



**Legend Upstar Holdings Limited**  
**鍾聯控股有限公司**

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

**WHITE FORM OF PROXY**

**FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD AT 11:30 A.M.  
(OR AS SOON AS PRACTICABLE AFTER THE CONCLUSION OR ADJOURNMENT OF THE COURT MEETING)  
ON FRIDAY, 20 FEBRUARY 2026 (HONG KONG TIME)  
(OR ANY ADJOURNMENT THEREOF)**

White form of proxy for use at the extraordinary general meeting (or any adjournment thereof) (the "EGM") of the holders of shares having a nominal or par value of HK\$0.1 each in the share capital of Legend Upstar Holdings Limited (the "Company").

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> having a nominal or par value of HK\$0.1 each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE EGM** <sup>(Note 3)</sup> or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us and on my/our behalf at the EGM (or at any adjournment thereof) to be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong at 11:30 a.m. (or as soon as practicable after the conclusion or adjournment of the Court Meeting) on Friday, 20 February 2026 (Hong Kong time) for the purpose of considering and, if thought fit, approving the resolutions set out in the notice dated 28 January 2026 convening the EGM (the "Notice of EGM") and at the EGM (or at any adjournment thereof) to vote for me/us and in my/our name(s) for or against the resolutions as indicated below <sup>(Note 4)</sup>, or if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution(s) that may properly come before the EGM and/or any adjournment thereof.

<b>SPECIAL RESOLUTION</b>		<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>
1.	<b>"THAT:</b> (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."		
<b>ORDINARY RESOLUTION</b>		<b>FOR</b> <sup>(Note 4)</sup>	<b>AGAINST</b> <sup>(Note 4)</sup>
2.	<b>"THAT:</b> (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."		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2026 Shareholder's signature <sup>(Notes 6 and 7)</sup>: \_\_\_\_\_

Contact Phone Number: \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) and to which this **white** form of proxy relates. If no number is inserted, this **white** form of proxy will be deemed to relate to all the shares registered in your name(s).
3. Any 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. Your proxy need not be a member of the Company, but must attend the EGM in person to represent you. If any proxy other than the Chairman of the EGM is preferred, please strike out the words "THE CHAIRMAN OF THE EGM OR" and insert the name and address of the proxy desired in the space provided. A Shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her behalf at the EGM provided that if more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EGM WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS WHITE FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE ("✓") TICK THE BOX MARKED "FOR" IN THE RELEVANT RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE ("✗") TICK THE BOX MARKED "AGAINST" IN THE RELEVANT RESOLUTION.** Failure to tick either box will entitle your proxy to cast his/her vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution or motion properly put to the EGM other than those referred to in the Notice of EGM or abstain.
5. This **white** form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
6. 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.
7. To be valid, this **white** form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be completed, signed and deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time fixed for holding the EGM (or any adjournment thereof). Completion and return of this **white** form of proxy will not preclude you from attending and voting at the EGM (or any adjournment thereof) in person if you so wish, but in such event, this **white** form of proxy will be deemed to have been revoked.
8. Voting on the resolutions set out in the Notice of EGM will be decided by way of a poll at the EGM.

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#### **PERSONAL INFORMATION COLLECTION STATEMENT**

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the "PDPO"). The supply of your and your proxy's Personal Data is on a voluntary basis. Failure to provide sufficient information may result in the Company being unable to process your appointment of proxy and instructions and/or request as stated in this form of proxy. Your and your proxy's Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar, and/or other companies or bodies for any of the stated purposes and retained for such period as may be necessary for our verification and record purposes. By providing your proxy's Personal Data in this form of proxy, you should have obtained the express consent (which has not been withdrawn in writing) from your proxy in using his/her Personal Data provided in this form of proxy and that you have informed your proxy of the purpose for and the manner in which his/her Personal Data may be used. You/your proxy have/has the right to request access to and/or correction of your/your proxy's Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your/your proxy's Personal Data should be in writing to the Hong Kong Privacy Officer of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.