
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect about this circular or as to the action to be taken, you should consult your 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 Legend Strategy International Holdings Group Company Limited, you should at once hand this circular and proxy form enclosed herein to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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LEGEND STRATEGY INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED

枋濬國際集團控股有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 1355)

PROPOSAL FOR
(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Legend Strategy International Holdings Group Company Limited to be held at Suite 1705, 17/F, World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong on Friday, 22 May 2020, at 3:00 p.m. is set out on pages 15 to 19 of this circular.

Whether or not you are able to attend the annual general meeting, please complete the accompanying 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, Union Registrars Limited, Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting (i.e. at or before 3:00 p.m. on Wednesday, 20 May 2020 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

20 April 2020

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DEFINITIONS

In this circular (other than in the notice of AGM), unless the context otherwise requires, the following expressions have the following meanings:

“2019 Annual Report”	the annual report of the Company for the year ended 31 December 2019
“AGM” or “2020 AGM”	the annual general meeting of the Company to be held at Suite 1705, 17/F, World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong on Friday, 22 May 2020, at 3:00 p.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Company”	Legend Strategy International Holdings Group Company Limited, an exempted company incorporated in the Cayman Islands with limited liability, with its Shares listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“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
“Latest Practicable Date”	9 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice of AGM”	the notice of AGM as set out on pages 15 to 19 of this circular
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Buy-backs Code”	the Code on Share Buy-backs
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code” the Code on Takeovers and Mergers

“%” per cent

LETTER FROM THE BOARD



LEGEND STRATEGY INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED
枋濬國際集團控股有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 1355)

Executive Directors:

Mr. Chen Wu (*Chief Executive Officer*)
Mr. Chung Tin Yan

Non-executive Directors:

Mr. Yuan Fuer (*Chairman*)
Mr. Hu Xinglong

Independent non-executive Directors:

Mr. Wu Jilin
Mr. Du Hongwei
Ms. Li Zhou

Registered office:

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

Principal place of

business in Hong Kong:
Suite 1705, 17/F
World-Wide House
No. 19 Des Voeux Road Central
Central
Hong Kong

20 April 2020

To the Shareholders,

Dear Sir or Madam,

PROPOSAL FOR
(I) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(II) RE-ELECTION OF DIRECTORS;
AND
NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the granting to the Directors of general mandates to issue securities of the Company and repurchase Shares up to 20% and 10%, respectively of the total number of Shares in issue as at the date of the passing of such resolutions; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SECURITIES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 31 May 2019, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and to issue securities respectively. Up to the Latest Practicable Date, such mandates have not been used. Such mandates will lapse at the conclusion of the 2020 AGM.

Ordinary resolutions will be proposed at the 2020 AGM to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on another stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing of such resolution (i.e. not exceeding 44,836,370 Shares on the basis that the existing issued share capital of the Company of 448,363,708 Shares remains unchanged as at the date of the 2020 AGM) (the **“Repurchase Mandate”**);
- (b) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing of such resolution (i.e. not exceeding 89,672,741 Shares on the basis that the existing issued share capital of the Company of 448,363,708 Shares remains unchanged as at the date of the 2020 AGM) (the **“Issuance Mandate”**); and
- (c) to extend the Issuance Mandate by an amount representing the number of Shares repurchased by the Company since the granting of the Issuance Mandate pursuant to and in accordance with the Repurchase Mandate (the **“Extension Mandate”**).

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2020 AGM, unless previously, revoked or varied by ordinary resolution of the shareholders in general meeting.

In accordance with the requirements of the Listing Rules, the Company shall (at the same time as the notice of the AGM is sent) send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board comprised two executive Directors, namely Mr. Chen Wu and Mr. Chung Tin Yan; two non-executive Directors, namely Mr. Yuan Fuer and Mr. Hu Xinglong; and three independent non-executive Directors, namely Mr. Wu Jilin, Mr. Du Hongwei and Ms. Li Zhou.

LETTER FROM THE BOARD

Pursuant to Article 84(1) of the Articles, at each annual general meeting, 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 provided that each Director will be subject to retirement by rotation at least once every three (3) years at the annual general meeting, provided always that any Director appointed pursuant to Article 83(3) of the Articles shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting. The Directors to retire in every year shall be those who have been longest in office since their last re-election but as between persons who were last re-elected Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Pursuant to Article 83(3) of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election.

Pursuant to Article 83(3) of the Articles, Mr. Chen Wu (who was appointed by the Board as an executive Director with effect from 20 March 2020) and Mr. Chung Tin Yan (who was appointed by the Board as an executive Director with effect from 31 December 2019) shall retire and hold office until the AGM and be eligible for re-election. In addition, pursuant to Article 84 of the Articles, Mr. Wu Jilin and Mr. Du Hongwei shall retire from office at the AGM and be eligible for re-election. The above Directors will offer themselves for re-election at the AGM.

On 20 March 2020, the Board, having reviewed the Board's composition and noted that Mr. Chen Wu, Mr. Chung Tin Yan, Mr. Wu Jilin and Mr. Du Hongwei are eligible for nomination and re-election under the Articles and the Company's policy for nomination of Directors, resolved to make recommendations on the re-election of the above Directors by the Shareholders at the AGM.

The recommendations on re-election were made in accordance with the Company's policy for nomination of Directors and took into account the diversity aspects (including, without limitation, age, cultural and educational background, professional experience, skills, knowledge and length of service) under the board diversity policy of the Company. The Board also took into consideration the perspectives, skills and experience that Mr. Wu Jilin and Mr. Du Hongwei could bring to the Board as independent non-executive Directors, including without limitation Mr. Wu's experience as an executive partner of an accounting firm and Mr. Du's experience in financial and investment management and their contributions to the Board and its diversity. The Company has received from Mr. Wu and Mr. Du the annual confirmations of their independence according to rule 3.13 of the Listing Rules and the Board is satisfied with their independence with reference to the guidelines set out therein.

LETTER FROM THE BOARD

Article 85 of the Articles provides that no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given, and notice in writing signed by that person of his willingness to be elected shall have been given to the Company during the period commencing no earlier than the day after the despatch of the notice of the general meeting appointed for such election and ending no later than seven (7) days prior to the date of such general meeting, provided that such period shall be at least seven days.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice in writing of his intention to propose such person for election as a Director and the notice in writing executed by the nominee of his willingness to be elected must be validly served at the principal place of business in Hong Kong at Suite 1705, 17/F, World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong on or before 15 May 2020.

Pursuant to rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting.

Brief biographical details of the retiring Directors who are offered to be re-elected at the AGM are set out in Appendix I to this circular. If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the printing of this circular, the Company will issue a supplementary circular to inform the Shareholders of the details of the additional candidate proposed.

AGM

The notice of AGM to be held at Suite 1705, 17/F, World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong on Friday, 22 May 2020, at 3:00 p.m. is set out on pages 15 to 19 of this circular. A copy of the 2019 Annual Report is despatched to the Shareholders together with this circular. Ordinary resolutions in respect of, *inter alia*, the re-election of Directors and the general mandates to issue securities of the Company and repurchase Shares will be proposed at the AGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The resolutions to be proposed at the AGM do not relate purely to a procedural or administrative matter. Accordingly, all resolutions set out in the notice of AGM will be put to vote by way of poll at the AGM. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. at or before 3:00 p.m. on Wednesday, 20 May 2020 (Hong Kong time)) 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 should you so wish.

RECOMMENDATIONS

The Directors consider that the proposed ordinary resolutions in relation to (i) the grant of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of the Directors are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
By Order of the Board of
Legend Strategy International Holdings Group Company Limited
Yuan Fuer
Chairman

The biographical details of the Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

1. CHEN WU (陳武)

Mr. Chen Wu (“Mr. Chen”), aged 54, was appointed as an executive Director and the Chief Executive Officer of the Company with effect from 20 March 2020. Mr. Chen graduated with a bachelor degree in applied mathematics from Huazhong Polytechnic University* (華中理工大學) (formerly known as Huazhong College of Engineering* (華中工學院)) in 1987 and graduated from the postgraduate programme in economics management engineering from Huazhong Polytechnic University* (華中理工大學) in 1989. After graduation, Mr. Chen worked for Agricultural Bank of China from July 1989 to September 2016. He successively held positions as the Deputy General Manager of International Business Department and Offshore Business Department in Shenzhen Branch, the General Manager of Institutional Business Department in Shenzhen Branch and the President of Branch in Shenzhen Nanshan District of Agricultural Bank of China. Mr. Chen has been the Vice-president and the General Manager of Treasury Department of Shenzhen Hazens Real Estate Group Company Limited from September 2016 to February 2020.

The appointment terms of 3 years of Mr. Chen can be terminated at any time by either party giving to the other not less than 1 month’s notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Chen is entitled to receive a remuneration of HK\$1,580,000 per annum and discretionary bonus pursuant to the service contract entered into with Mr. Chen. Mr. Chen’s remuneration is determined by reference to, the prevailing market conditions and his duties and responsibilities in the Company.

As at the Latest Practicable date, Mr. Chen does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company and does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, (i) Mr. Chen has confirmed that he does not hold any position with the Company or any other member of the Group nor any other directorship in any other listed public companies in the three years preceding the Latest Practicable Date; (ii) there is no other information required to be disclosed pursuant to the requirements of rule 13.51(2) of the Listing Rules; and (iii) there is no other matter in relation to the standing for re-election as a Director which needs to be brought to the attention of the Shareholders and the Stock Exchange.

2. CHUNG TIN YAN (鍾天昕)

Mr. Chung Tin Yan (“Mr. Chung”), aged 36, was appointed as an executive Director and the Chief Financial Officer of the Company with effect from 31 December 2019 and was appointed as the Financial Controller and the Company Secretary of the Company in February 2017. Mr. Chung graduated from the Hong Kong Polytechnic University with a degree of bachelor of arts in accountancy in 2005. He has over 13 years of experience in corporate finance, investment, auditing and accounting. Prior to joining the Company, Mr. Chung held various senior positions in the management team of the Chief Operating Officer with Hutchison Telecommunications Hong Kong Holdings Limited (stock code: 0215). He has also worked as an audit manager at Deloitte Touche Tohmatsu. Mr. Chung also has extensive experience in fund raising activities in Hong Kong and in the United States. He is a member of Hong Kong Institute of Certified Public Accountants.

The appointment terms of 3 years of Mr. Chung can be terminated at any time by either party giving to the other not less than 1 month’s notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Chung is entitled to receive a remuneration of HK\$900,000 per annum and discretionary bonus pursuant to the service contract entered into with Mr. Chung. Mr. Chung’s remuneration is determined by reference to, the prevailing market conditions and his duties and responsibilities in the Company.

As at the Latest Practicable date, Mr. Chung does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company and does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, (i) Mr. Chung has confirmed that he does not hold any position with the Company or any other member of the Group nor any other directorship in any other listed public companies in the three years preceding the Latest Practicable Date; (ii) there is no other information required to be disclosed pursuant to the requirements of rule 13.51(2) of the Listing Rules; and (iii) there is no other matter in relation to the standing for re-election as a Director which needs to be brought to the attention of the Shareholders and the Stock Exchange.

3. WU JILIN (吳吉林)

Mr. Wu Jilin (“Mr. Wu”), aged 52, was appointed as an independent non-executive Director of the Company with effect from 15 August 2018 and the chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee with effect from 6 September 2018. Mr. Wu holds a Master Degree in Accounting from Jiangxi University of Finance and Economics. Mr. Wu was an executive partner of Shenzhen Lianchuang Lixin Certified Public Accountants since January 2005 and is an adjunct professor of Accounting Faculty and a tutor of part-time master students at Jiangxi University of Finance and Economics since November 2015 and September 2016 respectively. He is a member of the Society of Chinese Accountants and Auditors since 2013.

The appointment terms of 3 years of Mr. Wu can be terminated at any time by either party giving to the other not less than 1 month’s notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Wu is entitled to receive a remuneration of HK\$120,000 per annum pursuant to the service contract entered into with Mr. Wu. Mr. Wu’s remuneration is determined by reference to, the prevailing market conditions and his duties and responsibilities in the Company.

As at the Latest Practicable date, Mr. Wu does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company and does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, (i) Mr. Wu has confirmed that he does not hold any position with the Company or any other member of the Group nor any other directorship in any other listed public companies in the three years preceding the Latest Practicable Date; (ii) there is no other information required to be disclosed pursuant to the requirements of rule 13.51(2) of the Listing Rules; and (iii) there is no other matter in relation to the standing for re-election as a Director which needs to be brought to the attention of the Shareholders and the Stock Exchange.

4. DU HONGWEI (杜宏偉)

Mr. Du Hongwei (“Mr. Du”), aged 52, was appointed as an independent non-executive Director of the Company with effect from 15 August 2018 and the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee with effect from 6 September 2018. Mr. Du holds a Master’s Degree in Economics from Fudan University (復旦大學). Mr. Du was the vice president, chief financial officer and joint company secretary of Sunshine 100 China Holdings Ltd (Stock Code: 2608) from December 2013 to July 2016, January 2014 to March 2016 and June 2014 to March 2016, respectively. Mr. Du was the general manager of Tianjin Yufeng Equity Investment Management Company Limited (天津裕豐股權投資有限公司) from September 2009 to May 2012. Mr. Du was a director of Sichuan Dikang Sci & Tech Pharmaceutical Industry Co., Ltd. (now known as Sichuan Languang Development Co., Ltd.), a company listed on the Shanghai Stock Exchange (Shanghai Stock Exchange Stock Code: 600466) from November 2007 to October 2008. Mr. Du was an independent non-executive director of Enviro Energy International Holdings Ltd (Stock Code: 1102) from June 2019 to October 2019.

The appointment terms of 3 years of Mr. Du can be terminated at any time by either party giving to the other not less than 1 month’s notice, subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Du is entitled to receive a remuneration of HK\$120,000 per annum pursuant to the service contract entered into with Mr. Du. Mr. Du’s remuneration is determined by reference to, the prevailing market conditions and his duties and responsibilities in the Company.

As at the Latest Practicable date, Mr. Du does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company and does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

Saved as disclosed above, (i) Mr. Du has confirmed that he does not hold any position with the Company or any other member of the Group nor any other directorship in any other listed public companies in the three years preceding the Latest Practicable Date; (ii) there is no other information required to be disclosed pursuant to the requirements of rule 13.51(2) of the Listing Rules; and (iii) there is no other matter in relation to the standing for re-election as a Director which needs to be brought to the attention of the Shareholders and the Stock Exchange.

* For identification purpose

This Appendix contains the particulars that are required under Rule 10.06(1)(b) of the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the AGM in relation to the proposed Share Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 448,363,708 Shares. Subject to the passing of the resolution granting the proposed mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 44,836,370 Shares, which represent 10% of the then issued shares of the Company, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

The Directors would exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. On the basis of the consolidated financial position of the Company as at 31 December 2019, being the date to which the latest published audited financial statements of the Company were made up, if the general mandate to repurchase Shares was to be exercised in full at any time during the proposed repurchase period, it may have an adverse impact on the working capital and gearing level of the Company.

The Directors do not propose to exercise the mandate to repurchase Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company as compared with the position disclosed in the latest published audited financial statements of the Company or the gearing level which, in the opinion of the Directors, are from time to time appropriate for the Company.

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the proposed mandate to repurchase Shares would be financed out of funds legally available for such purpose in accordance with the Company's Articles, the applicable laws of Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution.

EFFECT OF THE TAKEOVERS CODE AND SHARE BUY-BACKS CODE

Upon the exercise of the power to repurchase Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interests in the voting rights of the Company increases, and such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Share Buy-backs Code. Accordingly, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 of the Takeovers Code.

As at the Latest Practicable Date, Hehui International Development Limited was beneficially interested in Shares as follows:

Name of Shareholder(s)	Number of Shares held	Approximate % of the issued share capital	Approximate % of the issued share capital should the Share Repurchase Mandate be
			exercised in full
Hehui International Development Limited	321,580,510	71.72%	79.69%

Based on such interests in the Shares and in the event that the Directors exercise in full the power to repurchase Shares under the Share Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the AGM, the interests of Hehui International Development Limited will be increased to approximately 79.69% of the total issued share capital of the Company. To the best of the knowledge and belief of the Directors, such increase in the interests of Hehui International Development Limited will not give rise to an obligation to make a mandatory general offer under Rules 26 of the Takeovers Code. The Directors are aware that such increase will reduce the amount of Shares held by the public to be less than 25%. The Directors have no present intention to repurchase Shares to the extent that it will result in the amount of Shares held by the public being reduced to less than 25% of the total issued share capital of the Company such that the Company cannot satisfy its minimum requirement for public float under the Listing Rules if the Share Repurchase Mandate is approved at the AGM.

PRICE OF THE SHARES

The following table shows the highest and lowest prices at traded on the Stock Exchange in each of the last twelve months:

	Shares	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
2019		
April	0.80	0.66
May	0.71	0.62
June	0.68	0.60
July	0.66	0.54
August	0.63	0.47
September	0.54	0.47
October	0.51	0.33
November	0.45	0.30
December	0.50	0.36
2020		
January	0.69	0.48
February	0.50	0.37
March	0.40	0.21
April (up to the Latest Practicable Date)	0.28	0.28

REPURCHASE OF SHARES

No purchase of Shares had been made by the Company in the six months immediately preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

NOTICE OF AGM



LEGEND STRATEGY INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED

枋濬國際集團控股有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 1355)

NOTICE OF AGM

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the Legend Strategy International Holdings Group Company Limited (the “**Company**”) will be held at Suite 1705, 17/F, World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong on Friday, 22 May 2020, at 3:00 p.m. for the purpose of considering and, if though fit, passing (with or without modifications) the following ordinary resolutions (the “**Resolutions**”) of the Company.

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors of the Company (“**Directors**”) and the independent auditors of the Company (“**Auditors**”) for the year ended 31 December 2019.
2. (A) To re-elect Mr. Chen Wu as an executive Director.
(B) To re-elect Mr. Chung Tin Yan as an executive Director.
(C) To re-elect Mr. Wu Jilin as an independent non-executive Director.
(D) To re-elect Mr. Du Hongwei as an independent non-executive Director.
3. To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint ZhongHui Anda CPA Limited as the Auditors and authorize the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments, the following ordinary resolutions as:

5(A) “**THAT**

- (a) subject to paragraph (c) below the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company

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(“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval given in paragraph (a) above shall authorize the Directors 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 total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval given in paragraph (a) above otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time;

shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this Resolution and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) of this Resolution, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 any applicable laws to be held; and

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- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their holdings of such Shares at that date (subject to such exclusion or other arrangements as the Directors 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 any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

(B) **“THAT:**

- (a) subject to paragraph (b) below the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Code on Share Buy-backs, subject to and in accordance with all applicable laws and the Rules Governing the Listing of securities on the Stock Exchange (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be repurchased by the Company pursuant to paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this Resolution, and the said approval granted shall be limited accordingly;
- (c) subject to the passing of each of the paragraphs (a) and (b) of this Resolution, any prior approvals of the kind referred to in paragraphs (a) and (b) of this Resolution which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier 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 any applicable laws to be held; and

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(iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- (C) “**THAT** conditional upon the passing of Resolutions No. 5(A) and 5(B) as set out in the notice convening the Meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution No. 5(A) as set out in the notice convening the Meeting be and is hereby extended by the addition of the number of shares of the Company repurchased by the Company since the granting of such a general mandate under the authority granted pursuant to Resolution No. 5(B) as set out in the notice convening the Meeting, provided that such number of shares of the Company shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of Resolution No. 5(B).”

By Order of the Board

Legend Strategy International Holdings Group Company Limited

Yuan Fuer

Chairman

Hong Kong, 20 April 2020

Registered office:

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

Principal place of

business in Hong Kong:
Suite 1705, 17/F
World-Wide House
No. 19 Des Voeux Road Central
Central
Hong Kong

Notes:

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and vote in his or her stead. A proxy needs not be a member of the Company.
3. A form of proxy in respect of the AGM is enclosed. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending the Meeting and voting in person if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.

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4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than 48 hours before the time fixed for the Meeting (i.e. at or before 3:00 p.m. on Wednesday, 20 May 2020 (Hong Kong time)) or any adjournment thereof.
5. Where there are joint registered holders of any Share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Monday, 18 May 2020 to Friday, 22 May 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration not later than 4:00 p.m. on Friday, 15 May 2020.
7. In respect of Resolution No. 5(A) above, the Directors wish to state that they have no immediate plans to issue any new securities of the Company under this mandate. Approval is being sought from members as a general mandate, in compliance with the Hong Kong Companies Ordinance and the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to issue any securities of the Company up to 20% of the total number of issued shares of the Company as at the date of the passing of the resolution.
8. The general purpose of the authority to be conferred on the Directors by Resolution No. 5(B) above is to increase flexibility and to provide discretion to the Directors in the event that it becomes desirable to repurchase Shares representing up to a maximum of 10% of the total number of issued shares of the Company as at the date of the passing of the resolution on the Stock Exchange.
9. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 2:00 p.m. on the date of the Meeting or any adjournment thereof, it will be postponed. The Company will post an announcement on the websites of the Company at www.legend-strategy.com and the Stock Exchange at www.hkexnews.hk to notify shareholders of the date, time and place of the rescheduled meeting.

As at the date of this notice, the Board comprises:

Executive Directors:

Mr. Chen Wu (*Chief Executive Officer*)
Mr. Chung Tin Yan

Non-executive Directors:

Mr. Yuan Fuer (*Chairman*)
Mr. Hu Xinglong

Independent non-executive Directors:

Mr. Wu Jilin
Mr. Du Hongwei
Ms. Li Zhou