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If you have sold or transferred all your shares in Legend Upstar Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Legend Upstar Holdings Limited

駿 聯 控 股 有 限 公 司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 459)

**CONTINUING CONNECTED TRANSACTIONS
CROSS REFERRAL SERVICES FRAMEWORK AGREEMENT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



Capitalised terms used in this cover page shall have the same meanings as those defined in this circular. A letter from the Board is set out on pages 4 to 15 of this circular, a letter from the Independent Board Committee containing its advice to the Independent Shareholders is set out on pages 16 to 17 of this circular and a letter from Octal Capital (as the Independent Financial Adviser) containing its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 18 to 33 of this circular.

A notice convening the EGM to be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Thursday, 26 June 2025 at 11:00 a.m. is set out on pages 39 to 41 of this circular. A proxy form for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete the accompanying proxy form in accordance with the instructions printed thereon. The duly completed proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be delivered to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM, or any adjourned meeting thereof.

3 June 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“2023 Circular”	the circular of the Company dated 22 December 2023 in relation to the Cross Referral Services Framework Agreement (2023) entered into between the Company and Midland
“2024 Circular”	the circular of the Company dated 23 July 2024 in relation to the revision of annual caps for the Cross Referral Services Framework Agreement (2023)
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Legend Upstar Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 459)
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Cross Referral Services Framework Agreement (2023)”	the cross referral services framework agreement dated 6 December 2023 entered into between the Company and Midland for a period of three years from 1 January 2024 to 31 December 2026
“Cross Referral Services Framework Agreement (2025)”	the cross referral services framework agreement dated 19 May 2025 entered into between the Company and Midland for a period of three years from 1 January 2025 to 31 December 2027
“Cross Referral Transactions”	the cross referral services transactions between the Group and the Midland Group in relation to estate agency businesses
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Thursday, 26 June 2025 at 11:00 a.m.
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent committee of the Board, comprising three independent non-executive Directors, namely, Mr. LI Wai Keung, Mr. SHA Pau, Eric and Mr. WONG Chung Kwong
“Independent Financial Adviser” or “Octal Capital”	Octal Capital Limited, a corporation licensed to carry out Type 1 (Dealing in securities) and Type 6 (Advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Company for the purpose of advising the Independent Board Committee and the Independent Shareholders on the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps
“Independent Shareholders”	Shareholders other than Mr. Wong and any of his associates and any other Shareholders who have a material interest and are required to abstain from voting at the EGM in accordance with the Listing Rules
“Latest Practicable Date”	28 May 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Midland”	Midland Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 1200)
“Midland Group”	Midland and its subsidiaries
“Mr. Wong”	Mr. WONG Kin Yip, Freddie, the Chairman and an executive Director
“percentage ratios”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Proposed Annual Caps”	the proposed maximum annual referral fees to or from the Midland Group by the Group under the Cross Referral Services Framework Agreement (2025) for the three years ending 31 December 2025, 2026 and 2027
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share Option(s)”	share option(s) granted pursuant to the share option scheme adopted by the Company on 18 June 2020
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

LETTER FROM THE BOARD



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

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

Executive Directors:

Mr. WONG Kin Yip, Freddie (*Chairman*)
Ms. WONG Ching Yi, Angela
Mr. LO Chin Ho, Tony
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

3 June 2025

To the Shareholders

Dear Sirs/Madams,

**CONTINUING CONNECTED TRANSACTIONS
CROSS REFERRAL SERVICES FRAMEWORK AGREEMENT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 19 May 2025.

The purposes of this circular are to provide you with (i) information relating to details of the Cross Referral Services Framework Agreement (2025); (ii) the recommendation of the Independent Board Committee after having considered the advice of the Independent Financial Adviser in relation to the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder (including the Proposed Annual Caps); (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; (iv) the notice of the EGM to consider and, if thought fit,

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approve the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps; and (v) other information as required under the Listing Rules.

2. BACKGROUND

Reference is made to the 2023 Circular in relation to the continuing connected transactions as contemplated under the Cross Referral Services Framework Agreement (2023) entered into between the Company and Midland and the 2024 Circular in relation to the revision of annual caps for the Cross Referral Services Framework Agreement (2023).

Based on the information currently available, the Board anticipates that the existing annual caps in respect of the referral fees payable under the Cross Referral Services Framework Agreement (2023) will be insufficient given the stronger-than-expected performance of the estate agency business of the Group. Accordingly, on 19 May 2025, the Company and Midland agreed to terminate the Cross Referral Services Framework Agreement (2023) and entered into the Cross Referral Services Framework Agreement (2025), pursuant to which members of the Group and the Midland Group may carry on the Cross Referral Transactions with each other for a period of three years from 1 January 2025 to 31 December 2027 in compliance with the Listing Rules.

The principal terms of the Cross Referral Services Framework Agreement (2025) are as follows:

Date

19 May 2025

Parties

- (a) the Company; and
- (b) Midland

Term

The Cross Referral Services Framework Agreement (2025) will, subject to compliance with the respective independent shareholders' approval requirements by each of the Company and Midland, be valid for a term of three years from 1 January 2025 to 31 December 2027.

LETTER FROM THE BOARD

Details of the transactions under the Cross Referral Services Framework Agreement (2025)

The transactions under the Cross Referral Services Framework Agreement (2025) are of the same nature as those covered by the Cross Referral Services Framework Agreement (2023). They are essentially referrals of business opportunities in property transactions between members of the Group and the Midland Group for estate agency services. Pursuant to the Cross Referral Services Framework Agreement (2025):

- (a) the Midland Group has the right (but not obligation) to introduce, refer and communicate to the relevant member(s) of the Group any business opportunity relating to or falling within the Group's estate agency business; and
- (b) similarly, the Group also has the right (but not obligation) to introduce, refer and communicate to the relevant member(s) of the Midland Group any business opportunity relating to or falling within the Midland Group's estate agency business.

Each referral is made on a case-by-case basis and is customer-driven (e.g. if an estate agent of the Group is approached by a customer seeking residential properties for instance that the Group does not have available listings, the referring agent may make a referral to an estate agent with the suitable property listings whom the referring agent has a working relationship with, e.g. an agent of the Midland Group, to address the customer's needs). There is no legally binding commitment on any member of the Group or the Midland Group to refer to the other any number or value of transactions under the Cross Referral Services Framework Agreement (2025). The terms and conditions of each referral transaction will be evidenced by individual written agreements subject to the terms of the Cross Referral Services Framework Agreement (2025), and the individual agreements in respect of such referral transactions shall take effect only upon compliance with all relevant requirements under the Listing Rules by the Company and Midland.

Referral fee and pricing policy

The party initiating the referral (hereinafter the “**referator**”) is entitled to a referral fee from the party accepting such referral (hereinafter the “**referee**”) by way of splitting the relevant commission income actually received, which will normally be received by the referee from the customer first. For instance, if the estate agent of the Group has referred a transaction to the Midland Group's agent, the Midland Group as the referee will initially receive the entire commission income from the customer, before proceeding to split such commission income with the Group as the referor.

LETTER FROM THE BOARD

The allocation of the commission income received with respect to each individual property transaction will be negotiated on a case-by-case basis and on an arm's length basis following the terms of the Cross Referral Services Framework Agreement (2025) and pricing policy below:

- (a) the allocation of commission income shall be on normal commercial terms or better, that is, terms which a party could obtain if the transaction were negotiated on an arm's length basis or on terms as considered by each of the Group and the Midland Group to be no less favourable to it than terms available to or from (as appropriate) its respective independent third parties, and neither the Group nor the Midland Group is required to consider the favourableness of such terms with respect to one another;
- (b) the starting point in determining the initial allocation of commission income received in each individual property transaction will be the following reference ratios in line with market practice for the different types of property transaction involved:

<i>Property transaction involved</i>	<i>Reference ratio (%)</i>	
	<i>Referor to receive</i>	<i>Referee to receive</i>
Primary property transaction	Between 70% to 90%	Between 30% to 10%
Secondary property transaction	50%	50%

- (c) such reference ratios may be adjusted based on the negotiation between the parties on arm's length and case-by-case basis, after taking into account relevant factors specific to the transaction including:
 - (1) the characteristics, nature and value of any properties involved, such as the geographical locations, types, usages, areas or other objective features of the properties, as well as the subjective requirements of the specific customers (e.g. a party acting for the vendor of a unique and high value property is likely to be able to bargain for higher commission income);
 - (2) the expected workload of the respective agents relative to each other;
 - (3) the exclusive nature of the estate agency and consultancy services involved under the engagements with the individual customers (e.g. a party acting for the vendor may bargain for higher commission income if he acts as a sole and exclusive agent for the vendor) and the significance of the respective agents in finalising the transaction; and

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- (4) other factors (e.g. in some cases, the developer may set a sales target which, if met, will enable the estate agent for the developer to get a higher commission rate for all the transactions – in such case, when it is close to the said sales target, the estate agent for the developer may be willing to give a higher proportion of the commission income to the estate agent referring the purchaser so that the said sales target can be achieved);
- (d) the commission income allocations proposed by individual estate agents will be submitted to the respective branch managers of such agents, who will review and, if appropriate, approve the same with reference to the above criteria based on the following:
 - (1) *where there are comparable factors in past referral transactions with independent-third-party estate agents:*

The branch managers would compare the commission income allocations and the terms of the transactions under the Cross Referral Services Framework Agreement (2025) with past transactions of the Group with independent-third-party estate agents, particularly those made under the then prevailing circumstances insofar as they are available.

- (2) *where a factor has no comparable reference in past referral transactions with independent-third-party estate agents:*

If any of the factors mentioned under paragraphs (c)(1) to (4) above have no immediately applicable comparable reference, it will be carefully reviewed in view of the arm's length negotiations between the parties, bearing in mind that the allocation of commission income shall be on normal commercial terms or better as set out in paragraph (a) above.

- (e) the commission income allocation ratio for each transaction, when finalised after considering the above factors, will be recorded; and
- (f) the commission income allocations for the transactions made under the Cross Referral Services Framework Agreement (2025) will be checked and reviewed by the respective management of the Group and the Midland Group from time to time. Annually, the said transactions conducted during the financial year will also be reviewed by the Group and the Midland Group respectively in compliance with the relevant requirements of the Listing Rules.

For reference, for primary market transactions, approximately 82.8% and 73.4% of allocation ratio of commission income fell in the range of 70% to 90% for the referor and 30% to 10% for the referee during the years ended 31 December 2023 and 2024,

LETTER FROM THE BOARD

respectively. For secondary market transactions, approximately 81.1% and 79.1% of allocation ratio of commission income between the referor and referee was 50:50 during the years ended 31 December 2023 and 2024, respectively.

As income of estate agents in Hong Kong is in a large part derived from commission income, the agents from each of the referor and referee group, which are supervised by different sales management teams of the respective group, are expected to be self-motivated to secure an allocation ratio to the best of such agent's respective interests at the time when negotiating for the commission income such that any referral transaction concluded following such negotiations will be on an arm's length basis for each group.

Settlement

For actual commission income received in each month, payments of referral fees will generally be made by the end of the calendar month following the month in which the commission income is actually received from or attributable to the relevant transaction.

The referral fees payable by the Group to the Midland Group under the Cross Referral Services Framework Agreement (2025) will be settled through the working capital of the Group.

3. HISTORICAL AMOUNTS

The amounts of the existing annual caps of the referral fees to or from the Midland Group for the following years are as follows:

Existing annual caps	1 Jan 2024 to 31 Dec 2024 (HK\$ million)	1 Jan 2025 to 31 Dec 2025 (HK\$ million)	1 Jan 2026 to 31 Dec 2026 (HK\$ million)
Referral fees to the Midland Group	82.0	82.0	82.0
Referral fees from the Midland Group	52.0	52.0	52.0

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Set out below are the historical amounts of the referral fees to or from the Midland Group for the following years/periods:

Historical amounts	1 Jan 2023 to 31 Dec 2023	1 Jan 2024 to 31 Dec 2024	1 Jan 2025 to 30 Apr 2025 <i>(Note 1)</i>
	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>
Referral fees to the Midland Group	38.5	31.8	67.9 <i>(Note 2)</i>
Referral fees from the Midland Group	13.5	30.6	6.0 <i>(Note 3)</i>

Notes:

- (1) The historical amounts for 2025 are preliminary and subject to audit.
- (2) Such actual amounts for the first four months already represented approximately 82.8% of the year's whole annual cap for 2025.
- (3) The relatively low transaction amounts for the first four months were mainly due to the lack of large new residential projects launched in Hong Kong in early 2025.

The existing annual caps for the year ending 31 December 2025 under the Cross Referral Services Framework Agreement (2023) have not been exceeded as at 30 April 2025.

Given the faster-than-expected exhaustion of part of the annual caps under the Cross Referral Services Framework Agreement (2023) in the first quarter of 2025, the Company has reassessed the Proposed Annual Caps under the Cross Referral Services Framework Agreement (2025) to better accommodate for similar volatility in the future as follows.

4. PROPOSED ANNUAL CAPS

The Proposed Annual Caps for the Group for the respective years below are as follows:

Proposed Annual Caps	1 Jan 2025 to 31 Dec 2025	1 Jan 2026 to 31 Dec 2026	1 Jan 2027 to 31 Dec 2027
	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>	<i>(HK\$ million)</i>
Referral fees to the Midland Group	241.0	241.0	241.0
Referral fees from the Midland Group	61.0	61.0	61.0

Basis of determining the Proposed Annual Caps

The Proposed Annual Caps for the Group in relation to the transactions contemplated under the Cross Referral Services Framework Agreement (2025) were determined by the Group with reference to factors including:

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- (a) the actual transaction amounts between the Group and the Midland Group in respect of the Cross Referral Transactions for the year 2024 and for the period from 1 January 2025 to 31 March 2025, in particular increase in transaction volume in 2025; and
- (b) adjustment for potential business growth in the property market and economic factors which, if materialise and/or persist, are reasonably expected to impact property transactions, including:
 - (i) the volatility of the property market in Hong Kong contributing to swings in transaction volume and/or value, which contributed to increased referral activities such as those in the early part of 2025 (for details, please refer to the section headed “3. HISTORICAL AMOUNTS” above);
 - (ii) the anticipated increase in the supply of residential properties and industrial and commercial properties and shops in the primary market;
 - (iii) the influx of mainland Chinese investors and overseas talents which help drive property demand; and
 - (iv) the outlook of the local economic conditions affected by policy changes and other market stimulants, such as the revision of the ad valorem stamp duty structure for property transactions by the government, interest rate cuts, the increase in the number of new projects launched and favourable pricing strategies by developers which may drive buyer interest and transaction levels.

5. REASONS FOR AND BENEFITS OF ENTERING INTO THE CROSS REFERRAL SERVICES FRAMEWORK AGREEMENT (2025)

Referral transactions are an integral part of estate agency business, which constitute the principal activities of both the Group and the Midland Group, and broaden the agents' access to additional clientele. As it is anticipated that the existing annual caps in respect of the referral fees payable under the Cross Referral Services Framework Agreement (2023) will be insufficient given the stronger-than-expected performance of the estate agency business of the Group and the revision of such annual caps for the remaining term thereunder will nonetheless require Independent Shareholders' approval, the Company will take the opportunity to update the annual caps for each of the three years ending 31 December 2025, 2026 and 2027 with the Cross Referral Services Framework Agreement (2025) such that the parties could continue their referral activities in the ordinary course of business notwithstanding any potential jump in transaction amount or volume in compliance with the relevant requirements of the Listing Rules.

The Directors consider that the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder are on normal commercial terms and in the ordinary and usual course of business of the Group, and the terms of the Cross Referral

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Services Framework Agreement (2025) and the transactions contemplated thereunder and the Proposed Annual Caps are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

6. INTERNAL CONTROL MEASURES

To ensure that the transactions contemplated under the Cross Referral Services Framework Agreement (2025) will be conducted in accordance with its terms and the pricing policy and within the Proposed Annual Caps, the Group has in place the following internal control procedures to monitor the transactions contemplated under the Cross Referral Services Framework Agreement (2025):

- (a) the aggregate amount of referral fees to and from the Midland Group will be updated on a monthly basis for appraising the latest unutilised amounts available under the Proposed Annual Caps for the relevant period;
- (b) the terms and commission income allocations for the transactions under the Cross Referral Services Framework Agreement (2025) will be reviewed by the Group from time to time to ensure they are on normal commercial terms or better (i.e. terms obtainable on an arm's length basis or terms no less favourable to the Group than those available to or from independent third parties); and
- (c) annually, the transactions made under the Cross Referral Services Framework Agreement (2025) conducted during the financial year will also be reviewed by the independent non-executive Directors and reported by the auditors of the Company in compliance with the relevant requirements in Chapter 14A of the Listing Rules.

7. LISTING RULES IMPLICATIONS

Mr. Wong (the Chairman and an executive Director), who is indirectly interested in approximately 37.04% of all issued shares in Midland, is indirectly interested in approximately 62.58% of all issued Shares in the Company. By virtue of Midland being an associate of Mr. Wong, Midland is a connected person of the Company. Accordingly, the transactions contemplated under the Cross Referral Services Framework Agreement (2025) will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio (other than the profits ratio) calculated based on the highest of the Proposed Annual Caps exceeds 5%, the Cross Referral Transactions as contemplated under the Cross Referral Services Framework Agreement (2025) will be subject to the reporting, annual review, announcement, circular (including independent financial advice) and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. Mr. Wong and any of his associates will abstain from voting in relation to the resolution approving the Cross Referral Transactions as contemplated under the Cross Referral Services Framework Agreement (2025) and the Proposed Annual Caps at the EGM.

LETTER FROM THE BOARD

Mr. Wong and Ms. WONG Ching Yi, Angela are executive directors of both the Company and Midland; and Mr. WONG Alexander Yiu Ming, an executive Director, is an associate of Mr. Wong and Ms. WONG Ching Yi, Angela. Accordingly, given the common directorships of Mr. Wong and Ms. WONG Ching Yi, Angela in both the Company and Midland, and given that Mr. WONG Alexander Yiu Ming is an associate of Mr. Wong and Ms. WONG Ching Yi, Angela, each of Mr. Wong, Ms. WONG Ching Yi, Angela and Mr. WONG Alexander Yiu Ming was required to abstain and had abstained from voting on the resolutions of the Board in respect of the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder and the Proposed Annual Caps.

An Independent Board Committee has been established to advise the Independent Shareholders in relation to the terms of the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps. Octal Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

8. EGM AND BOOK CLOSURE

A notice convening the EGM to be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Thursday, 26 June 2025 at 11:00 a.m. is set out on pages 39 to 41 of this circular. At the EGM, the resolution in the terms set out in the notice of EGM will be proposed to the Independent Shareholders to consider and, if thought fit, approve the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps. Votes on the resolution will be taken by poll at the EGM as required by Rule 13.39(4) of the Listing Rules.

In accordance with the Listing Rules, any Shareholder who has a material interest in the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder shall abstain from voting on the resolution to be proposed at the EGM. As at the Latest Practicable Date, Mr. Wong was indirectly interested in approximately 62.58% of all issued Shares in the Company. Accordingly, Mr. Wong and his associates will abstain from voting in relation to the ordinary resolution approving the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps at the EGM.

A proxy form for use at the EGM is also enclosed with this circular. Whether or not you intend to attend the EGM in person, you are requested to complete the proxy form in accordance with the instructions printed thereon. The duly completed proxy form, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or other authority, must be returned to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of a proxy form will not preclude you from attending and voting in person at the EGM, or any adjourned meeting thereof.

LETTER FROM THE BOARD

Shareholders who are entitled to attend, speak and vote at the EGM or any adjournment thereof are those whose names appear on the register of members of the Company on Thursday, 26 June 2025. The register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025, both days inclusive, during which period no transfer of Shares will be registered. To be eligible to attend, speak and vote at the EGM or any adjournment thereof, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 June 2025.

9. GENERAL INFORMATION

The Company is an investment holding company. The Group is principally engaged in the provision of property agency services in respect of commercial and industrial properties and shops, properties investment, credit business and securities investment in Hong Kong.

Midland is an investment holding company, the issued shares of which are listed on the Main Board of the Stock Exchange. The Midland Group is principally engaged in the provision of property agency services, property leasing, immigration consultancy services and money lending services.

10. RECOMMENDATION

An Independent Board Committee comprising all the independent non-executive Directors, namely Mr. LI Wai Keung, Mr. SHA Pau, Eric and Mr. WONG Chung Kwong, has been established to advise the Independent Shareholders on the fairness and reasonableness of the terms of the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps, and to advise the Independent Shareholders on how to vote at the EGM after taking into account the recommendation of the Independent Financial Adviser. Octal Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in the same regard.

Your attention is drawn to (i) the letter from the Independent Board Committee set out on pages 16 to 17 of this circular which contains its recommendation to the Independent Shareholders concerning the terms of the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps; and (ii) the letter of advice from the Independent Financial Adviser set out on pages 18 to 33 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in relation to the terms of the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps and the principal factors and reasons considered by it in formulating its advice.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that the terms of the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder (including the Proposed Annual Caps) to be fair and reasonable. The Independent Board Committee also

LETTER FROM THE BOARD

considers that the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder (including the Proposed Annual Caps) were entered into on normal commercial terms and in the ordinary and usual course of business of the Group, and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Independent Board Committee recommends the Independent Shareholders to vote in favour of the resolution relating to the Cross Referral Services Framework Agreement (2025), the transactions contemplated thereunder and the Proposed Annual Caps which will be proposed at the EGM.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the text of the letter of recommendation from the Independent Board Committee to the Independent Shareholders prepared for the purpose of incorporation in this circular.



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

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

3 June 2025

To the Independent Shareholders

Dear Sirs/Madams,

CONTINUING CONNECTED TRANSACTIONS CROSS REFERRAL SERVICES FRAMEWORK AGREEMENT

We refer to the circular of the Company dated 3 June 2025 (the “**Circular**”) of which this letter forms part. Terms used in this letter have the same meanings as those defined in the Circular unless the context otherwise requires.

We have been appointed by the Board to form the Independent Board Committee to consider the terms of the Cross Referral Services Framework Agreement (2025) and to advise the Independent Shareholders in respect of the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder (including the Proposed Annual Caps).

Octal Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in respect of the terms of the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder (including the Proposed Annual Caps).

We wish to draw your attention to the letter from the Board set out on pages 4 to 15 of the Circular which contains, among others, information on the Cross Referral Services Framework Agreement (2025), as well as the letter from the Independent Financial Adviser set out on pages 18 to 33 of the Circular which contains its advice in respect of the terms of the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder (including the Proposed Annual Caps).

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having taken into account the terms of the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder (including the Proposed Annual Caps), as well as the advice of Octal Capital, we consider that the Cross Referral Transactions as contemplated under the Cross Referral Services Framework Agreement (2025) are in the ordinary and usual course of business of the Group and are in the interests of the Company and the Shareholders as a whole. We also consider that the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder (including the Proposed Annual Caps) are on normal commercial terms which are fair and reasonable so far as the Company and the Independent Shareholders are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder (including the Proposed Annual Caps).

Yours faithfully,

For and on behalf of

Independent Board Committee of
Legend Upstar Holdings Limited

LI Wai Keung

SHA Pau, Eric

WONG Chung Kwong

Independent Non-Executive Directors

LETTER FROM OCTAL CAPITAL

The following is the full text of a letter of advice from Octal Capital Limited to the Independent Board Committee and the Independent Shareholders, prepared for the inclusion in this circular.



Octal Capital Limited
801-805, 8th Floor
Nan Fung Tower
88 Connaught Road Central
Hong Kong

3 June 2025

*To the Independent Board Committee
and the Independent Shareholders*

Dear Sir or Madam,

CONTINUING CONNECTED TRANSACTIONS CROSS REFERRAL SERVICES FRAMEWORK AGREEMENT

INTRODUCTION

We refer to our engagement to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated thereunder the Cross Referral Services Framework Agreement (2025) and the Proposed Annual Caps, particulars of which are set out in the letter from the Board (the "**Letter from the Board**") of the circular to the Shareholders dated 3 June 2025 (the "**Circular**") and in which this letter is reproduced. Unless the context requires otherwise, capitalised terms used in this letter shall have the same meanings as given to them under the definitions section of the Circular.

With reference to the announcements of the Company dated 6 December 2023 and 11 July 2024 and circulars of the Company dated 22 December 2023 and 23 July 2024 in relation to, amongst others, the continuing connected transaction between the Group and Midland Group for the Cross Referral Transactions provided to each other for a term of three years commencing from 1 January 2024 to 31 December 2026 pursuant to the Cross Referral Services Framework Agreement (2023), the Board anticipates that the existing annual caps in respect of the referral fees payable under the Cross Referral Services Framework Agreement (2023) will be insufficient given the stronger-than-expected performance of the estate agency business of the Group. Accordingly, on 19 May 2025, the Company and Midland agreed to terminate the Cross Referral Services Framework Agreement (2023) and entered into the Cross Referral Services Framework Agreement (2025), pursuant to which members of the Group and the Midland Group may carry on the Cross Referral Transactions with each other for a period of three years from 1 January 2025 to 31 December 2027 in compliance with the Listing Rules.

As at the Latest Practicable Date, Mr. Wong (the chairman of the Company and an executive Director), who is indirectly interested in approximately 37.04% of all issued shares in Midland, is indirectly interested in approximately 62.58% of all issued Shares in the Company. By virtue of Midland being an associate of Mr. Wong, Midland is a connected

LETTER FROM OCTAL CAPITAL

person of the Company. Accordingly, the transactions contemplated under the Cross Referral Services Framework Agreement (2025) will constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising all the independent non-executive Directors has been established to advise the Independent Shareholders as to whether the continuing connected transactions contemplated under the Cross Referral Services Framework Agreement (2025) and the Proposed Annual Caps are on normal commercial terms and in the ordinary and usual course of business of the Group, are fair and reasonable and in the interests of the Company and the Shareholders as a whole, and will advise the Independent Shareholders on how to vote at the EGM.

OUR INDEPENDENCE

We, Octal Capital Limited, have been appointed by the Company as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

As at the Latest Practicable Date, we were not connected with the Group, Midland or, where applicable, any of their respective substantial shareholders, directors or chief executives, or any of their respective subsidiaries or associates pursuant to Rule 13.84 of the Listing Rules. During the last two years, there has been no other engagement entered into between the Company and us. We are therefore considered suitable to give independent advice to the Independent Board Committee and the Independent Shareholders regarding the Cross Referral Services Framework Agreement (2025) and the Proposed Annual Caps.

Apart from normal professional fees payable to us by the Company in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Company or the directors, chief executive and substantial shareholders of the Company, the Group, Midland or any of their respective subsidiaries or associates that could reasonably be regarded as relevant to our independence.

Accordingly, we consider that we are independent to act as the Independent Financial Adviser pursuant to Rule 13.84 of the Listing Rules.

BASIS OF OUR ADVICE

In formulating our opinion, we have relied on the accuracy of the information and representations contained in the Circular and have assumed that all information and representations made or referred to in the Circular were true at the time they were made and continue to be true as at the date of the Circular. We have also relied on our discussions with the management of the Company (the “**Management**”) regarding the Group, the continuing connected transactions contemplated under the Cross Referral Services Framework Agreement (2025) and the Proposed Annual Caps, including the information and representations contained in the Circular. We have also assumed that all statements of belief, opinion and intention made by the Directors and the Company in the Circular were

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reasonably made after due enquiry. We consider that we have reviewed sufficient information among other things, (i) the Cross Referral Services Framework Agreement (2025); (ii) the annual reports of the Company for the year ended 31 December 2023 (the “**2023 Annual Report**”) and 31 December 2024 (the “**2024 Annual Report**”); (iii) other information as set out in the Circular; and (iv) the relevant market data and information available from public sources, to reach an informed view, to justify our reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our advice. We have no reason to suspect that any material facts have been omitted or withheld from the information contained or opinions expressed in the Circular nor to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and the Management. We have not, however, conducted an independent in-depth investigation into the business and affairs of the Group and their respective subsidiaries or associates nor have we carried out any independent verification of the information supplied.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendation to the Independent Board Committee and the Independent Shareholders in respect of the continuing connected transactions contemplated under the Cross Referral Services Framework Agreement (2025) and the Proposed Annual Caps, we have taken into account the following principal factors and reasons.

1. Background of the Group

The Group is principally engaged in the provision of property agency services in respect of commercial and industrial properties and shops, property investment, money lending business and securities investment in Hong Kong. Based on the information provided by the Group, the number of sales agents as at 31 December 2024 was 318.

2. Background of Midland Group

Midland is an investment holding company, the issued shares of which are listed on the Main Board of the Stock Exchange. The Midland Group is principally engaged in the provision of property agency services, property leasing, immigration consultancy services and money lending services. According to the annual report of Midland for FY2024, the Midland Group had 3,962 sales agents as at 31 December 2024.

3. Financial information of the Group

Review of financial performance

The table below sets out the audited financial information of the Group for the years ended 31 December 2022 (“**FY2022**”), 31 December 2023 (“**FY2023**”) and 31 December 2024 (“**FY2024**”), extracted from the 2023 Annual Report and the 2024 Annual Report.

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	FY2024 <i>(Audited)</i> <i>HK\$'000</i>	FY2023 <i>(Audited)</i> <i>HK\$'000</i>	FY2022 <i>(Audited)</i> <i>HK\$'000</i>
Revenue	356,856	397,073	450,083
– Agency fee	301,481	338,524	389,058
– Rental income from properties investment	28,392	27,498	25,591
– Interest income from credit business	26,983	31,051	35,375
– Interest income from securities investment	–	–	59
Staff costs	(194,815)	(200,633)	(221,099)
Rebate incentives	(61,521)	(74,476)	(114,816)
Other operating costs	<u>(123,882)</u>	<u>(116,018)</u>	<u>(116,412)</u>
(Loss)/profit before tax	(23,362)	5,946	(2,244)
Income tax expense	<u>(3,279)</u>	<u>(7,641)</u>	<u>(1,408)</u>
(Loss)/profit for the year	<u><u>(26,641)</u></u>	<u><u>(1,695)</u></u>	<u><u>(3,652)</u></u>

FY2023 vs FY2022

The Group recorded a revenue of approximately HK\$397.1 million for FY2023, representing a decrease of approximately 11.8% as compared with that of approximately HK\$450.1 million for FY2022, which mainly due to decline in local transaction activities of non-residential properties. Based on data published by the Land Registry, the number of sales registrations of industrial premises fell from 2,501 units in 2022 to 2,063 units in 2023 and that of offices dipped slightly from 817 units to 811 units, while the number of sales registration of shops declined from 1,176 units in 2022 to 1,032 units in 2023. Agency fee is the major revenue stream of the Group for FY2023 where agency fee, rental income from properties investment and interest income from credit business contributed to approximately 85%, 7% and 8% of the revenue of the Group for FY2023, respectively. The decrease in revenue was mainly attributable to the decrease in agency fee of approximately HK\$50.5 million or by approximately 13% from approximately HK\$389.1 million for FY2022 to approximately HK\$338.5 million for FY2023.

The loss for the year of the Group decreased by approximately 53.6% from approximately HK\$3.7 million for FY2022 to approximately HK\$1.7 million for FY2023. The decrease is mainly attributed to the stringent cost control which reduced the staff costs of the Group by approximately HK\$20.5 million and rebate incentives of the Group by approximately HK\$40.3 million for FY2023.

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According to the 2023 Annual Report, during FY2023, the Group's financial results were adversely affected by the poor market conditions which was caused by the weaker-than-expected economic recovery, lingering interest rate hikes concerns and poor investment sentiment, which led to a significant drop in the transaction value and volume of the non-residential properties in Hong Kong.

FY2024 vs FY2023

The Group recorded a revenue of approximately HK\$356.9 million for FY2024, representing a decrease of approximately 10.1% as compared with that of approximately HK\$397.1 million for FY2023. The decrease in revenue was mainly attributable to the decrease in agency fee of approximately HK\$37.0 million from approximately HK\$338.5 million for FY2023 to approximately HK\$301.5 million for FY2024, which mainly due to continued decline in local transaction activities of non-residential properties. Based on data published by the Land Registry, industrial units had a 13% drop year-on-year in transaction volume, while offices and shops experienced decreases of 10% and 9%, respectively. Agency fee remained the major revenue stream of the Group for FY2024, where agency fee, rental income from properties investment and interest income from credit business contributed to approximately 84%, 8% and 8% of the revenue of the Group for FY2024, respectively.

The loss for the year of the Group increased by approximately 15.6 times from approximately HK\$1.7 million for FY2023 to approximately HK\$26.6 million for FY2024. The increase is mainly attributed to a significant increase in fair value loss on the Group's investment properties of approximately HK\$27.2 million due to the fragile non-residential property market in 2024. Excluding the fair value loss on the investment properties, a profit from the Group's operations is recorded notwithstanding the difficult market environment in 2024.

According to the 2024 Annual Report, during FY2024, the Group's financial results were adversely affected by the poor market conditions which was caused by weak local consumption, strong currency, drop in visitor spending, elevated interest rates and enterprises putting their expansion plans on hold, which continued to suppress the non-residential property market activities and prices in Hong Kong.

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Prospect

As stated in the 2024 Annual Report, the Group believes that “the worst will gradually be over” for the non-residential sector. Several encouraging developments as follow support this outlook for the Group’s agency service business, suggesting potential opportunities in the evolving market landscape.

The Management considered that the market shows multiple signs of recovery in the overall property market in Hong Kong, including market expectations of continuing interest rate cuts started since September 2024 that could stimulate market activity, an uptick in monthly commercial property transactions toward end-2024, and notable big-ticket transactions. According to the 2024 Annual Report, these positive indicators are complemented by an attractive pricing environment, where property prices of industrial units, office premises and shops have declined 28-44% from their peaks, with some quality office units showing even steeper drops of 60-70%. Property prices in some non-core commercial districts have reached “zero land cost” levels, suggesting limited downside risk at current valuations.

The Management also advised that the challenging market conditions have led to industry consolidation, creating opportunities as competitors exit the market. This environment has potential to strengthen the Group’s competitive position. The Group is actively enhancing its market presence through reinforcing the business interaction between the Group and the Midland Group, allowing clients to access a wider range of real estate listings through the frontline staff of the Group, including residential properties and properties in Mainland China, and sales team rejuvenation. Furthermore, the Group’s digital transformation through a new website launch and improved market information accessibility positions it to better serve young owners, buyers, and non-traditional investors.

The recovery trend is further evidenced by recent market performance in early 2025. According to the Land Registry, transaction value of residential properties and non-residential properties in Hong Kong for the three months ended 31 March 2025 reached approximately HK\$88,571 million and HK\$22,097 million, respectively, representing a year-on-year increase of approximately 15.1% and 32.6% for the same period in 2024, which supports the Group’s positive outlook.

4. Reasons for and benefits of the Cross Referral Services Framework Agreement (2025)

As stated in the Letter from the Board, referral transactions are an integral part of estate agency business, which constitute the principal activities of both the Group and the Midland Group, and broaden the agents’ access to additional clientele. As it is anticipated that the existing annual caps in respect of the referral fees payable under the Cross Referral Services Framework Agreement (2023) will be insufficient given the stronger-than-expected performance of the estate agency business of the Group and the revision of such annual caps for the remaining term thereunder will nonetheless require Independent Shareholders’ approval, the Company will take the opportunity to update the annual caps for each of the three years ending 31 December 2025, 2026 and 2027 with the Cross Referral Services

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Framework Agreement (2025) such that the parties could continue their referral activities in the ordinary course of business notwithstanding any potential jump in transaction amount or volume in compliance with the relevant requirements of the Listing Rules.

We note that the initial cross referral services framework agreement between the Group and the Midland Group could be traced back to 2007. As outlined in the paragraph headed “3. Financial information of the Group” in this letter, property agency services represent the primary revenue stream for the Group. The Cross Referral Services Framework Agreement (2025) enhances the Group’s revenue potential through cross-referral arrangements with the Midland Group. This collaboration establishes an extra income stream by leveraging expanded business network to capture additional opportunities, and creates cross-selling channels to generate commission revenue from referring clients to the Midland Group. Furthermore, the Group has sustained a business relationship with the Midland Group for over a decade, characterized by a strong track record of successful transactions which could continue to benefit the development of the Group in long-term.

5. Terms of the Cross Referral Services Framework Agreement (2025)

On 19 May 2025, the Company and Midland entered into the Cross Referral Services Framework Agreement (2025), pursuant to which members of the Group and the Midland Group may carry on the Cross Referral Transactions with each other for a period of three years from 1 January 2025 to 31 December 2027 in compliance with the Listing Rules.

The principal terms of the Cross Referral Services Framework Agreement (2025) are summarised as follows:

Date

19 May 2025

Parties

- (i) the Company; and
- (ii) the Midland

Term

The Cross Referral Services Framework Agreement (2025) will, subject to compliance with the respective independent shareholders’ approval requirements by each of the Company and Midland, be valid for a term of three years from 1 January 2025 to 31 December 2027.

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Details of the transactions under the Cross Referral Services Framework Agreement (2025)

The transactions under the Cross Referral Services Framework Agreement (2025) are of the same nature as those covered by the Cross Referral Services Framework Agreement (2023). They are essentially referrals of business opportunities in property transactions between members of the Group and the Midland Group for estate agency services. Pursuant to the Cross Referral Services Framework Agreement (2025):

- (a) the Midland Group has the right (but not obligation) to introduce, refer and communicate to the relevant member(s) of the Group any business opportunity relating to or falling within the Group's estate agency business; and
- (b) similarly, the Group also has the right (but not obligation) to introduce, refer and communicate to the relevant member(s) of the Midland Group any business opportunity relating to or falling within the Midland Group's estate agency business.

We understand each referral is made on a case-by-case basis and is customer-driven. There is no legally binding commitment on any member of the Group or the Midland Group to refer to the other any number or value of transactions under the Cross Referral Services Framework Agreement (2025). The terms and conditions of each referral transaction will be evidenced by individual written agreements subject to the terms of the Cross Referral Services Framework Agreement (2025), and the individual agreements in respect of such referral transactions shall take effect only upon compliance with all relevant requirements under the Listing Rules by the Company and Midland.

For details of the Cross Referral Services Framework Agreement (2025) and the relevant pricing policy, please refer to the paragraph headed "2. Background" under the Letter from the Board.

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6. Historical transaction amounts and the existing annual caps

The amounts of the historical transaction amounts for FY2024 and the four months ended 30 April 2025 (“4M2025”); and the existing annual caps for FY2024, the financial years ending 31 December 2025 (“FY2025”) and 31 December 2026 (“FY2026”), are as follows:

<i>Expressed in HK\$' million</i>	FY2024	4M2025	FY2025	FY2026
Referral fees to the Midland Group				
Historical transaction amount	31.8	67.9 ¹	203.7 ²	N/A
Existing annual caps	82.0	N/A	82.0	82.0
Utilisation Rate	38.8%	N/A	248.4% ²	N/A
Referral fees from the Midland Group				
Historical transaction amount	30.6	6.0	18.0 ²	N/A
Existing annual caps	52.0	N/A	52.0	52.0
Utilisation Rate	58.9%	N/A	34.6% ³	N/A

Note:

- Such actual transaction amounts for the first four months already represented approximately 82.8% of the year's whole annual cap for 2025.
- The amounts represent the annualised amount calculated on a pro-rata basis based on the respective historical transaction amount for 4M2025.
- The utilisation rates reflect the assumed rates, calculated on an annualized basis, derived pro-rata from the respective historical transaction amount for 4M2025.

As shown in the above table, for referral fees to the Midland Group, the utilisation rates of existing annual caps are approximately 38.8% and 248.4% for FY2024 and for FY2025, respectively.

For referral fees from the Midland Group, the utilisation rates of existing annual caps are approximately 58.9% and 34.6% for FY2024 and for FY2025, respectively.

As advised by the Management, the Group has intensified its efforts on primary property transactions involving commercial and industrial properties and has deepened its collaboration with the Midland Group for the purpose of generating additional income for the Group. As a result, during 4M2025, historical referral fees payable to the Midland Group approximately HK\$67.9 million. On the other hand, the historical referral fees receivable from the Midland Group for 4M2025 approximately HK\$6.0 million, such relatively low transaction amounts for the first four months were mainly due to the lack of large new residential projects launched in Hong Kong in early 2025.

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7. Proposed Annual Caps

The following table sets out the existing annual caps for FY2025 and FY2026, and Proposed Annual Caps for FY2025, FY2026 and the financial year ending 31 December 2027 (“FY2027”):

<i>Expressed in HK\$' million</i>	FY2025	FY2026	FY2027
Referral fees to the Midland Group			
Existing annual caps	82.0	82.0	N/A
Proposed Annual Caps	241.0	241.0	241.0
Referral fees from the Midland Group			
Existing annual caps	52.0	52.0	N/A
Proposed Annual Caps	61.0	61.0	61.0

As discussed in the Letter from the Board, the Proposed Annual Caps for the Group in relation to the transactions contemplated under the Cross Referral Services Framework Agreement (2025) were determined by the Group with reference to factors including:

- (a) the actual transaction amounts between the Group and the Midland Group in respect of the Cross Referral Transactions for FY2024 and for the period from 1 January 2025 to 31 March 2025, in particular increase in transaction volume in 2025; and
- (b) adjustment for potential business growth in the property market and economic factors which, if materialised and/or persist, are reasonably expected to impact property transactions, including:
 - (1) the volatility of the property market in Hong Kong contributing to swings in transaction volume and/or value, which contributed to increased referral activities such as those in the early parts of 2025;
 - (2) the anticipated increase in the supply of residential properties and industrial and commercial properties and shops in the primary market;
 - (3) the influx of mainland Chinese investors and overseas talents which help drive property demand; and
 - (4) the outlook of the local economic conditions affected by policy changes and other market stimulants, such as the revision of the ad valorem stamp duty structure for property transactions by the government, interest rate cuts, the increase in the number of new projects launched and favourable pricing strategies by developers which may drive up buyer interest and transaction levels.

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We have discussed with the Management and obtained the relevant working files and information for review. The proposed annual caps for referral fees payable to the Midland Group were calculated based on a pro-rata basis of historical referral fees for the three months ended 31 March 2025.

As highlighted in the section headed “6. Historical Transaction Amounts and Existing Annual Caps” of this letter, the significant increase in referral fees payable to the Midland Group during 4M2025 was primarily attributed from the increase in the Group’s primary property transactions of non-residential properties. These transactions carry higher referral fee ratios (ranging from 70% to 90%), compared to the lower ratios associated with secondary property transactions of 50%. We are advised that the Group will continue to focus on the sale of primary property transactions of non-residential properties and strengthen cooperation with the Midland Group. The Management expects the transactions of industrial, commercial properties, and shops in both primary and secondary markets will increase in the coming years, mainly driven by (i) ongoing efforts by property developers and owners to deleverage; and (ii) a growing number of industrial buildings after renovation.

The Management observed that property developers and non-residential building owners are actively selling off their inventories and investment properties at attractive prices to improve their liquidity. Additionally, the Management pointed out that many industrial buildings in Hong Kong are aging, with some owners undertaking comprehensive renovations to increase both their value and safety standards. Beyond these renovations, the Management believes that the Hong Kong Government’s Industrial Building Revitalisation Scheme, which aims to promote the redevelopment or conversion of aging industrial structures, will lead to an increased supply of non-residential properties in coming years. A press release on the Hong Kong Government’s website on 7 May 2025 notes that, in 2023, the government extended the policy of charging standard land premium rates for lease modifications of industrial buildings for special industrial purposes. Additionally, the government plans to extend this policy until 2027, continuing to permit a plot ratio increase of up to 20% for industrial building redevelopment projects and waiving the requirement that 10% of the gross floor area of industrial buildings constructed before 1987.

On the other hand, the proposed annual caps for referral fees receivable from the Midland Group in respect of residential properties transactions reflect an approximately 17% increase over the existing annual caps. The Management’s determination of these caps mainly considered factors, including the historical referral fee transaction amounts, the anticipated supply of new residential properties in the primary market over the coming years, the trend of decreasing interest rates and potential growing demand from mainland buyers. Based on the information published by the Company, the historical referral fees receivable from the Midland Group for the five years from 2020 to 2024 ranged from approximately HK\$13.5 million to HK\$30.6 million. Further to the Group’s market information, it’s expected that more than 30 new residential property projects may be launched in 2025. In addition, according to the Long-Term Housing Strategy Annual Progress Report 2024 published on 28 October 2024, the Hong Kong Government plans to provide land for approximately 80,000 housing units through land sales and railway property developments over the next five years. For the shorter-term private housing supply, the latest projection as of the end of September 2024 estimates around 108,000 units in the first-hand

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private residential property market for the next three to four years. Based on the above projections of the supply of new residential properties, we concur with the Management that the supply of residential properties is expected to increase in the coming years.

From a broader economic and policy perspective, several factors indicate strengthening demand for both residential and non-residential properties that could drive higher transaction volumes.

In February, the Hong Kong Government launched the 2025-26 Budget (the “**Budget**”). According to the Budget, in order to ease the burden on buyers of residential and non-residential properties at lower values, the maximum value of properties chargeable to a stamp duty of HK\$100 will be raised from HK\$3 million to HK\$4 million. This adjustment is expected to stimulate market activity by making lower-value property transactions more affordable, potentially leading to a modest increase in demand and transaction volumes in the short term, particularly among first-time buyers and small investors.

The New Capital Investment Entrant Scheme, introduced by the Hong Kong government on 1 March 2024, has attracted a number of applicants, including talents, professionals, expatriates, and their families from the PRC and abroad, boosting demand for residential properties in both the purchase and rental markets. According to an article published by South China Morning Post on 13 January 2025, PRC buyers participated in 11,638 primary and secondary property transactions in 2024, reflecting approximately 90% increase from the previous year.

In addition, the retail property segment is benefiting from rebounding mainland tourist spending, bolstered by government initiatives promoting major events and attractions. Approximately 840,000 tourists are expected to participate in the mega events in first half of 2025 and the central government’s recent expansion of the multiple-entry Individual Visit Scheme for Shenzhen residents is also expected to increase eligible visitors to over 10 million, according to press releases dated 19 November 2024 and 29 November 2024 announced by the Hong Kong Government. In January 2025, the number of visitors to Hong Kong reached 4.74 million, which was a new high for visitors in January since 2020 and supporting the effectiveness of the above policies to draw in tourists.

The residential properties and the non-residential properties also have potential from anticipated interest rate reductions. The Federal Open Market Committee (“**FOMC**”) members’ latest dot plot projection from the March 2025 FOMC meeting projects a median federal funds rate of 3.9% by year-end of 2025, as compared to current target range of 4.25%-4.50%. The anticipated reduction in cost of capital under the current downward trend of federal funds rate may boost investor interest in non-residential properties, particularly those now available at significant discounts from their peak values, as mentioned in the subsection headed “Prospect” under the section headed “3. Financial information of the Group”.

We cross-referenced our analysis with statistics from the Land Registry. The data reveals that transaction amounts for residential properties and non-residential properties (including commercial and industrial) in the first quarter of 2025 reached approximately HK\$88,571 million and HK\$22,097 million, respectively. These figures represent

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year-on-year increases of 15.1% for residential properties and 32.6% for non-residential properties compared to the first quarter of 2024. This market growth aligns with the Group's projections and supports the Proposed Annual Caps.

Based on our review on the annual report of Midland for FY2024, the revenue of Midland increased from approximately HK\$4,082.7 million to approximately HK\$6,084.2 million, representing an increase of approximately 49% as compared with FY2023, mainly attributable to successful capture of the rebound in the Hong Kong residential property market in 2024 and the Midland Group's stable market share in Hong Kong. As set out in the section headed "6. Historical transaction amounts and the existing annual caps" of this letter, the historical transaction amount of the referral fees receivable from the Midland Group increased significantly by approximately 126.7% from HK\$13.5 million for FY2023 to HK\$30.6 million for FY2024. Nevertheless, the historical transaction amount of referral fees receivable from the Midland Group for 4M2025 was relatively low at approximately HK\$6.0 million as a result of lack of large new residential projects launched in early 2025, taking into account the (i) the abovementioned significant improvement in revenue of Midland in FY2024; (ii) the abovementioned significant increase in the actual transaction amount of the referral fees from the Midland Group from FY2023 to FY2024; (iii) the increasing supply of residential properties in Hong Kong in the coming years; and (iv) the government policies favorable to the properties market and the recent interest rate trend, we consider the basis for determining the proposed annual caps for the referral fees from the Midland Group for the three years ending FY2027 fair and reasonable.

Regarding the proposed annual caps for the referral fees to the Midland Group, we have considered abovementioned factors, in particular, (i) the significant increase in historical transaction amounts of referral fees to the Midland Group for 4M2025; (ii) the transactions of non-residential properties in both primary and secondary market will increase in the coming years, mainly driven by ongoing efforts by property developers and owners to deleverage and growing number of industrial buildings after renovation; and (iii) the government policies favorable to the properties market and the recent interest rate trend. Based on above considerations, we consider the basis for determining the proposed annual caps for the referral fees to the Midland Group for the three years ending FY2027 fair and reasonable.

8. Pricing policy under the Cross Referral Services Framework Agreement (2025)

With reference to the Letter from the Board, the starting point in determining the initial allocation of commission income received in each individual property transaction will be the following reference ratios ("**Reference Ratio(s)**"):

Property transaction involved	Reference Ratios (%)	
	<i>Referor</i>	<i>Referee</i>
Primary property transaction	Between 70% to 90%	Between 30% to 10%
Secondary property transaction	50%	50%

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For our due diligence purpose, we have obtained the full list of Cross Referral Transactions entered into between the Group and the Midland Group during FY2023 and FY2024 and selected five samples of Cross Referral Transactions for each year or period where the Group acted as referor and referee respectively and we did not notice any abnormality. With reference to the transaction lists of Cross Referral Transactions provided by the Management, (i) for primary market transactions, approximately 82.8% and 73.4% of commission incomes received by the referor were in line with the Reference Ratios, which fell within the range of 70% to 90% of commission income for the respective transactions, for FY2023 and FY2024, respectively; and (ii) for secondary market transactions, approximately 81.1% and 79.1% of commission incomes received by the referor were in line with the Reference Ratios, being 50% of commission income for the respective transactions, for FY2023 and FY2024, respectively.

As discussed with the Management, for those Cross Referral Transactions that the commission allocations fell outside the range of the Reference Ratios, we understand from the Management that they were adjusted based on a case-by-case and on arm's length basis based on various factors (details of which please refer to the paragraph headed "2. Background" under the Letter from the Board) ("**Adjustment Factors**"). In this regard, we have selected five samples of Cross Referral Transactions for each of FY2023 and FY2024 that (i) the commission allocations fell outside the range of the Reference Ratios; and (ii) the Group acted as referor and Midland Group acted as referee during FY2023 and FY2024, we noted that the adjustments of the allocation ratios in each sample had been made with reference to the Adjustment Factors.

As the number of referral transactions that the Group act as referor and independent third parties act as referee during each of FY2023 and FY2024 were insignificant according to the Management. Alternatively, we obtained the full list of referral transactions that independent third parties as referor and the Group as referee during FY2023 and FY2024 for reference. We noted that (i) for primary market transactions, approximately 66.7% and 100.0% of allocation ratio of commission income from the referee to the referor fell within the range of 70% to 90% for the referor for FY2023 and FY2024 respectively; (ii) for secondary market transactions, approximately 51.2% and 61.6% of allocation ratio of commission income between the referor and referee was 50:50 for FY2023 and FY2024 respectively. We have selected five samples of referral transactions for each of FY2023 and FY2024 that (i) the commission allocations fell outside the range of the Reference Ratios; and (ii) independent third parties acted as referor and the Group acted as referee during FY2023 and FY2024, we noted that the adjustments of the allocation ratios in each sample had been made with reference to the Adjustment Factors.

According to the Management, for the referral transactions that independent third parties acted as referor or referee, the Group would also use Reference Ratios as the starting point in determining the initial allocation of commission income and adjusted based on a case-by-case and on arm's length basis based on the Adjustment Factors. Taking into account that the Group applies the same Reference Ratios and Adjustment Factors in terms of allocation of commission income for its transactions with both the Midland Group and independent third parties, we are of the view that the Group's internal control had been adhered to and the Group has complied with the aforementioned pricing policy for the Cross Referral Transactions to be no less favourable than terms available to or from (as

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appropriate) its respective independent third parties. We are of the opinion that there are established procedures in place to ensure that future transactions under the Cross Referral Services Framework Agreement (2025) will continue to be conducted on normal commercial terms and in accordance with the aforementioned pricing policy.

9. Internal control procedures in respect of the Cross Referral Services Framework Agreement (2025)

With reference to the Letter from the Board, the Group will continue to adopt the following internal control procedures to monitor the transactions contemplated under the Cross Referral Services Framework Agreement (2025):

- (a) the aggregate amount of referral fees to and from the Midland Group will be updated on a monthly basis for appraising the latest unutilised amounts available under the Proposed Annual Caps for the relevant period;
- (b) the terms and commission income allocations for the transactions under the Cross Referral Services Framework Agreement (2025) will be reviewed by the Group from time to time to ensure they are on normal commercial terms or better (i.e. terms obtainable on an arm's length basis or terms no less favourable to the Group than those available to or from independent third parties); and
- (c) annually, the transactions made under the Cross Referral Services Framework Agreement (2025) conducted during the financial year will also be reviewed by the independent non-executive Directors and reported by the auditors of the Company in compliance with the relevant requirements in Chapter 14A of the Listing Rules.

In assessing whether the Company has put in place effective internal control procedures for the Cross Referral Transactions and the Proposed Annual Caps, we have obtained and reviewed the following documents: (i) the document prepared by the finance department for the monitoring latest unutilised amounts available under the Proposed Annual Caps; (ii) the samples for reviewing effectiveness of pricing policy for the Cross Referral Transactions as mentioned in the above section headed "8. Pricing policy under the Cross Referral Services Framework Agreement (2025)"; (iii) the board resolutions concerning the Cross Referral Transactions for FY2024; and (iv) the auditors' letter concerning the Cross Referral Transactions for FY2024. We note that the above documents were prepared in accordance with the internal control policies of the Company. Based on the above, we are of the view and concur with the Management's view that adequate measures in monitoring the transactions under the Cross Referral Services Framework Agreement (2025) have been put in place for the purpose of protecting the interests of the Company and the Independent Shareholders.

RECOMMENDATION

Having considered the above principal factors and reasons, we concur with the Directors' view that (i) the Cross Referral Services Framework Agreement (2025) is carried out in the ordinary and usual course of business of the Group; (ii) the terms of the Cross

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Referral Services Framework Agreement (2025) are on normal commercial terms, and are fair and reasonable; (iii) the Cross Referral Services Framework Agreement (2025) is in the interests of the Company and the Shareholders as a whole; and (iv) the basis of determining the Proposed Annual Caps in respect of the Cross Referral Services Framework Agreement (2025) is fair and reasonable.

Accordingly, we recommend the Independent Board Committee to advise the Independent Shareholders, and we advise the Independent Shareholders, to vote in favour of the ordinary resolutions to approve the continuing connected transactions as contemplated under the Cross Referral Services Framework Agreement (2025).

Yours faithfully,
For and on behalf of
Octal Capital Limited

Wong Wai Leung
Executive Director

Celina Yuen
Associate Director

Note:

Mr. Wong Wai Leung has been a responsible officer of Type 1 (dealing in securities), Type 6 (advising on corporate finance) regulated activities since 2008 and is also a responsible officer Type 9 (asset management) regulated activities. Mr. Wong has accumulated decades of experience in corporate finance and investment banking and has participated in and completed various advisory transactions of listed companies in Hong Kong in respect of the Listing Rules and the Takeovers Code.

Ms. Celina Yuen is a licensed person and a responsible officer of Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities. Ms. Yuen has over 12 years of experience in corporate finance industry and has participated in and completed various advisory transactions for listed companies in Hong Kong in respect of the Listing Rules and the Takeovers Code.

GENERAL INFORMATION

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they were deemed or taken to have under such provisions of the SFO) or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to the Company and the Stock Exchange were as follows:

(i) Long positions in the Shares and underlying Shares

Name of Directors	Number of Shares	Number of underlying Shares	Total	Approximate percentage of the issued voting Shares
	Corporate interest/ Interest of controlled corporations	Personal interest/ Beneficial Owner <i>(Note 1)</i>		
Mr. Wong	1,129,683,428 <i>(Note 2)</i>	18,000,000	1,147,683,428	63.57%
Ms. WONG Ching Yi, Angela	–	18,000,000	18,000,000	1%
Mr. WONG Alexander Yiu Ming	–	18,000,000	18,000,000	1%

Notes:

- These underlying Shares (being physically settled unlisted derivatives) were held by the Director(s) by virtue of the interests in the Share Options granted to him/her. Particulars of such underlying Shares are disclosed in the sub-section headed “(iii) Underlying Shares – Share Options” below.
- These Shares were held by Wealth Builder Holdings Limited (“**Wealth Builder**”) which was indirectly wholly-owned by Mr. Wong through his wholly-owned company, namely Luck Gain Holdings Limited (“**Luck Gain**”).

GENERAL INFORMATION

(ii) Long positions in the shares and underlying shares of the associated corporation of the Company

Name of associated corporations	Name of Directors	Capacity/Nature	Number of ordinary shares	Approximate percentage of the issued voting shares of associated corporation
Wealth Builder	Mr. Wong	Interest of controlled corporation/ Corporate interest ^(Note)	1	100%
Powerful Surge Group Limited	Ms. WONG Ching Yi, Angela	Beneficial owner/ Personal interest	5	4.39%

Note: Such share was held by Luck Gain which was directly wholly-owned by Mr. Wong.

(iii) Underlying Shares – Share Options

Share Options, which were unlisted and physically settled, to subscribe for Shares were beneficially held by certain Directors.

Name of Directors	Number of Share Options	Date of grant ^(Note)	Exercise price per Share (HK\$)	Exercisable period
Mr. Wong	18,000,000	3 January 2022	0.128	3 January 2023 – 2 January 2030
Ms. WONG Ching Yi, Angela	18,000,000	3 January 2022	0.128	3 January 2023 – 2 January 2030
Mr. WONG Alexander Yiu Ming	18,000,000	3 January 2022	0.128	3 January 2023 – 2 January 2030

Note: All the Share Options granted were subject to a vesting period from the date of grant until the commencement of the exercisable period.

GENERAL INFORMATION

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, Mr. Wong and Ms. WONG Ching Yi, Angela (an executive Director) were directors of Wealth Builder and Luck Gain, all being companies which had an interest in the Shares as disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO. Save as disclosed above, as at the Latest Practicable Date, none of the Directors was a director or employee of a company which had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had an existing or proposed service contract with any member of the Group which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

4. COMPETING INTERESTS

As at the Latest Practicable Date, Mr. Wong (the Chairman and a controlling shareholder of Midland) and Ms. WONG Ching Yi, Angela held executive directorships in the Midland Group. Mr. WONG Alexander Yiu Ming held directorships in the Midland Group. The Midland Group is principally engaged in the provision of property agency services in Hong Kong, Macau and the PRC, property leasing, immigration consultancy services and money lending services.

As the Board is independent of the board of directors of Midland and none of the above Directors can control the Board, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of the Midland Group.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors had any interest in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group.

GENERAL INFORMATION

5. INTERESTS IN ASSETS AND/OR CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, (i) none of the Directors had any direct or indirect interest in any assets which had been, since 31 December 2024, being the balance sheet date of the latest published audited consolidated financial statements of the Group, acquired or disposed of by or leased to any member(s) of the Group, or were proposed to be acquired or disposed of by or leased to, any member(s) of the Group and (ii) none of the Directors was materially interested in any contract or arrangement which is significant in relation to the business of the Group.

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirmed that there was no material adverse change in the financial or trading position of the Group since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

7. EXPERT AND CONSENT

- (i) Octal Capital is a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Cross Referral Services Framework Agreement (2025), the Cross Referral Transactions thereunder and the Proposed Annual Caps.
- (ii) Octal Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter of advice and references to its name in the form and context in which they respectively appear.
- (iii) As at the Latest Practicable Date, Octal Capital did not have (a) any shareholding, directly or indirectly, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and (b) any direct or indirect interest in any assets acquired or disposed of by or leased to or proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Group were made up.

8. MISCELLANEOUS

- (a) The English text of this circular shall prevail over the Chinese text in case of inconsistency.
- (b) The secretary of the Company is Ms. MUI Ngar May, Joel. She is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute and has over 15 years of experience in the company secretarial field.

GENERAL INFORMATION

- (c) The head office and principal place of business in Hong Kong of the Company is at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong. The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (d) The principal share registrar and transfer office of the Company in the Cayman Islands is Conyers Trust Company (Cayman) Limited at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.
- (e) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

9. DOCUMENTS ON DISPLAY

A copy of each of the following documents will be on display on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.legendupstarholdings.com) for a period of 14 days from the date of this circular:

- (i) the Cross Referral Services Framework Agreement (2023);
- (ii) the Cross Referral Services Framework Agreement (2025);
- (iii) the letter from the Independent Board Committee as set out on pages 16 to 17 of this circular;
- (iv) the letter from Octal Capital, the Independent Financial Adviser, as set out on pages 18 to 33 of this circular; and
- (v) the written consent referred to in the paragraph headed “Expert and Consent” above.

NOTICE OF EGM



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 “**Meeting**”) of Legend Upstar Holdings Limited (the “**Company**”) will be held at Rooms 2505-8, 25th Floor, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Thursday, 26 June 2025 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendment, the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the entering into of the cross referral services framework agreement (2025) (the “**Cross Referral Services Framework Agreement (2025)**”) as defined and described in the circular of the Company dated 3 June 2025 (the “**Circular**”) between the Company and Midland Holdings Limited (a copy of the Cross Referral Services Framework Agreement (2025) having been produced to the Meeting and marked “A” and signed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder and in connection therewith and any other documents ancillary to it, be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps in relation to the Cross Referral Services Framework Agreement (2025) for each of the three years ending 31 December 2025, 2026 and 2027 be and are hereby approved, ratified and confirmed; and

NOTICE OF EGM

- (c) any director(s) of the Company be and is/are hereby authorized for and on behalf of the Company to do all acts and things and execute any agreements, deeds, instruments and any other documents, under hand or under seal, or make such arrangement as he/she/they may determine to be appropriate, necessary or desirable to give effect to or in connection with the Cross Referral Services Framework Agreement (2025) and the transactions contemplated thereunder and, subject to and in accordance with the applicable laws and regulations, to approve and make such immaterial variation, amendment, supplement or waiver of immaterial matters relating thereto in the interests of the Company and its shareholders as a whole.”

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

Hong Kong, 3 June 2025

*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

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

Notes:

1. The Meeting will be held in the form of a physical meeting. The resolution at the Meeting will be taken by poll pursuant to the requirement of the articles of association of the Company and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company in accordance with the Rules Governing the Listing of Securities on the Stock Exchange.
2. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or (if he is a holder of two or more shares) more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
3. Whether or not you intend to attend the Meeting in person, you are requested to complete and return the proxy form in accordance with the instructions stated thereon.
4. To be valid, the completed proxy form together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the Meeting and at any adjournment thereof if you so wish. In such event, the proxy form shall be deemed to be revoked.
5. Where there are joint holders of any share any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior 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 of the Company in whose name any share stands shall be deemed joint holders thereof in accordance with the articles of association of the Company.

NOTICE OF EGM

6. Shareholders who are entitled to attend, speak and vote at the Meeting or any adjournment thereof are those whose names appear on the register of members of the Company on Thursday, 26 June 2025. The register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025, both days inclusive, during which period no transfer of shares will be registered. To be eligible to attend and vote at the Meeting or any adjournment thereof, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 June 2025.
7. In case Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 9:00 a.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on the Company's website (www.legendupstarholdings.com) and the designated website of the Stock Exchange (www.hkexnews.hk) to notify members of the Company of the date, time and place of the adjourned Meeting.

The Meeting will be held as scheduled while an Amber or a Red Rainstorm Warning Signal is in force. Members of the Company should decide on their own whether they would attend the Meeting under bad weather conditions bearing in mind their own situation.