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If you are in doubt as to any aspect about this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your Shares in **LEYOU TECHNOLOGIES HOLDINGS LIMITED**, you should at once hand this circular and proxy form enclosed in this document to the purchaser or transferee or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**LEYOU TECHNOLOGIES HOLDINGS LIMITED****樂遊科技控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1089)****GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (“AGM”) of Leyou Technologies Holdings Limited to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 15 July 2016 at 10:00 a.m. is set out on pages 20 to 23 of this circular.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment of such meeting should you so wish.

30 April 2016

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 15 July 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, approving the resolutions proposed in the AGM Notice
“AGM Notice”	the notice dated 30 April 2016 for convening the AGM set out on pages 20 to 23 of this circular
“Articles”	the articles of association of the Company as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Leyou Technologies Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (stock code: 1089)
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“General Extension Mandate”	a general mandate to the Directors to add to the Issue Mandate any Shares representing the number of Shares repurchased under the Repurchase Mandate
“Group”	the Company and its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate to the Directors to allot and issue Shares with an aggregate number not exceeding 20% of the aggregate number of the issued Shares as at the date of approval of the mandate
“Latest Practicable Date”	26 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“PRC”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purposes of this circular
“Repurchase Mandate”	a general mandate to the Directors to repurchase Shares with an aggregate number not exceeding 10% of the aggregate number of the issued Shares as at the date of approval of the mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



LE YOU

LEYOU TECHNOLOGIES HOLDINGS LIMITED

樂遊科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1089)

Executive Directors:

Mr. Lin Qinglin (*Chairman*)
Mr. Law Kin Fat (*Vice Chairman*)
Mr. Wu Shiming
Mr. He Zhigang
Mr. Wong Ka Fai Paul
Mr. Hsiao Shih-Jin

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Non-executive Director:

Mr. Eric Todd

Principal Place of Business in

Hong Kong:
Suite 1020-22, 10th Floor
Two Pacific Place, 88 Queensway
Hong Kong

Independent non-executive Directors:

Mr. Hu Chung Ming
Mr. Chau On Ta Yuen
Mr. Chan Chi Yuen
Mr. Yang Chia Hung

30 April 2016

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the following proposals to be put forward at the AGM for the Shareholders' consideration and, if thought fit, approval of:

LETTER FROM THE BOARD

- (a) the granting to the Directors of the Issue Mandate;
- (b) the granting to the Directors of the Repurchase Mandate;
- (c) the granting to the Directors of the General Extension Mandate; and
- (d) the re-election of Directors.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 16 June 2015 (“2015 AGM”), the Directors were given a general mandate to issue Shares and repurchase Shares respectively. Such general mandates to issue Shares and repurchase Shares will lapse at the conclusion of the AGM.

(a) Issue Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Issue Mandate. The Issue Mandate, if granted, will allow the Directors to issue and allot further number Shares with an aggregate number not exceeding 20% of the aggregate number of the issued Shares of the Company as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the total number of issued Shares of the Company was 2,868,480,000. Assuming no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and to the date of the AGM, exercise in full of the Issue Mandate could result in up to new issue of 573,696,000 Shares.

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the granting of the Repurchase Mandate. The Repurchase Mandate, if granted, will allow the Directors to exercise all the powers of the Company to repurchase its own Shares with an aggregate number not exceeding 10% of the aggregate number of issued Shares of the Company as at the date of passing the relevant resolution.

LETTER FROM THE BOARD

Assuming no Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 286,848,000 Shares. There is no present intention for any repurchase of Shares pursuant to the Repurchase Mandate.

An explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to be sent to the Shareholders in relation to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary for Shareholders to make an informed decision on whether to approve the relevant resolution at the AGM.

(c) General Extension Mandate

It is recommended that the General Extension Mandate be granted to the Directors permitting them, after the grant of the Repurchase Mandate referred to above, to add to the Issuel Mandate any Shares repurchased pursuant to the Repurchase Mandate.

The authority conferred on the Directors by the Issue Mandate, the Repurchase Mandate and the General Extension Mandate would continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) their respective revocation or variation by ordinary resolution of the Shareholders in a general meeting.

3. RE-ELECTION OF DIRECTORS

The Board currently consists of eleven Directors, namely Mr. Lin Qinglin, Mr. Law Kin Fat, Mr. Wu Shiming, Mr. He Zhigang, Mr. Wong Ka Fai Paul, Mr. Hsiao Shih-Jin, Mr. Eric Todd, Mr. Hu Chung Ming, Mr. Chau On Ta Yuen, Mr. Chan Chi Yuen and Mr. Yang Chia Hung.

Pursuant to article 84(1) of the Articles, Mr. Lin Qinglin and Mr. Chau On Ta Yuen shall retire by rotation at the AGM whereas pursuant to article 83(3) of the Articles, Mr. Law Kin Fat, Mr. He Zhigang, Mr. Wong Ka Fai Paul, Mr. Hsiao Shih-Jin, Mr. Eric Todd, Mr. Chan Chi Yuen and Mr. Yang Chia Hung, who were appointed by the Board after the 2015 AGM, shall retire at the AGM. All of the above nine retiring Directors, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Mr. Chau On Ta Yuen, Mr. Chan Chi Yuen and Mr. Yang Chia Hung, who were appointed as independent non-executive Directors on 17 December 2010, 24 July 2015 and 7 March 2016 respectively, shall be eligible for re-election at the AGM. Each of Mr. Chau, Mr. Chan and Mr. Yang has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that each of Mr. Chau, Mr. Chan and Mr. Yang meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. In view of the above, the Board recommends Mr. Chau, Mr. Chan and Mr. Yang for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

4. AGM

The AGM Notice is set out on pages 20 to 23 of this circular and a form of proxy for use at the AGM is enclosed in this circular.

Whether or not you are able to attend the AGM, please complete the accompanying form of proxy in accordance with the instructions printed on the form and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment of such meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment of such meeting should you so wish.

5. VOTING BY POLL

In accordance with Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the voting on all resolutions at the AGM will be conducted by way of poll.

6. RECOMMENDATION

The Board believes that the resolutions proposed in the AGM Notice are in the best interests of the Company and its Shareholders as a whole. The Board recommends the Shareholders to vote in favour of all resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

7. RESPONSIBILITY OF THE DIRECTORS

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.

Yours faithfully,

By order of the Board

Leyou Technologies Holdings Limited

Law Kin Fat

Vice Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules to enable the Shareholders to make an informed decision on whether to vote for or against the ordinary resolutions to be proposed at the AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of issued Shares of the Company was 2,848,480,000.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date and to the date of the AGM, the Directors would be allowed under the Repurchase Mandate to repurchase up to 286,848,000 Shares, representing 10% of the aggregate number of issued Shares of the Company, during the period from the date of resolution granting the Repurchase Mandate until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Articles to be held; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and its Shareholders as a whole to have a general authority from Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or earnings per Share and will only be made if the Directors believe that such repurchases will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may apply funds legally available for such purpose from distributable profit or funds from a new issue in accordance with its Memorandum of Association and Articles and the laws of the Cayman Islands.

That is to say, any repurchase of Shares may be purchased out of capital paid up on the repurchased Shares or the profits of the Company which would otherwise be available for dividend and, in the case of any premium payable on such repurchase, out of profits of the Company which would otherwise be available for dividend or from the Company's share premium account or its contributed surplus account.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

The Directors consider that there would be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2015) in the event that the Repurchase Mandate was to be exercised in full at any time during the proposed purchase period. The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company, which in the opinion of the Directors are from time to time appropriate for the Company. The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

4. EFFECT ON THE TAKEOVERS CODE

If, as the result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of Rule 32 of the Takeovers Code. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers code) (depending on the level of increase of the Shareholders' interest) could as a result of increase of its or their interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

On the basis that no further Shares will be allotted and issued or repurchased from the Latest Practicable Date to the date of the AGM, on exercise in full of the Repurchase Mandate, the number of issued Shares will decrease from 2,868,480,000 to 2,581,632,000.

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, Timerich Technology Limited held 545,050,000 Shares representing approximately 19.00% of the issued Share capital of the Company.

The decrease of issued Shares resulted from the full exercise of the Repurchase Mandate will cause the percentage shareholding of Timerich Technology Limited to increase from approximately 19.00% to approximately 21.11%. The Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

5. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the previous twelve months and up to Latest Practicable Date were as follows:

	Share Price	
	Highest (HK\$)	Lowest (HK\$)
2015		
April	1.47	0.97
May	1.88	1.38
June	2.10	1.24
July	1.49	0.61
August	1.00	0.58
September	0.85	0.61
October	1.01	0.72
November	0.85	0.65
December	0.76	0.60
2016		
January	1.24	0.74
February	1.16	0.81
March	1.06	0.81
April (up to the Latest Practicable Date)	1.10	0.87

6. REPURCHASE OF SHARES

The Company has not purchased any Shares in the six months preceding the Latest Practicable Date, whether on the Stock Exchange or otherwise.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE OF SHARES

7. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any Associate of any Director has any present intention in the event that the Repurchase Mandate is approved by the Shareholders to sell any Shares to the Company.

No core connected person has notified the Company that he has a present intention to sell Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

Set out below are details of the Directors who are proposed to be re-elected at the AGM.

1. MR. LIN QINGLIN (“MR. LIN”)

Mr. Lin, aged 61, was appointed as an executive Director and the Chairman of our Company on 17 December 2010. He is also the chairman of the nomination committee and a member of the remuneration committee of the Company (the “Remuneration Committee”).

Mr. Lin has received many honourable titles, including, inter alia, “Most Influential Entrepreneur in China” awarded by the China Economic Development Research Centre (中國經濟發展研究中心), China Reform Forum Magazine (中國改革論壇雜誌社) and the Organising Committee of the Summit of China’s most Influential Entrepreneurs (中國最具影響力企業家峰會組委會) and “Top 10 Outstanding Management Individuals of China in 2006-2007” (2006-2007年度中國十大傑出管理人物) awarded by the China Institute of Management Science (中國管理科學研究院), the China Future Research Institution (中國未來研究會) and the Future and Development Magazine Press (未來與發展雜誌社). He is also a representative of the Fujian Province People’s Congress. Mr. Lin did not hold any directorship in other listed public companies during the past three years.

Upon the expiry of the term of the service contract entered into between the Company and Mr. Lin on 17 December 2014, Mr. Lin has no fixed term of service with the Company but is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Lin is entitled to a remuneration of HK\$500,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience and responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Lin does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Lin does not have any relationship with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

2. MR. LAW KIN FAT (“MR. LAW”)

Mr. Law, aged 47, was appointed as an executive Director and the vice Chairman on 28 July 2015. He graduated from the University of Hong Kong with a Bachelor Degree in Social Science (Economics). He also obtained a Master degree in Finance and Investment from the University of Exeter in the UK. Mr. Law had served as a senior executive of Deutsche Bank Asia, Bank of America Merrill Lynch, ABN Amro Group NV, BNP Paribas Asia, JP Morgan Chase Bank, N.A., mainly responsible for equities sales and other related functions in Greater China region, Australia, and New Zealand markets for over 16 years. Mr. Law did not hold any directorship in other listed public companies during the past three years.

Mr. Law has entered into a service agreement with the Company for an initial term of 3 years with effect from 28 July 2015. Pursuant to the service agreement, Mr. Law is entitled to a remuneration of HK\$2,800,000 per annum and a discretionary bonus determined by the Board, which is determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience and responsibilities in the Company and the prevailing market condition and is subject to annual review.

As at the Latest Practicable Date, Mr. Law is interested in the share options of the Company exercisable into 14,400,000 Shares within the meaning of Part XV of the SFO. Mr. Law does not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

3. MR. HE ZHIGANG (“MR. HE”)

Mr. He, aged 36, was appointed as an executive Director on 9 July 2015. He has served as the chairman of the board of Leyou World (Shenzhen) Science and Technology Co. Ltd., the wholly-owned subsidiary of the Company, since 1 May 2015. Mr. He has engaged in the internet gaming industry for 11 years and served in various science and technology gaming companies, including Tencent Computer Technology Co., Ltd., experiencing the start-up stage and entrepreneurship stage of Tencent. Mr. He took up the roles of a software development engineer, game producer, general manager and general manager of overseas issues and has expertise in corporate management and planning as well as game evaluation and planning. He graduated with a Bachelor of Engineering from the Xinjiang University in July 2003. Mr. He did not hold any directorship in other listed public companies during the past three years.

Mr. He has entered into a service agreement with the Company for an initial term of three years with effect from 9 July 2015. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Pursuant to the service agreement, Mr. He will receive from the Company an annual salary of HK\$840,000 and is entitled to a discretionary bonus determined by the Board having regard to the performance of the individual concerned and the Group. Such remuneration is determined with reference to the remuneration policy of the Company and will be subject to review by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. He is interested in the share options of the Company exercisable into 7,200,000 Shares and Ms. Yao Miaomiao, the spouse of Mr. He, holds 575,000 Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Law does not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

4. MR. WONG KA FAI, PAUL (“MR. WONG”)

Mr. Wong, aged 34, was appointed as an executive Director on 9 July 2015. He has over five years experience in the manufacturing, export and trading industry. Mr. Wong graduated with a Bachelor’s degree in Business Administration majoring in Marketing from the City University of Hong Kong in November 2004. Mr. Wong currently serves as business development manager at Mega Expo Holdings Limited (Stock Code: 1360), a company listed on the Stock Exchange, and in which he was an independent non-executive director from June 2015 to November 2015. Save as disclosed above, Mr. Wong did not hold any directorship in other listed public companies during the past three years.

Mr. Wong has entered into a service agreement with the Company for an initial term of three years with effect from 9 July 2015. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Pursuant to the service agreement, Mr. Wong will receive from the Company an annual salary of HK\$500,000 and is entitled to a discretionary bonus determined by the Board having regard to the performance of the individual concerned and the Group. Such remuneration is determined with reference to the remuneration policy of the Company and will be subject to review by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Wong is interested in 80,000 ordinary shares of the Company within in the meaning of Part XV of the SFO. Mr. Wong does not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

5. MR. HSIAO SHIH-JIN (“MR. HSIAO”)

Mr. Hsiao, aged 50, was appointed as an executive Director on 7 March 2016. He graduated from National Taiwan University with a Bachelor of Science in 1989. Mr. Hsiao has engaged in the manufacturing, investment and internet gaming industry for over twenty years. He is currently the chairman of Iwplay World Interactive Entertainment Technology Co., Ltd.. Mr. Hsiao did not hold any directorship in other listed public companies during the past three years.

Mr. Hsiao has entered into a service agreement with the Company for an initial term of 3 years commencing from 7 March 2016. His appointment is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Pursuant to the service agreement, Mr. Hsiao is entitled to a remuneration of HK\$480,000 per annum and a discretionary bonus to be determined by the Board, which is determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience and responsibilities in the Company and the prevailing market conditions and is subject to annual review.

As at the Latest Practicable Date, Mr. Hsiao is deemed to be interested in 545,050,000 Shares of the Company held through Timerich Technology Limited, which is wholly and beneficially owned by Mr. Hsiao, within the meaning of Part XV of the SFO. Mr. Hsiao does not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

6. MR. ERIC TODD (“MR. TODD”)

Mr. Todd, aged 53, was appointed as a non-executive Director on 24 July 2015. Mr. Todd possesses extensive professional experience in the auditing, financial management, investment and media industry. Mr. Todd holds a bachelor degree in Business Administration in Accounting and Finance from the School of Management of Boston University in Massachusetts, USA. Mr. Todd has qualified as an U.S. Certified Public Accountant in 1989 and was a member of the American Institute of Certified Public Accountants from 1989-2010. Mr. Todd worked for the international accounting firm KPMG and the Standard Chartered Group between the periods 1985 to 1995. He was the finance director for several manufacturing and media production and distribution companies from 1999 to 2008. Mr. Todd has been working as a business consultant since 2009 specializing in the finance, investment and media sectors. Mr. Todd did not hold any directorship in other listed public companies during the past three years.

Mr. Todd entered into an appointment letter with the Company for an initial term of three years with effect from 24 July 2015. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Pursuant to the appointment letter, Mr. Todd is entitled to a director’s remuneration of HK\$10,000 per month. Such remuneration is determined with reference to the remuneration policy of the Company and will be subject to review by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Todd did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Todd does not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

7. MR. CHAU ON TA YUEN (“MR. CHAU”)

Mr. Chau, aged 68, was appointed as an independent non-executive Director on 17 December 2010. Mr. Chau is also a member of each of the audit committee and the nomination committee of the Company. Mr. Chau has been the chairman of the board of directors and an executive director of China Ocean Industry Group Limited (中海重工集團有限公司) (formerly known as “China Ocean Shipbuilding Industry Group Limited (中海船舶重工集團有限公司)”) (Stock Code: 0651) since September 2007 and was re-designated as a non-executive Director and appointed as the honorary Chairman on 23 June 2015. Mr. Chau is currently the chairman and an executive director of ELL Environmental Holdings Limited (強泰環保控股有限公司) (Stock Code: 1395) where his directorship commenced in March 2014. Mr. Chau is currently also an independent non-executive director of (i) Good Resources Holdings Limited (天成國際集團控股有限公司) (formerly known as “Good Fellow Resources Limited (金威資源控股有限公司)”) (Stock Code: 0109) since July 2007; (ii) Come Sure Group (Holdings) Limited (錦勝集團(控股)有限公司) (Stock Code: 0794) since February 2009; and (iii) Redco Properties Group Limited (力高地產集團有限公司) (Stock Code: 1622) since January 2014, all of which are companies listed on the Main Board of the Stock Exchange. Mr. Chau was (i) an executive director of Everbest Energy Holdings Limited (恒發世紀控股有限公司) (Stock Code: 0578, now known as Rosan Resources Holdings Limited (融信資源控股有限公司)), a company listed on the Main Board of the Stock Exchange, from March 2000 to November 2006; (ii) an independent non-executive director of Everpride Biopharmaceutical Company Limited (中遠威生物製藥有限公司) (Stock Code: 8019, now known as Hao Wen Holdings Limited (皓文控股有限公司)), a company listed on the Growth Enterprise Market of the Stock Exchange, from June 2003 to August 2009; and (iii) an independent non-executive director of Buildmore International Limited (建懋國際有限公司) (Stock Code: 0108, now known as GR Properties Limited (國銳地產有限公司)), a company listed on the Main Board of the Stock Exchange, from December 2008 to September 2010. Save as disclosed above, Mr. Chau did not hold any directorship in other listed public companies in the past three years.

Mr. Chau completed a course in Chinese literature at Xiamen University (廈門大學) in August 1968. Mr. Chau is currently a member of the 12th National Committee of the Chinese People’s Political Consultative Conference (中國人民政治協商會議第十二屆全國委員會) and a deputy officer of the Social and Legal Affairs Committee of the Chinese People’s Political Consultative Conference (全國政協社會和法制委員會). He is also the vice chairman of the 9th board of directors of the Hong Kong Fujian Association (香港福建社團聯會董事會).

Mr. Chan signed an appointment letter with the Company for a term of three year and is subject to retirement by rotation and re-election in accordance with the Articles. Mr. Chau is entitled to a remuneration of HK\$60,000 per annum, which was determined by the Board upon the recommendation of the Remuneration Committee by reference to his experience and responsibilities in the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chau does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Chau does not have any relationship with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

8. MR. CHAN CHI YUEN (“MR. CHAN”)

Mr. Chan, aged 49, was appointed as an independent non-executive Director on 24 July 2015. He is also a member of each of the audit committee and remuneration committee of the Company. He obtained a Bachelor degree with honours in Business Administration and a Master of Science degree with distinction in Corporate Governance and Directorship. He is a fellow of the Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants in the United Kingdom, and an associate of The Institute of Chartered Accountants in England and Wales. Mr. Chan Chi Yuen is a practising certified public accountant and has extensive experience in financial management, corporate development, corporate finance and corporate governance.

Mr. Chan Chi Yuen is currently an executive director and the chief executive officer of Noble Century Investment Holdings Limited (Stock code: 2322), an executive director of e-Kong Group Limited (Stock code: 524), an executive director and the chairman of Kate China Holdings Limited (Stock code: 8125), an independent non-executive director of Asia Energy Logistics Group Limited (Stock code: 351), REX Global Entertainment Holdings Limited (formerly known as China Gamma Group Limited) (Stock code: 164), Jun Yang Financial Holdings Limited (formerly known as “Jun Yang Solar Power Investments Limited”) (Stock code: 397), Media Asia Group Holdings Limited (Stock code: 8075), New Times Energy Corporation Limited (Stock code: 166) and U-RIGHT International Holdings Limited (Stock code: 627).

Mr. Chan Chi Yuen was an executive director of Co-Prosperity Holdings Limited (Stock code: 707) from December 2014 to October 2015, an executive director of China Minsheng Drawin Technology Group Limited (formerly known as South East Group Limited) (Stock code: 726) from December 2013 to July 2015, an executive director and the chairman of Kong Sun Holdings Limited (Stock code: 295) from December 2011 to September 2013, and an independent non-executive director of China Sandi Holdings Limited (Stock code: 910) from September 2009 to July 2014. The issued shares of all the aforesaid companies are listed and traded on the Stock Exchange.

Save as disclosed above, Mr. Chan did not hold any directorship in other listed public companies during the past three years.

Mr. Chan Chi Yuen has entered into an appointment letter with the Company for an initial term of three years with effect from 24 July 2015. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Pursuant to the appointment letter, Mr. Chan Chi Yuen will be entitled to a director's remuneration of HK\$10,000 per month. Such remuneration is determined with reference to the remuneration policy of the Company and will be subject to review by the Remuneration Committee from time to time.

As at the Latest Practicable Date, Mr. Chan did not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. Chan does not have any relationship with any other Director, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules).

9. MR. YANG CHIA HUNG (“MR. YANG”)

Mr. Yang, aged 53, was appointed as an independent non-executive Director on 7 March 2016. He graduated from University of California, Los Angeles with a Master of Business Administration in 1992. Mr. Yang has over 20 years' experience in finance, banking and investment industry. He was an associate of Morgan Stanley Asia from 1992 to 1994, a vice president of Lehman Brothers Asia Limited from 1994 to 1996 and an executive director of Goldman Sachs (Asia) LLC from 1997 to 1999 respectively. He was also a chief financial officer of Cellstar Asia Corporation from 1999 to 2004 and a chief executive officer of Rock Mobile Corporation from 2004 to 2007 respectively.

Mr. Yang has extensive experience in finance industry and corporate finance, and has been a key player in a number of initial public offering cases. Mr. Yang previously served as the chief financial officer of Airmedia Group (NASDAQ: AMCN), E-commerce China Dangdang Inc. (NYSE: DANG) and currently serves as the chief financial officer of Tuniu Corporation (NASDAQ: TOUR). Mr. Yang currently serves as an independent director and chairman of audit committee of Airmedia Group since 2013. Previously, Mr. Yang served as an independent director of IFM Investments Limited (OTCMKTS: CTCLY) from 2010 to 2015. Save as disclosed above, Mr. Yang did not hold any directorship in other listed public companies during the past three years.

There is no appointment letter issued by the Company to Mr. Yang. However, his appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Yang is entitled to a director's remuneration of HK\$240,000 per annum. Such remuneration is determined with reference to the remuneration policy of the Company and will be subject to review by the Remuneration Committee from time to time.

At the Latest Practicable Date, Mr. Yang does not have any relationship with any of the Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) and does not have any interest in the shares of the Company within the meaning of the SFO.

Save as disclosed in this circular, there are no other matters concerning the above Directors that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there is no information which is required to be disclosed pursuant to any of the requirements of the Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



LE YOU

LEYOU TECHNOLOGIES HOLDINGS LIMITED

樂遊科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1089)

NOTICE IS HEREBY GIVEN that an annual general meeting of the Company (the “AGM”) will be held at Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, 15 July 2016 at 10:00 a.m. for the purpose of transacting the following business:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements for the year ended 31 December 2015 and the reports of the directors of the Company (the “Directors”) and the independent auditors of the Company (the “Independent Auditors”) thereon.
2. To re-appoint HLB Hodgson Impey Cheng Limited as the Independent Auditors and authorise the board of Directors (“Board”) to fix their remuneration.
3. To re-elect the retiring Directors and to authorise the Board to fix the Directors’ remuneration.
4. **“THAT**
 - (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and deal with unissued shares of the Company (“Share(s)”) or securities convertible into Shares or options, warrants or similar rights to subscribe for any Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any Shares which may be issued from time to time (a) on a Rights Issue (as hereinafter defined) or (b) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the

NOTICE OF ANNUAL GENERAL MEETING

grant or issue of Shares or rights to acquire Shares or (c) upon the exercise of rights of subscription or conversion attaching to any warrants or convertible bonds issued by the Company or any securities which are convertible into Shares the issue of which warrants and other securities has previously been approved by shareholders of the Company or (d) as any scrip dividend or similar arrangements pursuant to the articles of association of the Company, not exceeding twenty per cent of the issued Shares as at the date of this resolution; and

- (b) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting;

and “Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractions entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or of the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

5. “**THAT** there be granted to the Directors an unconditional general mandate to repurchase Shares, and that the exercise by the Directors of all powers of the Company to purchase Shares subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
 - (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares at such price as the Directors may at their discretion determine;

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- (c) the aggregate number of the Shares to be repurchased by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall be no more than ten per cent of the aggregate number of Shares in issue at the date of passing this resolution; and
 - (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT**, subject to the availability of unissued share capital and conditional upon the resolution nos.4 and 5 above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no.6 above shall be added to the number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no.5 above.”

By order of the Board
Leyou Technologies Holdings Limited
Law Kin Fat
Vice Chairman

Hong Kong, 30 April 2016

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company who is a holder of two or more Shares, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy or a duly authorised corporate representative to attend and vote in his stead. A proxy needs not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the AGM and any adjournment thereof should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the AGM is enclosed with the Company's circular dated 30 April 2016. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed on the form together with a valid power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment of such meeting.

As at the date of this notice, the Board comprises Mr. Lin Qinglin, Mr. Law Kin Fat, Mr. Wu Shiming, Mr. He Zhigang, Mr. Wong Ka Fai, Paul and Mr. Hsiao Shih-Jin as executive Directors, Mr. Eric Todd as non-executive Director and Mr. Hu Chung Ming, Mr. Chau On Ta Yuen, Mr. Chan Chi Yuen and Mr. Yang Chia Hung as independent non-executive Directors.