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## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

Reference is made to the announcement jointly issued by Legend Upstar Holdings Limited (the **“Company”**) and Wealth Builder Holdings Limited (the **“Offeror”**) dated 9 December 2025 (the **“Joint Announcement”**) in relation to, amongst others, the Proposal for the privatisation of the Company by the Offeror by way of a scheme of arrangement under section 86 of the Companies Act. Unless the context requires otherwise, terms defined in the Joint Announcement shall have the same meanings when used herein.

The Board hereby announces that on 17 November 2025, Mr. SHA Pau, Eric (**“Mr. SHA”**) has tendered his resignation as an Independent Non-Executive Director, and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company due to retirement.

Pursuant to Rule 7 of the Takeovers Code, once a bona fide offer has been communicated to the board of the offeree company or the board of the offeree company has reason to believe that a bona fide offer is imminent, except with the consent of the Executive, the resignation of any directors of an offeree company should not take effect until after the publication of the closing announcement on the first closing date of the offer, or the publication of the announcement that the offer has become or been declared unconditional, whichever is later. The Company has confirmed with the Executive that Mr. SHA’s resignation shall not take effect earlier than such date as permitted under Rule 7 of the Takeovers Code. Accordingly, the Company has confirmed with Mr. SHA that his resignation will take effect immediately following the Effective Date or lapse of the Scheme as the Company may further announce.

Mr. SHA has confirmed that he has no disagreement with the Board and that there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. SHA for his valuable efforts and contributions to the Company during his tenure of service.

Following the resignation of Mr. SHA, the respective number of Independent Non-Executive Directors, and the members of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company will fall below the required minimum number under the Listing Rules. In this regard, the Company will endeavour to identify suitable candidate(s) to fill the vacancies as soon as practicable within three months from the effective date of Mr. SHA's resignation and will make further announcement as and when appropriate subject to the status of the Scheme.

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

Hong Kong, 9 December 2025

*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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*