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## **Pacific Legend Group Limited**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8547)**

### **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 12 MAY 2023**

### **(2) RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES AND (3) RESIGNATION OF EXECUTIVE DIRECTOR**

#### **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The Board is pleased to announce that all the resolutions set out in the Notice of Annual General Meeting dated 11 April 2023 were duly passed by the Shareholders by way of poll at the Annual General Meeting held on 12 May 2023 (the “AGM”).

References are made to a circular (the “Circular”) and the Notice of Annual General Meeting (the “Notice”) of Pacific Legend Group Limited (the “Company”) dated 11 April 2023. Unless otherwise specified, capitalized terms used in this announcement shall have the same meaning as those defined in the Circular and the Notice.

Three executive directors, Ms. Shawlain Ahmin, Ms. Wong Wing Man and Mr. Wong Ka Man attended the AGM in person; two executive directors (Mr. John Warren McLennan and Mr. So Kin Ting Wilson), one non-executive director (Mrs. Jennifer Carver McLennan) and five independent non-executive directors (Mr. So Alan Wai Shing, Mr. Lee Kwong Ming and Mr. Lee Fung Lun, Mr. Tom Kuet Szutu and Mr. Kurt Kwai Ching Mak) attended by electronic means.

As at the date of the AGM, the total number of Shares was 1,584,000,000 Shares, all the Shareholders of which were entitled to attend and vote for or against the resolutions at the AGM. No Shareholders were required to abstain from voting on the resolutions proposed at the AGM. In addition, there were no shares entitling the holders to attend and abstain from voting in favour of the resolutions proposed at the AGM according to Rule 17.47A of the GEM Listing Rules. None of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking. The poll results of all the resolutions proposed at the AGM are as follows:

Ordinary resolutions proposed at the AGM*		Number of votes cast and approximate percentage of total number of votes cast	
		For	Against
1.	To receive and approve the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2022	922,380,000 (100.00%)	0 (0.00%)
2.	(a) To re-elect Mrs. Jennifer Carver McLennan as a non-executive director	414,510,000 (44.94%)	507,870,000 (55.06%)
	(b) To re-elect Mr. Lee Kwong Ming as an independent non-executive director	922,380,000 (100.00%)	0 (0.00%)
	(c) To re-elect Mr. Tom Kuet Szutu as an independent non-executive director	414,510,000 (44.94%)	507,870,000 (55.06%)
	(d) To re-elect Ms. Shawlain Ahmin as an executive director	922,380,000 (100.00%)	0 (0.00%)
	(e) To re-elect Mr. Kurt Kwai Ching Mak as an independent non-executive director	414,510,000 (44.94%)	507,870,000 (55.06%)
	(f) To re-elect Ms. Wong Wing Man as an executive director	922,380,000 (100.00%)	0 (0.00%)
	(g) To re-elect Mr. Wong Ka Man as an executive director	414,510,000 (44.94%)	507,870,000 (55.06%)
	(h) To authorise the board of directors of the Company to fix the remuneration of the directors	922,380,000 (100.00%)	0 (0.00%)
3.	To re-appoint Baker Tilly Hong Kong Limited as the auditor of the Company and authorise the board of directors of the Company to fix its remuneration	922,380,000 (100.00%)	0 (0.00%)
4.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with the unissued shares of the Company and to make or grant offers, agreements and options to the extent of not more than 20% of the number of issued shares of the Company	922,380,000 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the directors of the Company to purchase the Company's Shares to the extent of 10% of the number of issued shares of the Company	922,380,000 (100.00%)	0 (0.00%)
6.	Conditional on the passing of resolutions numbered 4 and 5, to extend the issue mandate under resolution numbered 4	922,380,000 (100.00%)	0 (0.00%)

\*Full text of the relevant resolution is set out in the notice dated 11 April 2023 convening the AGM.

As more than 50% of the votes were cast in favour of the resolutions numbered 1, 2(b), 2(d), 2(f), 2(h), 3, 4, 5 and 6, the aforesaid resolutions were duly passed as ordinary resolutions of the Company.

## **(2) RETIREMENT OF DIRECTORS AND CHANGE OF COMPOSITION OF BOARD COMMITTEES**

As stated in the Circular, Mrs. Jennifer Carver McLennan (“**Mrs. McLennan**”), Mr. Tom Kuet Szutu (“**Mr. Szutu**”), Mr. Kurt Kwai Ching Mak (“**Mr. Mak**”) and Mr. Wong Ka Man (“**Mr. Wong**”) would retire at the AGM in accordance with the Articles of Association of the Company. As the resolutions for re-election of the aforesaid Directors were not passed by the Shareholders at the AGM,

- (a) Mrs. McLennan has retired as a non-executive Director;
- (b) Mr. Szutu and Mr. Mak have retired as independent non-executive Directors; and
- (c) Mr. Wong has retired as an executive Director.

with effect from the conclusion of the AGM (the “**Retirement**”).

The Board is not aware of any disagreement with each of Mrs. McLennan, Mr. Szutu, Mr. Mak and Mr. Wong, or any matter relating to the Retirement of the above-mentioned Directors that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Following the conclusion of the AGM,

- (a) Mr. Szutu ceased to be (i) the chairperson of the Nomination Committee, (ii) a member of each of the Audit Committee and Remuneration Committee; and
- (b) Mr. Mak ceased to be (i) the chairperson of the Remuneration Committee, (ii) a member of each of the Audit Committee and Nomination Committee.

The Board also announced, following the conclusion of the AGM,

- (a) Mr. Lee Kwong Ming, an independent non-executive Director, has been appointed as (i) the chairman of the Nomination Committee, (ii) a member of each of the Audit Committee and Remuneration Committee;
- (b) Mr. Lee Fung Lun, an independent non-executive Director, has been appointed as (i) the chairman of the Remuneration committee, (ii) a member of each of the Audit Committee and Nomination Committee; and
- (c) Ms. Wong Wing Man, an executive Director, has been appointed as the member of each of Remuneration Committee and Nomination Committee.

## **(3) RESIGNATION OF DIRECTORS**

The Board also announces that with effect from 12 May 2023, Mr. So Kin Ting Wilson (“**Mr. Wilson So**”) has resigned as an executive Director of the Company due to his other business engagements which require more of his attention and dedication.

Mr. Wilson So has confirmed to the Company that he has no disagreement with the Board and there is no other matter relating to their resignations that need to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board would like to take this opportunity to express its sincere gratitude and great appreciation to the outgoing Directors for their valuable contributions to the Company during their respective tenures in office and wish them every success in future.

By order of the Board

**Pacific Legend Group Limited**

**Wong Ka Man**

*Company Secretary*

Hong Kong, 12 May 2023

*As at the date of this announcement, the Board comprises Mr. John Warren McLennan, Ms. Shawlain Ahmin and Ms. Wong Wing Man as executive Directors; and Mr. So Alan Wai Shing, Mr. Lee Kwong Ming and Mr. Lee Fung Lun, as independent non-executive Directors.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange for the purposes 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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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