



Legend Upstar Holdings Limited
銳聯控股有限公司

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

Executive Director:

Mr. WONG Kin Yip, Freddie (*Chairman*)
Ms. WONG Ching Yi, Angela
Mr. WONG Alexander Yiu Ming

Independent Non-executive Directors:

Mr. SHA Pau, Eric
Mr. WONG Chung Kwong
Mr. LI Wai Keung

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

28 January 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSAL FOR THE PRIVATISATION OF
LEGEND UPSTAR HOLDINGS LIMITED
BY THE OFFEROR BY WAY OF A SCHEME OF ARRANGEMENT
UNDER SECTION 86 OF THE COMPANIES ACT OF THE CAYMAN ISLANDS
AND
(2) PROPOSED WITHDRAWAL OF LISTING**

INTRODUCTION

Reference is made to the Announcement.

On 3 December 2025, the Offeror requested the Board to put forward the Proposal to the Scheme Shareholders for the privatisation of the Company by way of the Scheme, being a scheme of arrangement under Section 86 of the Companies Act, which, if approved and implemented, would result in the Company becoming wholly-owned by the Offeror and the withdrawal of listing of the Shares from the Stock Exchange.

The purpose of this Scheme Document is to provide you with further information regarding the Proposal and, in particular, the Scheme and to give you notices of the Court Meeting and the EGM (together with proxy forms in relation thereto).

Your attention is also drawn to (i) the letter from the Independent Board Committee set out in Part IV of this Scheme Document; (ii) the letter from the Independent Financial Adviser set out in Part V of this Scheme Document; (iii) the Explanatory Memorandum set out in Part VI of this Scheme Document; (iv) the terms of the Scheme set out Appendix VI to this Scheme Document; and (v) other appendices to this Scheme Document.

TERMS OF THE PROPOSAL

As at the Latest Practicable Date, (i) the issued share capital of the Company comprises 1,805,282,608 Shares; (ii) the Offeror held 1,132,553,428 Shares, representing approximately 62.74% of the issued Shares; and (iii) the Scheme Shareholders hold 672,729,180 Shares, representing approximately 37.26% of the issued Shares.

Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong will not form part of the Scheme Shares. Other than the Shares held by the Offeror, the Offeror Concert Parties do not hold or (except for Mr. Freddie Wong) beneficially own any Shares.

As at the Latest Practicable Date, there were 54,000,000 outstanding Share Options with an exercise price of HK\$0.128 per Share held by the Offeror Concert Parties, among which (i) 18,000,000 Share Options are held by Mr. Freddie Wong; (ii) 18,000,000 Share Options are held by Mr. Alexander Wong; and (iii) 18,000,000 Share Options are held by Ms. Angela Wong. Save as disclosed in this paragraph, there are no other outstanding options, warrants, derivatives or securities convertible into Shares as at the Latest Practicable Date. The holders of the outstanding Share Options, all being Offeror Concert Parties, have indicated they will not exercise their respective Share Options during the offer period applicable under the Scheme and require no option offer to be extended to them pursuant to Rule 13 of the Takeovers Code. Pursuant to the terms of the Share Option Scheme, the Share Options will lapse automatically upon the Scheme becoming effective.

If the Proposal is approved and implemented:

- (a) all the Scheme Shares held by the Scheme Shareholders will be cancelled and extinguished on the Effective Date in exchange for the payment by the Offeror to the Scheme Shareholders of the Cancellation Price of HK\$0.133 in cash for each Scheme Share;
- (b) upon the cancellation and extinguishment of the Scheme Shares, the issued share capital of the Company will be increased to its former amount by the issuance to the Offeror, credited as fully paid, of the same number of new Shares as the number of Scheme Shares cancelled and extinguished. The reserve created in the Company's books of account as a result of any reduction in issued share capital will be applied to the paying up in full of the new Shares so issued, credited as fully paid, to the Offeror; and

- (c) the listing of the Shares on the Stock Exchange will be withdrawn with effect after the Effective Date.

Cancellation Price

Under the Scheme, the Cancellation Price will be in the amount of HK\$0.133 per Scheme Share, which amount will be payable by the Offeror to the Scheme Shareholders in the form of cash.

As at the Latest Practicable Date, (i) the Company has not announced or declared any dividend, distribution or other return of capital which remains unpaid; and (ii) the Company does not intend to announce, declare, or pay any dividend, distribution or other return of capital on or before the Effective Date, or the date on which the Scheme is not approved or the Proposal otherwise lapses (as the case may be).

Comparison of value

The Cancellation Price of HK\$0.133 per Scheme Share represents:

- (i) a premium of approximately 10.83% over the closing price of HK\$0.12 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (ii) a premium of approximately 77.33% over the closing price of HK\$0.075 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (iii) a premium of approximately 77.33% over the closing price of HK\$0.075 per Share as quoted on the Stock Exchange on the Last Full Trading Day;
- (iv) a premium of approximately 79.25% over the average closing price of approximately HK\$0.074 per Share based on the daily closing prices as quoted on the Stock Exchange for the 5 trading days up to and including the Last Full Trading Day;
- (v) a premium of approximately 80.22% over the average closing price of approximately HK\$0.074 per Share based on the daily closing prices as quoted on the Stock Exchange for the 10 trading days up to and including the Last Full Trading Day;
- (vi) a premium of approximately 75.23% over the average closing price of approximately HK\$0.076 per Share based on the daily closing prices as quoted on the Stock Exchange for the 30 trading days up to and including the Last Full Trading Day;
- (vii) a premium of approximately 71.86% over the average closing price of approximately HK\$0.077 per Share based on the daily closing prices as quoted on the Stock Exchange for the 90 trading days up to and including the Last Full Trading Day;

- (viii) a premium of approximately 69.88% over the average closing price of approximately HK\$0.078 per Share based on the daily closing prices as quoted on the Stock Exchange for the 180 trading days up to and including the Last Full Trading Day;
- (ix) a discount of approximately 78.34% to the audited consolidated net asset value per Share attributable to the equity holders of the Company of approximately HK\$0.614 as at 31 December 2024 (calculated based on the audited consolidated net asset value of the Company attributable to the equity holders of the Company of approximately HK\$1,108,593,000 as at 31 December 2024 and 1,805,282,608 Shares in issue as at the Latest Practicable Date);
- (x) a discount of approximately 77.65% to the unaudited consolidated net asset value per Share attributable to the equity holders of the Company of approximately HK\$0.595 as at 30 June 2025 (calculated based on the unaudited consolidated net asset value of the Company attributable to the equity holders of the Company of approximately HK\$1,074,320,000 as at 30 June 2025 and 1,805,282,608 Shares in issue as at the Latest Practicable Date); and
- (xi) a discount of approximately 76.08% to the Adjusted NAV attributable to the Shareholders per Share of approximately HK\$0.556. The Adjusted NAV is calculated by taking into account the effect of the valuation of the property interest attributable to the Group as of 30 November 2025. For details of Adjusted NAV, please refer to the section headed “5. *Property Interests and Adjusted Net Asset Value*” set out in Appendix I to this Scheme Document.

Regarding the fairness and reasonableness of the Cancellation Price, notwithstanding its discount to the Company’s Adjusted NAV, Shareholders are also strongly urged to read carefully below in this section, the section headed “4. Reasons for and Benefits of the Proposal” set out in the Explanatory Memorandum in Part VI of this Scheme Document, the advice of the Independent Financial Adviser set out in Part V of this Scheme Document and the recommendations set out in the letter from the Independent Board Committee in Part IV of this Scheme Document.

The Cancellation Price is final and will not be adjusted. The Offeror will not increase the Cancellation Price and does not reserve the right to do so. Shareholders and potential investors should be aware that, following the making of this statement, the Offeror will not be allowed to increase the Cancellation Price.

The Cancellation Price has been determined by the Offeror after taking into account factors illustrated below including the prevailing net losses suffered by the Group, the continued trend of fair value loss from the revaluation of the Group’s investment properties, the historical market prices for the Shares which have traded consistently below the Company’s consolidated net asset value, the relatively illiquid nature of the principal assets, comprising the majority of such net asset value, which limits the Company’s ability to readily realise them at their full value, and the factors set out in the section headed “4. Reasons for and benefits of the Proposal” below, with reference to the pricing premium in comparable privatisation transactions in recent years.

The Group has shown an increasing trend of fair value loss on investment properties each year, increasing from HK\$11.3 million (FY2022) to HK\$26.7 million (FY2023) and further to HK\$53.9 million (FY2024), finally amounting to HK\$47.2 million for the six months ended 30 June 2025, representing approximately 80% of the total fair value loss recorded in FY2024. In addition, based on the valuation report of the Group's investment properties conducted by an independent property valuer, Jones Lang LaSalle Corporate Appraisal and Advisory Limited, a further fair value loss of approximately HK\$69.8 million was identified for the period from July to November 2025 after the publication of the interim report for the period ended 30 June 2025. This brings the total fair value loss for the eleven months ended 30 November 2025 to approximately HK\$117 million which well exceeds the sum of the total fair value losses recorded from the three financial years from 2022 to 2024. Such trend of fair value loss was assessed by the independent property valuer and is consistent with the Government statistics on price indices of private office and retail premises showed continuous downward adjustments throughout the eleven months ended 30 November 2025.

The Group's revenue decreased from HK\$450.1 million (FY2022) to HK\$397.1 million (FY2023) and further decreased to HK\$356.9 million (FY2024), despite the revenue for the first half of 2025 saw a slight increase to HK\$240.5 million. With continued increase in fair value loss on investment properties recognized, the Company has exhibited persistent losses attributable to equity holders, from HK\$3.69 million (FY2022) to HK\$0.733 million (FY2023) and deteriorating to HK\$26.0 million (FY2024) and HK\$33.3 million for the six months ended 30 June 2025. Reference is also made to the Company's profit warning announcement dated 30 December 2025 and the profit warning statement as disclosed in the section headed "*4. Material Change*" in Appendix I of this Scheme Document. The Company did not declare any dividends in the past three financial years.

The Independent Board Committee, having considered the terms of the Proposal, the factors set out above, the factors set out in the section headed "*4. Reasons for and Benefits of the Proposal*" in the Explanatory Memorandum in Part VI of this Scheme Document and having taken into account the advice of the Independent Financial Adviser set out in Part V of this Scheme Document, and in particular the reasons and recommendations set out in its letter, considers that the Proposal and the Scheme (including the Cancellation Price notwithstanding its discount to the Company's net asset value) are fair and reasonable to the Disinterested Scheme Shareholders and recommends the Disinterested Scheme Shareholders to vote in favour of the relevant resolution(s) to be proposed at the Court Meeting and the EGM to approve and implement the Proposal and the Scheme. The recommendations of the Independent Board Committee in respect of the Proposal and the Scheme are set out in the letter from the Independent Board Committee to the Disinterested Scheme Shareholders in Part IV of this Scheme Document.

Highest and lowest prices

During the Relevant Period, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$0.123 per Share on 11 December 2025, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.071 per Share on 26 November 2025.

FINANCIAL RESOURCES

On the basis of the Cancellation Price of HK\$0.133 per Scheme Share and 672,729,180 Scheme Shares in issue as at the Latest Practicable Date, and assuming that there is no change in the shareholding of the Company before the Scheme Record Date, the maximum amount of cash consideration required for the cancellation and extinguishment of the Scheme Shares is approximately HK\$89,472,981.

The Offeror intends to finance the cash requirement for the Proposal through its internal financial resources.

Odysseus Capital has been appointed as the financial adviser to the Offeror in respect of the Proposal, and is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy the maximum amount of cash consideration required to implement the Proposal.

CONDITIONS OF THE PROPOSAL AND THE SCHEME

The Proposal and the Scheme will only become effective and binding on the Company and all of the Scheme Shareholders, subject to the fulfilment or waiver (as applicable) of the Conditions as described in the section headed “5. *Conditions of the Proposal and the Scheme*” in the Explanatory Memorandum in Part VI of this Scheme Document, on or before the Long Stop Date.

If the Scheme is approved by the Scheme Shareholders and sanctioned by the Grand Court, all requirements of the Companies Act are complied with, and all other Conditions are fulfilled or waived (as the case may be), the Scheme will be binding on the Company and all the Scheme Shareholders, irrespective of whether or not they have attended or voted at the Court Meeting and/or the EGM.

If the Scheme is not approved or the Proposal otherwise lapses, there are restrictions under Rule 31.1 of the Takeovers Code on the Offeror making subsequent offers, to the effect that neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may within 12 months from the date on which the Scheme is not approved or the Proposal otherwise lapses, announce an offer or possible offer for the Company, except with the consent of the Executive.

Shareholders and potential investors should be aware that the implementation of the Proposal and the Scheme are subject to the Conditions being fulfilled or waived, as applicable, and therefore the Proposal may or may not be implemented, and the Scheme may or may not become effective. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company. Persons who are in doubt as to the action should consult a licensed securities dealer or registered institution in securities, stockbroker, bank manager, solicitor, professional accountant or other professional advisers and obtain independent advice.

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the Latest Practicable Date:

- (a) the issued share capital of the Company comprises 1,805,282,608 Shares, all of which are fully paid or credited as fully paid;
- (b) save for the 54,000,000 outstanding Share Options, among which (i) 18,000,000 Share Options are held by Mr. Freddie Wong; (ii) 18,000,000 Share Options are held by Mr. Alexander Wong; and (iii) 18,000,000 Share Options are held by Ms. Angela Wong, the Company has no outstanding options, warrants, derivatives, convertible securities or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company that carry a right to subscribe for or which are convertible into the Shares;
- (c) save for the 1,132,553,428 Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong (representing approximately 62.74% of the issued share capital of the Company), none of the Offeror and the Offeror Concert Parties (except for Mr. Freddie Wong) beneficially owns, controls or has direction over any Shares;
- (d) the Scheme Shares comprise a total of 672,729,180 Shares held or beneficially owned by the Scheme Shareholders, representing approximately 37.26% of the issued share capital of the Company;
- (e) neither the Offeror nor the Offeror Concert Parties have entered into any outstanding derivative in respect of the securities in the Company; and
- (f) neither the Offeror nor the Offeror Concert Parties have borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company.

Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong will not form part of the Scheme Shares. Other than the Shares held by the Offeror, the Offeror Concert Parties do not hold or (except for Mr. Freddie Wong) beneficially own any Shares.

Upon the Scheme becoming effective, the Offeror will directly hold 100% of the issued share capital of the Company.

The table setting out the shareholding structure of the Company as at the Latest Practicable Date and immediately upon the Scheme becoming effective is set out in the section headed “6. Shareholding Structure of the Company” in the Explanatory Memorandum in Part VI of this Scheme Document.

REASONS FOR AND BENEFITS OF THE PROPOSAL

You are urged to read carefully the section headed “4. Reasons for and Benefits of the Proposal” set out in the Explanatory Memorandum in Part VI of this Scheme Document.

INFORMATION ON THE GROUP

Your attention is drawn to Appendix I of this Scheme Document, and the section headed “10. *Information on the Group*” in the Explanatory Memorandum in Part VI of this Scheme Document.

THE INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

Your attention is drawn to the section headed “11. *The Intention of the Offeror in relation to the Group*” in the Explanatory Memorandum in Part VI of this Scheme Document.

The Board is pleased to note that as at the Latest Practicable Date, the Offeror had no intention, upon the Scheme becoming effective, to make any material changes to the existing businesses and/or material disposal or redeployment of assets of the Group, or to make any significant changes to the continued employment of employees of the Group as a result of the implementation of the Proposal other than any change which the Group may from time to time implement in the ordinary course of business.

THE INDEPENDENT BOARD COMMITTEE

An Independent Board Committee, which comprises all the independent non-executive Directors who have no direct or indirect interest in the Proposal, namely Mr. SHA Pau, Eric, Mr. WONG Chung Kwong and Mr. LI Wai Keung, has been established by the Board to advise the Disinterested Scheme Shareholders in connection with the Proposal and the Scheme, and in particular as to (i) whether the Proposal and the Scheme are fair and reasonable; and (ii) voting in respect of the Scheme at the Court Meeting and the EGM.

The full text of the letter from the Independent Board Committee is set out in Part IV of this Scheme Document.

INDEPENDENT FINANCIAL ADVISER

The Company has, with the approval of the Independent Board Committee, appointed Somerley Capital as the Independent Financial Adviser to advise the Independent Board Committee in connection with the Proposal and the Scheme.

The full text of the letter from the Independent Financial Adviser is set out in Part V of this Scheme Document.

INFORMATION ON THE OFFEROR AND THE OFFEROR CONCERT PARTIES

Your attention is drawn to the section headed “7. *Information on the Offeror and the Offeror Concert Parties*” in the Explanatory Memorandum in Part VI of this Scheme Document.

OVERSEAS SCHEME SHAREHOLDERS

If you are an overseas holder of the Scheme Shares, your attention is drawn to the section headed “14. *Overseas Scheme Shareholders*” in the Explanatory Memorandum in Part VI of this Scheme Document.

COURT MEETING AND EGM

For the purpose of exercising your right to vote at the Court Meeting and the EGM, you are requested to read carefully the section headed “18. *Court Meeting and EGM*” in the Explanatory Memorandum in Part VI of this Scheme Document, the section headed “19. *Actions to be Taken*” in the Explanatory Memorandum in Part VI of this Scheme Document, and the notices of the Court Meeting and the EGM in Appendix VII and Appendix VIII respectively of this Scheme Document.

VOTING AT THE COURT MEETING AND THE EGM

All Scheme Shareholders will be entitled to attend and vote on the Scheme at the Court Meeting.

As at the Latest Practicable Date, (i) the Offeror (which is beneficially owned by Mr. Freddie Wong) owned, controlled or had direction over 1,132,553,428 Shares, representing approximately 62.74% of the issued Shares; and (ii) the Offeror Concert Parties do not hold any Shares. Shares held by the Offeror which are beneficially owned by Mr. Freddie Wong will not form part of the Scheme Shares and will not be cancelled upon the Scheme becoming effective.

None of the Shares beneficially owned or held by the Offeror will be voted at the Court Meeting. The Offeror will procure that any Shares in respect of which it is beneficially interested will not be represented or voted at the Court Meeting. The Offeror and the Offeror Concert Parties will undertake to the Grand Court that they will be bound by the Scheme and will execute and do and procure to be executed and done all such documents, acts and things as may be necessary or desirable to be executed or done by each of them for the purpose of giving effect to this Scheme.

All Shareholders will be entitled to vote on (i) the special resolution to be proposed at the EGM to approve and give effect to the reduction of the issued share capital of the Company by the cancellation and extinguishment of the Scheme Shares; and (ii) the ordinary resolution to be proposed at the EGM to increase the issued share capital of the Company to the amount prior to the cancellation and extinguishment of the Scheme Shares by issuing to the Offeror such number of new Shares as is equal to the number of Scheme Shares cancelled and extinguished as a result of the Scheme and the application of the credit arising in the Company’s books of accounts as a result of the cancellation and extinguishment of the Scheme Shares in paying up in full at par value the new Shares issued to the Offeror.

The Offeror has indicated that, if the Scheme is approved at the Court Meeting, the Offeror will vote in favour of the resolution(s) to be proposed at the EGM.

ACTIONS TO BE TAKEN

The actions which you are required to take in relation to the Proposal are set out under the section headed “Actions to be Taken” on pages 1 to 7 and the section headed “19. *Actions to be Taken*” in the Explanatory Memorandum in Part VI of this Scheme Document.

SHARE CERTIFICATES, DEALINGS, LISTING, REGISTRATION AND PAYMENT

Upon the Scheme becoming effective, all Scheme Shares will be cancelled and the share certificates for the Scheme Shares will thereafter cease to have effect as documents or evidence of title. In that case, the Company does not intend to maintain its listing on the Stock Exchange and will make an application for the listing of the Shares to be withdrawn from the Stock Exchange in accordance with Rule 6.15(2) of the Listing Rules, with effect after the Effective Date. The Shareholders will be notified by way of an announcement of the exact dates of the last day for dealing in the Shares and the day on which the Scheme and the withdrawal of listing of the Shares on the Stock Exchange will become effective. An indicative expected timetable in relation to the Proposal is included in Part II of this Scheme Document.

Subject to the requirements of the Takeovers Code, the Proposal will lapse if any of the Conditions described in the section headed “5. *Conditions of the Proposal and the Scheme*” in the Explanatory Memorandum set out in Part VI of this Scheme Document has not been fulfilled or waived, as applicable, on or before the Long Stop Date.

If the Scheme is withdrawn or is not approved at the Court Meeting or is not sanctioned by the Grand Court or does not become effective or the Proposal otherwise lapses, (a) the listing of the Shares on the Stock Exchange will not be withdrawn; (b) neither the Offeror nor any person who acted in concert with it in the course of the Proposal (nor any person who is subsequently acting in concert with any of them) may, except with the consent of the Executive, within 12 months thereafter, announce an offer or possible offer for the Company; and (c) the Company will publish an announcement to update the Shareholders in respect of the status of the Proposal.

Your attention is drawn to the sections headed “10. *Withdrawal of the Listing of the Shares*” and “13. *Registration and Payment*” in the Explanatory Memorandum set out in Part VI of this Scheme Document.

TAXATION, EFFECTS AND LIABILITIES

It is emphasized that none of the Offeror, the Offeror Concert Parties, the Company, Odysseus Capital, Somerley Capital and the Hong Kong Branch Share Registrar and any of their respective beneficial owners, directors, employees, officers, agents, advisers, associates and affiliates and any other persons involved in the Proposal shall be responsible or has any liability for any tax or other effects on, or liabilities of, any person or persons as a result of their approval or rejection, or the implementation, of the Proposal. You are urged to read the section entitled “15. *Taxation and Independent Advice*” in the Explanatory Memorandum set

out in Part VI of this Scheme Document and if you are in any doubt as to any aspect of this Scheme Document or as to the action to be taken, you should consult an appropriately qualified professional adviser.

PROFIT WARNING OF THE COMPANY

Reference is made to the profit warning announcement of the Company dated 30 December 2025 made pursuant to Rule 13.09(1) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. The profit warning statement disclosed in the aforementioned profit warning announcement is regarded as profit forecast under Rule 10 of the Takeovers Code and is required to be reported on in accordance with Rule 10.4 of the Takeovers Code. Please refer to Appendices IV and V to this Scheme Document for the letter from PricewaterhouseCoopers and the letter from Somerley Capital respectively.

RECOMMENDATION

Your attention is drawn to the recommendations of the Independent Board Committee in respect of the Proposal and the Scheme as set out in the letter from the Independent Board Committee to the Disinterested Scheme Shareholders in Part IV of this Scheme Document.

Your attention is also drawn to the recommendation of the Independent Financial Adviser to the Independent Board Committee, in respect of the Proposal and the Scheme as set out in Part V of this Scheme Document.

FURTHER INFORMATION

You are urged to read carefully the letters from the Independent Board Committee and from the Independent Financial Adviser, as set out in Part IV and Part V of this Scheme Document, respectively, the Explanatory Memorandum as set out in Part VI of this Scheme Document, the property valuation report as set out in Appendix II to this Scheme Document, the terms of the Scheme as set out in Appendix VI to this Scheme Document, the notice of the Court Meeting as set out in Appendix VII to this Scheme Document, the notice of the EGM as set out in Appendix VIII to this Scheme Document and the other appendices to this Scheme Document. In addition, a **pink** form of proxy for the Court Meeting and a **white** form of proxy for the EGM are enclosed with this Scheme Document.

By order of the Board
Legend Upstar Holdings Limited



MUI Ngar May, Joel
Company Secretary