

**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**

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A notice convening the annual general meeting of the Company to be held at Units 1202–04, Level 12, Cyberport 2, 100 Cyberport Road, Hong Kong, on Friday, 12 May 2023 at 10:00 a.m. (the “AGM”) is set out on pages 15 to 18 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 17/F Far East Finance Centre, 16 Harcourt Road, 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.

*This circular together with a form of proxy will remain on the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) 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](http://www.pacificlegendgroup.com).*

11 April 2023

## **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.**

# CONTENTS

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b>	
Introduction .....	3
Issue Mandate .....	4
Repurchase Mandate .....	4
Re-election of the Directors .....	4
Re-appointment of the Auditor .....	5
Annual General Meeting .....	5
Closure of the Register of Members .....	5
Recommendation .....	5
<b>APPENDIX I — EXPLANATORY STATEMENT</b> .....	7
<b>APPENDIX II — DETAILS OF DIRECTORS PROPOSED                   TO BE RE-ELECTED AT THE AGM</b> .....	10
<b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	15

*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 Units 1202–04, Level 12, Cyberport 2, 100 Cyberport Road, Hong Kong on Friday, 12 May 2023 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 15 to 18 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2022
“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 Act”	the Companies Act, Chapter 22 (Act 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
“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
“Group”	the Company and its subsidiaries from time to time
“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

## DEFINITIONS

“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”	30 March 2023, 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 Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or modified from time to time
“Single Largest Shareholders Group”	Double Lions Limited and the parties acting in concert with it, including Mr. John Warren McLennan, Ms. Tracy-Ann Fitzpatrick, Ms. Alison Siobhan Bailey, Mr. John Martin Rinderknecht and Mr. James Seymour Dickson Leach
“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 and Chief Executive Officer)*  
Mr. So Kin Ting Wilson  
Ms. Shawlain Ahmin  
Ms. Wong Wing Man  
Mr. Wong Ka Man

*Registered office:*

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

*Non-executive Director:*

Mrs. Jennifer Carver McLennan

*Principal place of business  
in Hong Kong:*

Units 1202-04, Level 12  
Cyberport 2  
100 Cyberport Road  
Hong Kong

*Independent Non-executive Directors:*

Mr. So Alan Wai Shing  
Mr. Lee Kwong Ming  
Mr. Lee Fung Lun  
Mr. Tom Kuet Szutu  
Mr. Kurt Kwai Ching Mak

11 April 2023

*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 the Directors; and (iii) the proposed re-appointment of the 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 the ordinary resolutions number 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 1,584,000,000 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 316,800,000 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 the ordinary resolution number 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 eligible for 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. Mr. Kurt Kwai Ching Mak, Mr. Tom Kuet Szutu, Ms. Shawlain Ahmin, Ms. Wong Wing Man and Mr. Wong Ka Man will retire at the forthcoming AGM, and being eligible, offer themselves, 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, Mrs. Jennifer Carver McLennan and Mr. Lee Kwong Ming 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 the Directors and to re-appoint the auditor of the Company are set out on pages 15 to 18 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 17/F Far East Finance Centre, 16 Harcourt Road, 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 Tuesday, 9 May 2023 to Friday, 12 May 2023, 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 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 May 2023.

### **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.

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.



**LETTER FROM THE BOARD**

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.

Yours faithfully

On behalf of the Board

**Pacific Legend Group Limited**

**John Warren McLennan**

*Chairman, Chief Executive Officer 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 1,584,000,000 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 158,400,000 Shares being repurchased by the Company during the period from the passing of the resolution number 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 Act 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 Act, 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 Act, 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 Act, 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 2022, 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, Double Lions Limited and parties acting in concert with it (including Mr. John Warren McLennan, Ms. Tracy-Ann Fitzpatrick, Ms. Alison Siobhan Bailey, Mr. John Martin Rinderknecht and Mr. James Seymour Dickson Leach) (collectively, the "**Single Largest Shareholders Group**") directly or indirectly held a total of 414,500,000 Shares, which constituted approximately 26.17% of the voting rights attaching to the issued share capital of the Company.

In the event that the Directors exercised in full the power to repurchase Shares in accordance with the terms of the ordinary resolution number 5 of the AGM Notice to be proposed at the AGM, the aforesaid interests of the Single Largest Shareholders Group, in the issued Shares as at the Latest Practicable Date would be proportionally increased from 26.17% to approximately 29.07%.

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:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
March	0.149	0.072
April	0.115	0.060
May	0.088	0.063
June	0.079	0.059
July	0.078	0.048
August	0.095	0.056
September	0.138	0.074
October	0.130	0.057
November	0.095	0.067
December	0.080	0.059
<b>2023</b>		
January	0.065	0.060
February	0.080	0.050
March (up to the Latest Practicable Date)	0.060	0.050

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.

**Mrs. Jennifer Carver McLennan** (“Mrs. McLennan”), aged 59, is a non-executive Director. Mrs. McLennan is responsible for assisting the Group in financial strategic planning. She is the spouse of Mr. John Warren McLennan (the chairman of the Board, executive Director and Chief Executive Officer of the Company) and a niece of Mr. John Martin Rinderknecht, a substantial shareholder of the Company and a member of the Single Largest Shareholders Group.

In May 1985, Mrs. McLennan graduated from Pomona College in Claremont, California, USA with a degree in international relations. Mrs. McLennan has more than 14 years of experience in asset management, investment advisory and technology.

There is no service contract between the Company and Mrs. McLennan but she does have a letter of appointment detailing the terms of her appointment. The term of office for Mrs. McLennan 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 2022, Mrs. McLennan’s 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. Mrs. McLennan will not be entitled to any bonus payment.

Mrs. McLennan has not held directorship in other listed company during the past three years. Saved as disclosed above, she has not previously held and is not holding any other position with the Company and its subsidiaries as at the Latest Practicable Date. Saved as disclosed above, 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 and there is no 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, the interests of Mrs. McLennan in the issued share capital of the Company and associated corporation (within the meaning of Part XV of the SFO) are set out below:

Name of Director/ chief executive	Name of Group member/ associated corporation	Nature of interest	Total number of shares	Approximate percentage of shareholding
Mrs. McLennan	the Company	Interest of spouse	414,500,000 Shares (note 1)	26.17%
	Double Lions Limited	Interest of spouse	2,530 shares of US\$1.00 each (note 2)	40.48%

*Note 1:* Mrs. McLennan is the spouse of Mr. John Warren McLennan and is deemed to be interested in all the Shares owned by Mr. John Warren McLennan by virtue of the SFO.

*Note 2:* Double Lions Limited is owned as to 40.48% by Mr. John Warren McLennan, 20.00% by Ms. Tracy-Ann Fitzpatrick, 14.88% by Ms. Alison Siobhan Bailey, 14.88% by Mr. John Martin Rinderknecht and 9.76% by Mr. James Seymour Dickson Leach (collectively, with Double Lions Limited, being the Single Largest Shareholders Group). Each member of the Single Largest Shareholders Group executed the deed of confirmation dated 12 February 2018 confirming the existence of their acting in concert and are deemed to be interested in all the Shares owned by Double Lions Limited.

**Mr. Lee Kwong Ming (“Mr. Lee”)**, aged 51, has been an independent non-executive Director since 22 April 2021. He is a fellow member and a practising certificate holder of Hong Kong Institute of Certified Public Accountants. He is also a fellow member of the Association of International Accountants. He is currently full-time practising on his own name and has more than 26 years’ experience in audit, tax and company secretarial services.

There is no service contract between the Company and Mr. Lee but there is a letter of appointment detailing the terms of his appointment. The term of office for Mr. Lee 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 2022, Mr. Lee’s remuneration is 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. Lee will not be entitled to any bonus payment.

Mr. Lee has been an independent non-executive director of WWKPG Holdings Company Limited (Stock Code: 08069, a company listed on GEM) since 4 July 2022. Saved as disclosed above, Mr. Lee 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 as at the Latest Practicable Date. 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 Rules 17.20(2)(v) of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Lee is not interested in any Shares within the meaning of Part XV of the SFO.

**Mr. Tom Szutu (“Mr. Szutu”)**, aged 50, was appointed as an independent non-executive Director of the Company on 27 May 2022 for an initial term of one year. He is currently the managing director of KNYSE Inc., a business management and strategy consulting firm incorporated in Canada. He was previously a director and chief operating officer of Daymak Inc., a company incorporated in Canada making and designing of light electric vehicles. He graduated from Haskayne School of Business of the University of Calgary, with a bachelor’s degree of commerce. He also holds a Chartered Investment Manager designation from the Canadian Securities Institute with over 25 years of experience in finance, capital markets and corporate governance.

There is no service contract between the Company and Mr. Szutu but there is a letter of appointment detailing the terms of his appointment. The term of office for Mr. Szutu is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Mr. Szutu's annual remuneration is 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. Szutu will not be entitled to any bonus payment. Mr. Szutu's remuneration was HK\$36,000 from the date of his appointment up to 31 December 2022.

Mr. Szutu has not held directorship in any listed company during the past three years. He is also the chairman of the Nomination Committee, and a member of each of the Remuneration Committee and the Audit Committee of the Company. Saved as disclosed above, he has not previously held and is not holding any other position with the Group as at the Latest Practicable Date. 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 Rules 17.20(2)(v) of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Szutu is not interested in any Shares within the meaning of Part XV of the SFO.

**Mr. Kurt Kwai Ching Mak** (“**Mr. Mak**”), aged 55, was appointed as an independent non-executive Director of the Company on 27 May 2022 for an initial term of one year. He is currently the chief financial officer of the Chipperry Group of companies incorporated in Canada and runs his own management and consulting practice in Canada. He has over 20 years of operational and senior finance experiences. He obtained a bachelor's degree of commerce in accounting from University of Saskatchewan in Canada and is currently a member of Chartered Professional Accountants of Ontario.

There is no service contract between the Company and Mr. Mak but there is a letter of appointment detailing the terms of his appointment. The term of office for Mr. Mak is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. Mr. Mak's annual remuneration is 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. Mak will not be entitled to any bonus payment. Mr. Mak's remuneration was HK\$36,000 from the date of his appointment up to 31 December 2022.

Mr. Mak has not held directorship in any listed company during the past three years. He has not previously held and is not holding any other position with the Group as at the Latest Practicable Date. 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 Rules 17.20(2)(v) of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Mak is not interested in any Shares within the meaning of Part XV of the SFO.

**Ms. Shawlain Ahmin** (“**Ms. Ahmin**”), aged 50, was appointed as an executive Director of the Company on 27 May 2022. She is currently a director of, and holds 50% interest in LW Secretaries Limited, a company incorporated in Hong Kong for the provision of company secretarial services to corporate and individual clients in Hong Kong and mainland China. She obtained a bachelor’s degree of arts in translation and Chinese from the Hong Kong Polytechnic University and has more than 25 years’ experiences in corporate services, business development, and strategic planning and operations.

Pursuant to Ms. Ahmin’s service agreement with the Company, her appointment is for an initial term of three years commencing on the date of her appointment, and would continue thereafter unless and until terminated by either party by giving at least three months’ notice in writing. Ms. Ahmin is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. She is entitled to receive a fixed salary of HK\$180,000 per annum, together with any other emolument as determined by the Board from time to time based on her performance, experience, responsibilities and prevailing market conditions. Ms. Ahmin’s remuneration was HK\$107,000 from the date of her appointment up to 31 December 2022.

Ms. Ahmin was appointed as an executive director of WWPKG Holdings Company Limited (Stock Code: 08069, a company listed on GEM of the Stock Exchange of Hong Kong Limited) since 22 June 2022. Save as disclosed above, Ms. Ahmin has not held directorship in other listed company during the past three years. Ms. Ahmin is currently a director of certain subsidiaries of 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 Rules 17.20(2)(v) of the GEM Listing Rules. As at the Latest Practicable Date, Ms. Ahmin is not interested in any Shares within the meaning of Part XV of the SFO.

**Ms. Wong Wing Man** (“**Ms. Wong**”), aged 45, was appointed as an executive Director with effect from 15 March 2023. She is currently a director and sole owner of Century Great Investments Limited, an investment holding company and also a substantial shareholder of the Company. Ms. Wong has more than 12 years of experience in customer relationship management, marketing, human resources management and administration. Ms. Wong holds a Master of business administration from Hong Kong Baptist University, a Postgraduate Diploma in Professional Accounting from Hong Kong Baptist University, and a Bachelor of Business Administrative Management from University of South Australia.

Pursuant to Ms. Wong’s service agreement with the Company, her appointment is for an initial term of three years commencing on the date of her appointment, and would continue thereafter unless and until terminated by either party by giving at least three months’ notice in writing. Ms. Wong is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. She is entitled to receive a fixed salary of HK\$360,000 per annum, together with any other emolument as determined by the Board from time to time based on her performance, experience, responsibilities and prevailing market conditions.



As at the Latest Practicable Date, Ms. Wong holds 215,050,000 shares of the Company through Century Great Investments Limited (representing 13.58% of the issued shares of the Company as at the Latest Practicable Date), which constitute an interest in the shares of the Company within the meaning of Part XV of the SFO.

Ms. Wong has not held directorship in any listed company during the past three years. She has not previously held and is not holding any other position with the Group up to the Latest Practicable Date. Save as disclosed above, 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 Rules 17.20(2)(v) of the GEM Listing Rules.

**Mr. Wong Ka Man** (“**Mr. Wong**”), aged 55, was appointed an executive Director of the Company with effect from 15 March 2023. He has about 33 years of experience in audit and accounts, with about 20 years of working experiences in companies listed on the Stock Exchange and New York Stock Exchange. Mr. Wong was awarded a higher diploma in accountancy from the Hong Kong Polytechnic University in November 2000. He is currently a member of the Association of Chartered Certified Accountants and a certified public accountant of the Hong Kong Institute of Certified Public Accountants.

Pursuant to Mr. Wong’s service agreement with the Company, his appointment is for an initial term of three years commencing on the date of his appointment, and would continue thereafter unless and until terminated by either party by giving at least three months’ notice in writing. Mr. Wong is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles. He is entitled to receive a fixed salary of HK\$420,000 per annum, together with any other emolument as determined by the Board from time to time based on his performance, experience, responsibilities and prevailing market conditions.

Mr. Wong has not held directorship in any listed company during the past three years. Mr. Wong was appointed as a joint company secretary of the Company with effect from 20 December 2022 and became the sole company secretary of the Company with effect from 15 March 2023 following the resignation of the other former joint company secretary. Save as disclosed above, he has not previously held and is not holding any other position with the Group as at the Latest Practicable Date, and he shall be appointed as a director of certain subsidiaries of the Group in due course. 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 Rules 17.20(2)(v) of the GEM Listing Rules. As at the Latest Practicable Date, Mr. Wong 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 Units 1202–04, Level 12, Cyberport 2, 100 Cyberport Road, Hong Kong on Friday, 12 May 2023, 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 2022;
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;
  - (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 paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights 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

## NOTICE OF ANNUAL GENERAL MEETING

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;

“**Rights 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 holders of shares of the Company whose names stand 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 exclusions 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).”

## NOTICE OF ANNUAL GENERAL MEETING

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 Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and 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.”
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 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, Chief Executive Officer and Executive Director*

Hong Kong, 11 April 2023

## NOTICE OF ANNUAL GENERAL MEETING

*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 17/F Far East Finance Centre, 16 Harcourt Road, 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 Tuesday, 9 May 2023 to Friday, 12 May 2023, 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 17/F Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, 8 May 2023.
- (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 Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.pacificlegendgroup.com](http://www.pacificlegendgroup.com) 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.