is passed (the "**Refreshed Scheme Limit**") be and is hereby approved and the directors of the Company (the "**Directors**") be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange, to do such acts and execute such documents to implement the existing share schemes of the Company within the Refreshed Scheme Limit."

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

Hong Kong, 6 December 2024

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

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

Notes:

1. Any shareholder(s) of the Company (the "**Shareholder(s)**") entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a Shareholder.

2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Hong Kong branch share registrar and transfer office of the Company, 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 EGM (or any adjournment thereof).

3. For the purpose of determining the entitlement of the Shareholders to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 27 December 2024 to Thursday, 2 January 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, the Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Hong Kong branch share registrar and transfer office of the Company, 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 Tuesday, 24 December 2024.

4. Completion and delivery of a form of proxy shall not preclude a Shareholder from attending and voting in person at the EGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint holders of any Shares, any one of such joint holder may vote, either in person or by proxy in respect of such Shares as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

6. Any voting at the EGM shall be taken by poll.

7. The form of proxy shall be in writing under the hand of the appointer or his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.

8. The Chinese translation of this notice is for reference only and, in case of any inconsistency, the English version shall prevail.

9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect any time after 10:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will publish an announcement on the respective websites of the Company (www.legendaryedu.com) and the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises two executive Directors, namely, Mr. Yuen Yu Sum (Chairman) and Mr. Chan Lap Jin Kevin; three non-executive Directors, namely, Mr. Law Wing Chung, Dr. Tang Sing Hing Kenny and Ms. Mak Louisa Ming Sze; and three independent non-executive Directors, namely, Mr. Chung Chin Kwan, Mr. Chan Kim Fai Eddie and Mr. Chung Kwok Pan.