

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant, or other professional adviser.

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

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PACIFIC LEGEND GROUP LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8547)

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

A notice convening the annual general meeting of the Company to be held at Units 1202–04, Level 12, Cyberport 2, 100 Cyberport Road, Hong Kong, on Friday, 28 June 2024 at 10:00 a.m. (the “**AGM**”) is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed form of proxy (and such form of proxy is also available on the website of the Stock Exchange at www.hkexnews.hk and the Company at www.pacificlegendgroup.com) 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 at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 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 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.

5 June 2024

CHARACTERISTICS OF GEM

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

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

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	3
Issue Mandate	3
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	6
Responsibility Statement	6
Recommendation	6
APPENDIX I — EXPLANATORY STATEMENT	7
APPENDIX II — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED AT THE AGM	10
NOTICE OF ANNUAL GENERAL MEETING	14

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, 28 June 2024 at 10:00 a.m.
“AGM Notice”	the notice convening the AGM set out on pages 14 to 17 of this circular
“Annual Report”	the annual report of the Company for the year ended 31 December 2023
“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 numbered 4 and 7 of the AGM Notice
“Latest Practicable Date”	3 June 2024, 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 numbered 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\$0.1 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)
Ms. Shawlain Ahmin
Ms. Wong Wing Man
Mr. Wong Sui Chi
Mr. Law Sai kit
Mr. Lam Chun Hin

Registered office:

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

Independent Non-executive Directors:

Mr. So Alan Wai Shing
Mr. Lee Kwong Ming
Mr. Lee Fung Lun
Mr. Chan Kin Sun

*Principal place of business
in Hong Kong:*

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

5 June 2024

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.

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 numbered 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

LETTER FROM THE BOARD

resolution approving the Issue Mandate. On the basis that 228,096,000 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 45,619,200 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 numbered 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. Wong Sui Chi, Mr. Law Sai Kit, Mr. Lam Chun Hin and Mr. Chan Kin Sun 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, Mr. John Warren McLennan, Ms. Shawlain Ahmin, Mr. Lee Fung Lun and Mr. So Alan Wai Shing will retire by rotation at the forthcoming AGM. Mr. John Warren McLennan and Mr. So Alan Wai Shing being eligible, will offer themselves for re-election. Ms. Shawlain Ahmin and Mr. Lee Fung Lun will not offer themselves for re-election.

The Board has received confirmations from Mr. So Wai Shing Alan and Mr. Chan Kin Sun being the retiring independent non-executive Directors eligible for re-election at the AGM, regarding their independence. Taking into account the factors set out in Rule 5.09 of the GEM Listing Rules, the Board considers that the retiring independent non-executive Directors continue to be independent.

LETTER FROM THE BOARD

In respect of the re-election of Mr. So Alan Wai Shing as an independent non-executive Director, Mr. So Alan Wai Shing is currently the sole proprietor of Alan So & Co., Certified Public Accountants. He has more than 26 years of experience in audit and accounting field and is currently a registered practicing member of the Hong Kong Institute of Certified Public Accountants. Mr. So Alan Wai Shing is qualified to serve as the chairman of the audit committee of the Company and Mr. So Alan Wai Shing provides valuable advices and contributions to the audit committee of the Company.

In respect of the re-election of Mr. Chan Kin Sun as an independent non-executive Director, Mr. Chan Kin Sun obtained his Master of Science in Manufacturing Systems Engineering from the University of Warwick, United Kingdom. Mr. Chan Kin Sun has over 20 years of experience in manufacturing engineering, quality control, research and development and procurement in consumer electronics products sector.

The Board considers the re-election of Mr. So Alan Wai Shing and Mr. Chan Kin Sun as the independent non-executive Directors will promote the diversity of the Board in skills and experience, and enhance the standard of compliance of the Company. Therefore, the Board recommends the Shareholders to re-elect Mr. So Alan Wai Shing and Mr. Chan Kin Sun as independent non-executive Directors at the AGM.

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

RE-APPOINTMENT OF THE AUDITOR

Jon Gepsom CPA Limited (formerly known as McM (HK) CPA 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 Jon Gepsom CPA Limited (formerly known as McM (HK) CPA 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 14 to 17 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 (and such form of proxy is also available on the website of the Stock Exchange at www.hkexnews.hk and the Company at www.pacificlegendgroup.com). 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, 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

LETTER FROM THE BOARD

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, 25 June 2024 to Friday, 28 June 2024, 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, 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 Monday, 24 June 2024.

RESPONSIBILITY STATEMENT

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

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 Jon Gepsom CPA Limited (formerly known as McM (HK) CPA Limited) as the auditor of the Company.

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 228,096,000 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 22,809,600 Shares being repurchased by the Company during the period from the passing of the resolution numbered 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 2023, 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 confirmed that they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and any applicable laws of the Cayman Islands. The Directors have also confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed share repurchase has unusual features.

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 41,450,000 Shares, which constituted approximately 18.17% 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 numbered 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 18.17% to approximately 20.19%.

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

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

7. SHARE PURCHASED BY THE COMPANY

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

8. CORE CONNECTED PERSON

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

9. SHARE PRICES

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

	Shares	
	Highest HK\$	Lowest HK\$
2023		
June	0.059	0.048
July*	0.670	0.475
August	0.800	0.188
September	0.380	0.200
October	0.400	0.160
November	0.355	0.176
December	0.285	0.165
2024		
January	0.237	0.183
February	0.250	0.199
March	0.215	0.186
April	0.210	0.197
May (<i>Note</i>)	Not applicable	Not applicable
June (<i>up to the Latest Practicable Date</i>)	0.220	0.191

Note: Trading in the Shares was suspended for the period from 2 April 2024 up to 2 June 2024

* The prices have been adjusted having taken into account the share consideration effective on 28 July 2023 by consolidating every ten (10) issued shares of the Company into one (1) consolidated share.

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

Mr. John Warren McLennan (“**Mr. McLennan**”), aged 61, is an executive Director, the chairman of the Board and the compliance officer of the Group (with effect from 1 July 2021). He is also a member of our Remuneration Committee. He is our founder and joined the Group in July 2002 as managing director of Options Home Furnishings Limited, which is the predecessor of Indigo Living Limited (currently a subsidiary of the Company). Mr. MCLENNAN is responsible for the overall strategic and creative development of our Group. Mr. MCLENNAN graduated from the University of British Columbia, Vancouver, Canada with a degree of Bachelor of Arts majoring in geography in 1987. Between 1987 and 2002, Mr. MCLENNAN worked at a number of companies in Taiwan and Hong Kong which businesses were related to children toys, premium gifts, education contents and interior design; he gained experience in setting up a business, staff management, quality control, sourcing materials and distribution. Mr. MCLENNAN has more than 21 years of experience in the home furnishing industry.

The employment agreement of Mr. McLennan has no fixed term and may be terminated by either party by giving at least six months’ notice in writing. Mr. 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 2023, Mr. McLennan’s remuneration was HK\$1,628,000, which is commensurate with his duties and responsibilities held and is approved by the Board with reference to the prevailing market situation. Mr. McLennan is entitled to a discretionary bonus to be determined by the Board and Remuneration Committee. No discretionary bonus has been distributed to Mr. McLennan for the financial year ended 31 December 2023.

Saved as disclosed above, Mr. McLennan does not hold any directorship in any public companies, the securities of which are listed on any security market in Hong Kong or overseas or had other major appointments and professional qualifications over the last three years.

As at the Latest Practicable Date, Mr. McLennan is interested in 41,450,000 Shares in the Company, which are held through Double Lions Limited, a company which is owned by Mr. McLennan, Ms. Tracy-Ann Fitzpatrick, Ms. Alison Siobhan Bailey, Mr. John Martin Rinderknecht and Mr. James Seymour Dickson Leach as to 40.48%, 20%, 14.88%, 14.88% and 9.76%, respectively. Save as disclosed, Mr. McLennan does not have any other interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO and Mr. McLennan does not have any relationships with any other Directors, substantial Shareholders, controlling Shareholders or senior management of the Company.

Mr. Wong Sui Chi (“**Mr. Wong**”), aged 56, has been executive Director since 3 June 2024. Mr. Wong was previously an independent non-executive Director from 18 September 2023 to 2 June 2024. Mr. Wong has over 20 years of extensive experience in finance and accounting, including but not limited to, financial management, corporate management and auditing. He has been serving in international accounting firms, manufacturing and retailing companies, listed property development company, securities and futures brokerage company. He is serving as an independent non-executive director of Wan Cheng Metal Packaging Company Limited (a company listed on the Stock Exchange (stock code: 8291)) since February 2017.

Mr. Wong has entered into a service agreement with the Company for a term of 3 years commencing from 3 June 2024, which may be terminated by not less than three months’ written notice served by either party on the other. He is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles and the Rules the GEM Listing Rules. Mr. Wong is entitled to a remuneration of HK\$180,000 per annum which was determined with reference to the prevailing market condition, his role and responsibilities and the Company’s remuneration policy. Mr. Wong will not be entitled to any bonus payment.

Saved as disclosed above, Mr. Wong does not hold any directorship in any public companies, the securities of which are listed on any security market in Hong Kong or overseas or had other major appointments and professional qualifications over the last three years.

As at the Latest Practicable Date, Mr. Wong did not have any interests in shares and underlying shares of the Company within the meaning of Part XV of the SFO and Mr. Wong does not have any relationships with any other Directors, substantial Shareholders, controlling Shareholders or senior management of the Company.

Mr. Law Sai Kit (“**Mr. Law**”), aged 51, has been an executive Director since 3 June 2024. Mr. Law has over 30 years of experience in the transportation and logistics industry. From 1992 to present, he worked as a transport logistics manager at an international logistics company where he is mainly responsible for coordinating and managing the company’s transportation department and to develop and implement shipping strategies. Since May 2024, he has been appointed director of Indigo Living Limited, a subsidiary of the Company.

Mr. Law is the brother-in-law of Ms. Wong Wing Man, an executive Director and substantial shareholder of the Company.

Mr. Law has entered into a service agreement with the Company for a term of 3 years commencing from 3 June 2024, which may be terminated by not less than three months’ after the initial fixed term written notice served by either party on the other. He is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles and the GEM Listing Rules. Mr. Law is entitled to a remuneration of HK\$180,000 per annum. The remuneration of Mr. Law of the Company has been determined with reference to the prevailing market condition, his role and responsibilities and the Company’s remuneration policy. Mr. Law will not be entitled to any bonus payment.

Saved as disclosed above, Mr. Law does not hold any directorship in any public companies, the securities of which are listed on any security market in Hong Kong or overseas or had other major appointments and professional qualifications over the last three years.

As at the Latest Practicable Date, Mr. Law did not have any interests in shares and underlying shares of the Company within the meaning of Part XV of the SFO and Mr. Law does not have any relationships with any other Directors, substantial Shareholders, controlling Shareholders or senior management of the Company.

Mr. Lam Chun Hin (“**Mr. Lam**”), aged 27, has been an executive Director since 3 June 2024. Mr. Lam received a bachelor degree in economics and business administration from the Northeastern University, Boston, United States of America in August 2019 and a master degree in finance from King’s College London, United Kingdom in December 2022. He is currently a sole director and sole owner of Prime Provisions Limited, a trading company incorporated in Hong Kong. Since June 2024, he joined the Group as finance manager of the subsidiary of the Company.

Mr. Lam has entered into a service agreement with the Company for a term of 3 years commencing from 3 June 2024, which may be terminated by not less than three months’ after the initial fixed term written notice served by either party on the other. He is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles and the GEM Listing Rules. Mr. Lam is entitled to a remuneration of HK\$180,000 per annum. The remuneration of Mr. Lam of the Company has been determined with reference to the prevailing market condition, his role and responsibilities and the Company’s remuneration policy. Mr. Lam will not be entitled to any bonus payment.

Saved as disclosed above, Mr. Lam does not hold any directorship in any public companies, the securities of which are listed on any security market in Hong Kong or overseas or had other major appointments and professional qualifications over the last three years.

As at the Latest Practicable Date, Mr. Lam did not have any interests in shares and underlying shares of the Company within the meaning of Part XV of the SFO and Mr. Lam does not have any relationships with any other Directors, substantial Shareholders, controlling Shareholders or senior management of the Company.

Mr. SO Alan Wai Shing (“**Mr. So**”), aged 56, has been an independent non-executive Director since 23 February 2021. He is also the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee. He is currently the sole proprietor of Alan So & Co., Certified Public Accountants. He has more than 27 years of experience in audit and accounting field and is currently a registered practicing member of the Hong Kong Institute of Certified Public Accountants.

From May 2012 to February 2014, he was the chief financial officer and company secretary of Huazhang Technology Holding Limited (a company then listed on the GEM of the Stock Exchange with stock code 8276, now listed on the Main Board of the Stock Exchange with stock code 1673). From August 2016 to October 2019, he was the chief financial officer of Royale Furniture Holdings Limited (a company listed on the Main Board of the Stock

Exchange with stock code 1198). Mr. So holds a bachelor's degree in business majoring in accounting from Edith Cowan University and a master's degree in business administration from The Open University of Hong Kong.

There is no service contract between the Company and Mr. So but he does have a letter of appointment detailing the terms of his appointment. The term of office for Mr. So is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles and the GEM Listing Rules. Mr. So is entitled to a remuneration of HK\$60,000 which was determined with reference to the prevailing market condition, his role and responsibilities and the Company's remuneration policy. Mr. So will not be entitled to any bonus payment.

Saved as disclosed above, Mr. So does not hold any directorship in any public companies, the securities of which are listed on any security market in Hong Kong or overseas or had other major appointments and professional qualifications over the last three years.

As at the Latest Practicable Date, Mr. So did not have any interests in shares and underlying shares of the Company within the meaning of Part XV of the SFO and Mr. So does not have any relationships with any other Directors, substantial Shareholders, controlling Shareholders or senior management of the Company.

Mr. Chan Kin Sun (“**Mr. Chan**”), aged 53, has been an independent non-executive director since 1 December 2023. Mr. Chan obtained his Master of Science in Manufacturing Systems Engineering from the University of Warwick, United Kingdom, in 2001. He was awarded the Executive Diploma in Six Sigma Black Belt in 2009. He has been working as the Honorary Advisor in Global Institute of Management since 2012 which is a non-profit making organization promoting academic and professional knowledge of management personnel and contributing to the tertiary education, research and professional training in Hong Kong and PRC. Mr. Chan has over 20 years of experience in manufacturing engineering, quality control, research and development and procurement in consumer electronics products sector.

Mr. Chan has entered into a letter of appointment with the Company for a term of 1 year commencing from 1 December 2023, which may be terminated by not less than one month's written notice served by either party on the other. He is subject to retirement by rotation and re-election at annual general meetings in accordance with the Articles and the GEM Listing Rules. Mr. Chan is entitled to a remuneration of HK\$60,000 per annum which was determined with reference to the prevailing market condition, his role and responsibilities and the Company's remuneration policy. Mr. Chan will not be entitled to any bonus payment.

Saved as disclosed above, Mr. Chan does not hold any directorship in any public companies, the securities of which are listed on any security market in Hong Kong or overseas or had other major appointments and professional qualifications over the last three years.

Save as disclosed above, there are no other matters concerning the re-elections of Mr. McLennan, Mr. So, Mr. Wong, Mr. Chan, Mr. Lam and Mr. Law that need to be brought to the attention of the Shareholders nor is there any information need to be disclosed pursuant to the requirements of Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

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, 28 June 2024, at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

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 2023;
2.
 - (a) To re-elect Mr. John Warren McLennan as an executive director of the Company;
 - (b) To re-elect Mr. Wong Sui Chi as an executive director of the Company;
 - (c) To re-elect Mr. Law Sai Kit as an executive director of the Company;
 - (d) To re-elect Mr. Lam Chun Hin as an executive director of the Company;
 - (e) To re-elect Mr. So Alan Wai Shing as an independent non-executive director of the Company;
 - (f) To re-elect Mr. Chan Kin Sun as an independent non-executive director of the Company;
 - (g) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company;
3. To re-appoint Jon Gepsom CPA Limited (formerly known as McM (HK) CPA 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:

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

NOTICE OF ANNUAL GENERAL MEETING

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 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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

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.”

NOTICE OF ANNUAL GENERAL MEETING

6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 4 above be and 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, 5 June 2024

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 (and such form of proxy is also available on the website of the Stock Exchange at www.hkexnews.hk and the Company at www.pacificlegendgroup.com).
- (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, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for 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, 25 June 2024 to Friday, 28 June 2024, 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, 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 Monday, 24 June 2024.
- (7) If typhoon signal No. 8 or above, or a "black" rainstorm warning or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in effect/hoisted any time after 7:00 a.m. 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 and the Company's website at 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.