
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 a 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 Pacific Legend Group Limited (the “**Company**”), you should at once hand this circular together with the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Pacific Legend Group Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8547)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Function Room 1, Core E, Level 3, Cyberport 3, 100 Cyberport Road, Hong Kong, on Monday 25 May 2020 at 10:00 a.m. is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

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.

SPECIAL MEASURES FOR THE AGM

Please note that the following measures will be implemented for the AGM due to the COVID-19 pandemic (see page 4 for details):

- Compulsory temperature checks before entering the building where the AGM will be held; those with a fever may not be admitted.
- Wearing of face masks is compulsory at any time within the meeting venue and throughout the AGM.
- There will be no distribution of gifts and no refreshments.

This circular together with a form of proxy will remain on the GEM website at www.hkgem.com on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at www.pacificlegendgroup.com.

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This circular is prepared in both English and Chinese. In the event of any inconsistency, the English version shall prevail.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Function Room 1, Core E, Level 3, Cyberport 3, 100 Cyberport Road, Hong Kong on Monday, 25 May 2020 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 13 to 16 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2019
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Close associate(s)”	has the same meaning as defined in the GEM Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Pacific Legend Group Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM
“Controlling Shareholder(s)”	has the same meaning as defined in the GEM Listing Rules and in the case of the Company, means Double Lions Limited, Mr. John Warren McLennan, Ms. Tracy-Ann Fitzpatrick, Ms. Alison Siobhan Bailey, Mr. John Martin Rinderknecht and Mr. James Seymour Dickson Leach
“core connected person(s)”	has the same meaning as defined in the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM

DEFINITIONS

“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
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with Shares as set out in resolutions 4 and 6 of the AGM Notice
“Latest Practicable Date”	15 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Nomination Committee”	the nomination committee of the Board
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares as set out in resolution 5 of the AGM Notice
“SFO”	the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or modified from time to time
“%”	per cent

LETTER FROM THE BOARD

Pacific Legend Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8547)

Executive Directors:

Mr. John Warren McLennan (*Chairman*)
Ms. Tracy-Ann Fitzpatrick (*Vice Chairperson and Chief Executive Officer*)
Ms. Mok Lai Yin Fiona

Non-executive Director:

Mrs. Jennifer Carver McLennan

Independent Non-executive Directors:

Ms. Elaine June Cheung
Mr. Roderick Donald Nichol
Ms. Lale Kesebi

Registered office:

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

Principal place of business

in Hong Kong:
Units 1202–04, Level 12
Cyberport 2
100 Cyberport Road
Hong Kong

20 April 2020

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITOR
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding (i) the proposed renewal of the general mandates to issue and allot Shares and to repurchase Shares; (ii) the proposed re-election of Directors; and (iii) the proposed re-appointment of auditor of the Company, and to seek the Shareholders' approval of the resolutions relating to these matters at the AGM.

LETTER FROM THE BOARD

ISSUE MANDATE

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate to issue and allot further Shares representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions nos. 4 and 6 of the AGM Notice. The Shares which may be issued and allotted pursuant to the Issue Mandate is limited to a maximum of 20% of the issued Shares at the date of passing of the resolution approving the Issue Mandate. On the basis that 1,000,000,000 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Issue Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) could result in up to 200,000,000 Shares being issued and allotted by the Company.

REPURCHASE MANDATE

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in ordinary resolution no. 5 of the AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued Shares at the date of passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the GEM Listing Rules, in particular Rule 13.08, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I hereto.

RE-ELECTION OF THE DIRECTORS

Pursuant to Article 83(3) of the Articles, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of the Company after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election. Ms. Lale Kesebi who was appointed by the Board during the year will retire at the forthcoming AGM, and being eligible, offer herself, for re-election.

Pursuant to Article 84(1) of the Articles, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation at each annual general meeting, provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. As such, Mr. Roderick Donald Nichol and Ms. Elaine June Cheung will retire by rotation at the forthcoming AGM, and being eligible, will offer themselves for re-election.

The biographical details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

RE-APPOINTMENT OF THE AUDITOR

Baker Tilly Hong Kong Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

ANNUAL GENERAL MEETING

The notice convening the AGM at which ordinary resolutions will be proposed to approve the Issue Mandate and the Repurchase Mandate, to re-elect Directors and to re-appoint auditor of the Company are set out on pages 13 to 16 of this circular. According to Rule 17.47(4) of the GEM Listing Rules, the voting at the AGM will be taken by poll.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to be present at the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time holding the AGM or any adjournment thereof. Completion and return of a form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

CLOSURE OF THE REGISTER OF MEMBERS

For ascertaining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 20 May 2020 to Monday, 25 May 2020, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, 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, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 19 May 2020.

RECOMMENDATION

The Directors believe that the grant of the Issue Mandate, the Repurchase Mandate and the extension of the Issue Mandate, are in the best interests of the Company as well as its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of all resolutions approving such matters.

LETTER FROM THE BOARD

The Board is pleased to recommend the retiring Directors, to be re-elected as the Directors at the AGM. In addition, the Board also recommends all Shareholders to vote in favour of re-appointing Baker Tilly Hong Kong Limited as the auditor of the Company.

PRECAUTIONS IN LIGHT OF COVID-19 PANDEMIC

At the time of issuing this circular, many countries and regions around the world including Hong Kong are still devoting vigorous efforts to contain the COVID-19 pandemic. The situation is evolving and it is hard to predict when the crisis will end.

The health and safety of our Shareholders and staff are our top priority as we plan for the AGM. It is important that we continue to stay alert and help prevent the spread of the disease, and Shareholders are reminded to consider for themselves whether they should attend the AGM in person. The health risks posed by large scale gatherings should not be underestimated.

In order to protect attending Shareholders and staff of the Company from the risk of infection, the Company will implement the following precautionary measures at the AGM:

- Compulsory temperature checks for every attending Shareholder, proxy or other attendee at the entrance to the building where the AGM will be held. Any person with a fever or is unwell may be denied entry into the meeting venue.
- Any person who does not comply with the precautionary measures or is subject to any Hong Kong SAR Government prescribed quarantine may be denied entry into the meeting venue. Health declaration may be required.
- All attendees have to wear face masks within the meeting venue and throughout the AGM.
- There will be no distribution of gifts and no refreshments will be served.
- Appropriate seating spacing will be implemented to ensure safe distancing among attendees.

The Company also reminds Shareholders that attendance at the AGM in person is not necessary for the purpose of exercising voting rights. Shareholders may consider appointing the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the AGM in person.

LETTER FROM THE BOARD

The Company will watch out for updated guidelines and requirements from the Hong Kong SAR Government. In the event that the AGM has to be rescheduled due to the latest development of the COVID-19 pandemic, Shareholders will be notified of the revised date in the same manner as they would for a black rainstorm warning as set out in the notice of AGM.

Yours faithfully,

On behalf of the Board

Pacific Legend Group Limited

John Warren McLennan

Chairman and Executive Director

This appendix serves as an explanatory statement, as required pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules, to provide you with the requisite information for your consideration of the Repurchase Mandate.

1. EXERCISE OF THE REPURCHASE MANDATE

On the basis that 1,000,000,000 Shares are in issue as at the Latest Practicable Date and no further Shares are issued or repurchased prior to the AGM, exercise in full of the Repurchase Mandate could result in up to 100,000,000 Shares being repurchased by the Company during the period from the passing of resolution no. 5 set out in the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking, varying and renewing the Repurchase Mandate, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchases of Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share.

3. FUNDING AND EFFECT OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles and subject to the provisions of the Companies Law, out of capital.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2019, being the date of its latest published audited financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. UNDERTAKING OF DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

5. INTENTION TO SELL SHARES

None of the Directors or, to the best of their knowledge, having made all reasonable enquiries, their respective close associates, has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell any Shares to the Company or its subsidiaries.

6. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) 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.

As at the Latest Practicable Date, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as was known to, or could be ascertained after reasonable enquiry by the Directors, the Controlling Shareholders, namely, Double Lions Limited, Mr. John Warren McLennan, Ms. Tracy-Ann Fitzpatrick, Ms. Alison Siobhan Bailey, Mr. John Martin Rinderknecht and Mr. James Seymour Dickson Leach, together control 63.53% interest in the issued Shares. As a result, each of the Controlling Shareholders is deemed to be interested in such 635,330,000 Shares, representing 63.53% of the total number of the issued Shares, as at the Latest Practicable Date.

In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the ordinary resolution no. 5 to be proposed at the AGM, the aforesaid interests of the Controlling Shareholders, in the issued Shares as at the Latest Practicable Date would be proportionally increased from 63.53% to approximately 70.59%.

In the view of this, an exercise of the Repurchase Mandate in full would not result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Save as disclosed above, the Directors are not aware of any consequence which may arise under the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in the hands of public falling below the prescribed minimum percentage of 25% of the total number of Shares in issue.

7. SHARE PURCHASED BY THE COMPANY

The Company has not purchased any of its Shares (whether on GEM or otherwise) in the previous six months.

8. CORE CONNECTED PERSON

No core connected person has notified the Company that he/she/it has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

9. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on GEM during each of 12 months preceding and up to and including the Latest Practicable Date were as follows:

	Shares	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2019		
April	0.232	0.195
May	0.208	0.151
June	0.180	0.124
July	0.144	0.078
August	0.199	0.142
September	0.188	0.149
October	0.159	0.115
November	0.127	0.089
December	0.143	0.090
2020		
January	0.130	0.099
February	0.115	0.090
March	0.106	0.051
April (up to the Latest Practicable Date)	0.084	0.051

Stated below are the details of the Directors who will retire and be eligible for re-election at the AGM in accordance with the Articles.

Mr. Roderick Donald Nichol, aged 52, has been an independent non-executive Director since 19 June 2018. He is also the chairman of the Remuneration Committee and a member of the Audit and Nomination Committees. He is responsible for giving independent advice to the Board. Mr. Nichol received a Bachelor of Commerce degree from the University of British Columbia, Vancouver, Canada in 1990, and graduated from London Business School, the University of London, the United Kingdom with a Master of Business Administration degree in 1998. Mr. Nichol has more than 20 years of experience in the private investments, consulting and investment banking industries, and is currently a director of Lionsgate Capital Limited, a company engaged in private investment and advisory.

There is no service contract between the Company and Mr. Nichol but he does have a letter of appointment detailing the terms of his appointment. The term of office for Mr. Nichol is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. For the financial year ended 31 December 2019, Mr. Nichol's annual remuneration was HK\$60,000, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. Nichol will not be entitled to any bonus payment.

Save as disclosed, Mr. Nichol has not held directorship in other listed company during the past three years. He has not previously held and is not holding any other position with the Group. He does not have other relationships with any Directors, senior management, or other substantial or Controlling Shareholder(s) of the Company for the purpose of the GEM Listing Rules. There are no other matters relating to his re-election that need to be brought to the attention of the Shareholders, nor is there any other information that are required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50 (2)(v) of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Nichol is not interested in any Shares within the meaning of Part XV of the SFO.

Ms. Elaine June Cheung, aged 53, has been an independent non-executive Director since 19 June 2018. She is also the chairperson of the Audit Committee, and a member of the Remuneration and Nomination Committees. She is responsible for giving independent advice to the Board. Ms. Cheung graduated from San Francisco State University, California, the United States of America with a Bachelor of Science degree, majoring in business administration (accounting) in 1990. She became a member of the American Institute of Certified Public Accountants in 1994. Ms. Cheung has more than 18 years of experience in accounting and finance, and is the Chief Financial Officer of Regal Springs Group, a global vertically integrated aquaculture company. Prior to joining Regal Springs Group, she served a number of sizable companies including a multinational company in wholesaling and distribution of pharmaceutical, health and beauty products, a US-listed international apparel, footwear and accessories company. Ms. Cheung is a member of the audit committee for the United Nations World Food Programme since 2015. She served on the Board of Governors for the American Chamber of Commerce in Hong Kong from January 2016 to January 2019 and was appointed by Asian Development Bank as a nominee director at Mountain Hazelnut Group from 2018 to 2019.

There is no service contract between the Company and Ms. Cheung but she does have a letter of appointment detailing the terms of her appointment. The term of office for Ms. Cheung is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. For the financial year ended 31 December 2019, Ms. Cheung's annual remuneration was HK\$60,000, which is commensurate with her duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Ms. Cheung will not be entitled to any bonus payment.

Save as disclosed, Ms. Cheung has not held directorship in other listed company during the past three years. She has not previously held and is not holding any other position with the Group. She does not have other relationships with any Directors, senior management, or other substantial or Controlling Shareholder(s) of the Company for the purpose of the GEM Listing Rules. There are no other matters relating to her re-election that need to be brought to the attention of the Shareholders, nor is there any other information that are required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules. As at the Latest Practicable Date, Ms. Cheung is not interested in any Shares within the meaning of Part XV of the SFO.

Ms. Lale Kesebi, aged 51, was appointed as an independent non-executive Director on 13 June 2019. She is also the chairperson of the Nomination Committee, and a member of the Audit and Remuneration Committees. She is responsible for giving independent advice to the Board. She is currently the founder and chief executive officer of Human-at.Work, providing advisory services to other chief executive officers to help them build breakthrough transformation for their organizations. Before founding her own business at Human-at.Work in February 2018, Ms. Kesebi was the chief communication officer and head of strategic engagement for Li & Fung Limited, a company listed on the Main Board of the Stock Exchange (Stock Code: 494), from 2003 to February 2018. Ms. Kesebi holds a Bachelor of Laws degree from Schulich School of Law of Dalhousie University, Halifax, Nova Scotia, Canada.

Pursuant to the appointment letter, the appointment for Ms. Kesebi is for an initial term of one year commencing from 13 June 2019 and can be terminated by either party by giving at least three months' notice in writing. Ms. Kesebi is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. For the financial year ended 31 December 2019, Ms. Kesebi's annual remuneration was HK\$33,000, which is commensurate with her duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Ms. Kesebi will not be entitled to any bonus payment.

Save as disclosed, Ms. Kesebi has not held directorship in other listed company during the past three years. She has not previously held and is not holding any other position with the Group. She does not have other relationships with any Directors, senior management, or other substantial or Controlling Shareholder(s) of the Company for the purpose of the GEM Listing Rules. There are no other matters relating to her re-election that need to be brought to the attention of the Shareholders, nor is there any other information that are required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50 (2)(v) of the GEM Listing Rules. As at the Latest Practicable Date, Ms. Kesebi is not interested in any Shares within the meaning of Part XV of the SFO.

NOTICE OF ANNUAL GENERAL MEETING

Pacific Legend Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8547)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Pacific Legend Group Limited (the “**Company**”) will be held at Function Room 1, Core E, Level 3, Cyberport 3, 100 Cyberport Road, Hong Kong on Monday, 25 May 2020, at 10:00 a.m. for the following purposes:

1. To receive and approve the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2019;
2. To re-elect retiring directors and to authorise the board of directors of the Company to fix the remuneration of the directors;
3. To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and to authorise the board of directors of the Company to fix its remuneration;

As special business, to consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of the Hong Kong Limited (the “**GEM Listing Rules**”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options, including bonds and warrants to subscribe for shares of the Company, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Right Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company shall not exceed the aggregate of:
- (aa) 20% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution; and
- (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of issued shares of the Company as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable law of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolutions;

NOTICE OF ANNUAL GENERAL MEETING

“**Right Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares of the Company open for a period fixed by the directors of the Company to holder of shares of the Company on the Company’s register of members on a fixed record date in proportion to their then holdings of shares of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to purchase shares in the capital of the Company on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” shall have the same meaning as the resolution numbered 4(d) above.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and it is hereby extended by the addition to the aggregate number of the shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate number of the shares of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the Board
Pacific Legend Group Limited
John Warren McLennan
Chairman and Executive Director

Hong Kong, 20 April 2020

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, 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 holders, and for this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting is enclosed.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjournment thereof.
- (5) According to Rule 17.47(4) of the GEM Listing Rules, the voting at the AGM will be taken by poll.
- (6) For determining the entitlement to attend and vote at the meeting, the transfer books and register of members of the Company will be closed from Wednesday 20 May 2020 to Monday, 25 May 2020, both days inclusive, during which period no share transfers can be registered. In order to qualify for attending and voting at the meeting, the non-registered shareholders must lodge all transfer documents, accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 19 May 2020.
- (7) If typhoon signal No. 8 or above, or a “black” rainstorm warning is hoisted on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the GEM website at www.hkgem.com and the Company’s website at www.pacificlegendgroup.com.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
- (8) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.