

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**Legend Upstar Holdings Limited**  
**駿 聯 控 股 有 限 公 司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 459)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of holders of shares having a nominal or par value of HK\$0.1 each (the “**Shares**”) in the share capital of Legend Upstar Holdings Limited (the “**Company**”) will be held at 11:30 a.m. (Hong Kong time) (or as soon as practicable after the conclusion or adjournment of the Court Meeting (as defined in the Scheme Document hereinafter mentioned) on Friday, 20 February 2026 at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions:

### **SPECIAL RESOLUTION**

1. “**THAT:**

- (A) Pursuant to a scheme of arrangement between the Company and the Scheme Shareholders (as defined in the Scheme Document) (the “**Scheme**”) as set out in the composite scheme document dated 28 January 2026 (the “**Scheme Document**”) in printed form, which has been produced to this meeting and for the purposes of identification signed by the chairperson of this meeting, or in such other form and on such terms and conditions as may be approved or imposed by the Grand Court of the Cayman Islands, on the Effective Date (as defined in the Scheme), the issued shares in the issued share capital of the Company shall be reduced by the cancellation and extinguishment of the Scheme Shares (as defined in the Scheme) be and is hereby approved; and
- (B) any one of the directors of the Company be and is hereby authorised to do all acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme and the reduction of the number of issued shares in the issued share capital of the Company pursuant to the Scheme, including (without limitation) giving consent to any modification of, or addition to, the Scheme or the reduction of the number of issued shares in the issued share capital of the Company which the Grand Court of the Cayman Islands may see fit to impose.”

## ORDINARY RESOLUTION

### 2. “THAT:

- (A) subject to and forthwith upon such reduction of share capital referred to in resolution no. 1 taking effect, the number of issued shares in the issued share capital of the Company be restored to its former amount immediately prior to the cancellation and extinguishment of the Scheme Shares by allotting and issuing to the Offeror (as defined in the Scheme), credited as fully paid at par, the same number of shares of a nominal or par value of HK\$0.1 each in the share capital of the Company as is equal to the number of Scheme Shares cancelled and extinguished;
- (B) the credit arising in the books of account of the Company consequent upon the reduction of its issued share capital resulting from the cancellation and extinguishment of the Scheme Shares referred to in resolution no. 1 shall be applied by the Company in paying up in full at par the new Shares allotted and issued to the Offeror pursuant to resolution no. 2(A) above, and any one of the directors of the Company be and is hereby authorised to allot and issue the same accordingly;
- (C) any one of the directors of the Company be and is hereby authorised to do all such acts and things considered by him/her to be necessary or desirable in connection with the implementation of the Scheme and the restoration of capital pursuant to the Scheme, including (without limitation) the giving of consent to any modification of or addition to, the Scheme or the restoration of capital, which the Grand Court of the Cayman Islands may see fit to impose; and
- (D) any one of the directors of the Company be and is hereby authorised to apply to The Stock Exchange of Hong Kong Limited for the withdrawal of the listing of the Shares.”

By order of the Board  
**Legend Upstar Holdings Limited**  
**MUI Ngar May, Joel**  
*Company Secretary*

Hong Kong, 28 January 2026

***Registered Office:***

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

***Head office and principal place of business in Hong Kong:***

Rooms 2505-8, 25th Floor, World-Wide House,  
19 Des Voeux Road Central,  
Hong Kong

*Notes:*

- (1) Unless otherwise defined herein, capitalised terms used herein shall have the same meaning ascribed to them in the Scheme Document, of which this notice forms part.
- (2) A shareholder entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (3) A **white** form of proxy for use at the EGM (or any adjournment thereof) is enclosed with the Scheme Document.
- (4) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either in person or by proxy, in respect of such share(s) as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the EGM, the vote of the senior holder 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 of the Company in respect of the joint holding. Several executors or administrators of a deceased member in whose name any share stands shall be deemed joint holders thereof.
- (5) In order to be valid, the **white** form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be lodged with Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time for holding the EGM or any adjournment thereof, failing which the **white** form of proxy will not be valid. Completion and return of the **white** form of proxy will not preclude a member from attending the EGM and voting in person if he/she so wishes and in such event, the **white** form of proxy submitted shall be deemed to have been revoked.
- (6) Voting at the EGM will be taken by poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Takeovers and Mergers.
- (7) The register of members of the Company will be closed from Thursday, 12 February 2026 to Friday, 20 February 2026 (both days inclusive) and during such period no transfer of Shares will be registered. In order to be entitled to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 11 February 2026.
- (8) If any severe weather condition is or is expected to be in force at any time after 8:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the respective websites of The Stock Exchange of Hong Kong Limited and the Company to notify the members of the date, time and venue of the adjourned meeting. For the purpose of this notice, “severe weather” refers to the scenario where a tropical cyclone warning signal number 8 or above is hoisted, a black rainstorm warning and/or the “Extreme Conditions” warning as announced by the Hong Kong Government is/are in force in Hong Kong. Further announcement(s) will be made if there is any change to the expected timetable as a result of any severe weather.

*As at the date of this announcement, the Board comprises six Directors, of which three are Executive Directors, namely Mr. WONG Kin Yip, Freddie, Ms. WONG Ching Yi, Angela and Mr. WONG Alexander Yiu Ming; and three are Independent Non-Executive Directors, namely Mr. SHA Pau, Eric, Mr. WONG Chung Kwong and Mr. LI Wai Keung.*