

Date: 12 September 2025

Mr. SHA Pau, Eric

[REDACTED]

Dear Mr. SHA,

Certain personal information (being the address of the individual concerned) contained in this document has been redacted. The remaining information is considered as adequate by (i) the Company and its directors, (ii) the legal advisers to the Company for the purpose of disclosing the nature and significance of this document, and for the Company to fulfil its relevant disclosure obligations under the Codes on Takeovers and Mergers and Share Buy-backs.

**Re: Re-appointment as Independent Non-Executive Director of
Legend Upstar Holdings Limited (the "Company")**

The Company has agreed to re-appoint you and you have agreed to act as an independent non-executive director of the Company for a further term of one and a half years commencing on 13 September 2025 and ending on 12 March 2027 (the "Term"). You have also agreed to act as a member of the audit committee, the remuneration committee and the nomination committee of the Company during the Term.

The annual director's fee payable by the Company to you for the Term shall be HK\$120,000.

The major provisions set out in the Company's articles of association (the "Articles") and the Rules Governing the Listing of Securities (the "Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") concerning the directors of the Company are provided below for your information.

Under article 87(1) and (2) of the Articles, at each annual general meeting, one-third of the directors of the Company for the time being (or the number nearest to but not less than one-third) shall retire from office by rotation provided that in any event, every director of the Company shall be subject to retirement by rotation at least once every three years. In accordance with code provision B.2.2 of Appendix C1 to the Listing Rules, every director should be subject to retirement by rotation at least once every three years. Furthermore, in accordance with code provision B.2.3 of Appendix C1 to the Listing Rules, if an independent non-executive director has served more than nine years, such director's further appointment should be subject to a separate resolution to be approved by the Company's shareholders. You will therefore be subject to retirement by rotation and eligible for re-election pursuant to the Articles and the Listing Rules. In the event that you have not been re-elected at the general meeting of the Company at which you retire, the term of appointment under this letter shall automatically terminate as a result thereof. In addition, under article 86(5) of the Articles, the office of a director of the Company may be vacated by an ordinary resolution at the Company's general meeting.

At any time during the continuance of the Term, either party shall be entitled to terminate this appointment letter by giving to the other party ONE (1) month's prior notice in writing.



As required by the Listing Rules, the directors of the Company are prohibited under the Articles from voting at or being counted towards quorum of directors' meeting in respect of any resolution in which they have a material interest. In addition, it is a requirement of the Listing Rules that as an independent non-executive director, you shall not undertake any management function, nor have any financial or other interests in the business of the Company or any of its subsidiaries, nor being connected with any core connected person (as defined under the Listing Rules) of the Company. Your interest in the Company should not be more than 1% of the number of issued shares of the Company. Furthermore, every director shall comply with the Model Code as set out in Appendix C3 to the Listing Rules. By accepting the re-appointment, you will be deemed to have represented to the Company and the Stock Exchange that you satisfy the above requirements and the independence requirements under Rule 3.13 of the Listing Rules to act as an independent non-executive director.

Please confirm your acceptance of the above by signing and returning to us the attached duplicate of this letter.

Yours faithfully,
For and on behalf of
Legend Upstar Holdings Limited



SZE Ka Ming
Chief Financial Officer

I, SHA Pau, Eric, hereby confirm my acceptance of the above.



SHA Pau, Eric
Date: 12 September 2025

