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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, solicitor, 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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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)

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) INCREASE IN AUTHORISED SHARE CAPITAL,
AND
(4) AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (“AGM”) of Leyou Technologies Holdings Limited to be held at Room 2, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 25 May 2018 at 11:00 a.m. is set out on pages 17 to 23 of this circular. A form of proxy for use by the shareholders of the Company at the AGM is enclosed herein.

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 (i.e. not later than Wednesday, 23 May 2018 at 11:00 a.m. (Hong Kong time)) 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.

20 April 2018

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I – EXPLANATORY STATEMENT ON REPURCHASE OF SHARES	9
APPENDIX II – DETAILS OF DIRECTORS STANDING FOR RE-ELECTION AT THE AGM.	13
APPENDIX III – DETAILS OF PROPOSED AMENDMENTS TO MEMORANDUM AND ARTICLES OF ASSOCIATION	16
NOTICE OF ANNUAL GENERAL MEETING	17

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 Room 2, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 25 May 2018 at 11:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, approving the resolutions proposed in the notice of the AGM
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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
“controlling shareholder(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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$400,000,000 divided into 4,000,000,000 Shares to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the creation of an additional 6,000,000,000 unissued Shares

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to allot, issue, and deal with Shares with an aggregate number not exceeding 20% of the aggregate number of the issued Shares as at the date of passing the resolution approving such mandate
“Latest Practicable Date”	13 April 2018, 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
“Memorandum”	the memorandum of association of the Company
“Repurchase Mandate”	a general and unconditional mandate to be granted to the Directors to exercise all the powers of the Company to repurchase such number of Shares not exceeding 10% of the number of issued Shares as at the date of passing the relevant resolution approving such mandate
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“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 Codes”	The Codes on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong
“HK\$”	Hong Kong dollar, 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. Xu Yiran (*Chairman of the Board*)

Mr. Gu Zhenghao

Mr. Cao Bo

Non-executive Directors:

Mr. Eric Todd

Mr. Li Zhigang

Mr. Cheng Chi Ming Brian

Independent non-executive Directors:

Mr. Hu Chung Ming

Mr. Chan Chi Yuen

Mr. Kwan Ngai Kit

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Place of Business in Hong Kong:

Suite 3201, Tower Two

Lippo Centre

89 Queensway

Admiralty

Hong Kong

20 April 2018

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS,
(3) INCREASE IN AUTHORISED SHARE CAPITAL,
AND
(4) AMENDMENTS TO MEMORANDUM AND
ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

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

- (a) the grant of the Issue Mandate to the Directors;

LETTER FROM THE BOARD

- (b) the grant of the Repurchase Mandate to the Directors;
- (c) the grant of the General Extension Mandate to the Directors;
- (d) the re-election of Directors;
- (e) Increase in Authorised Share Capital; and
- (f) amendments to the Memorandum and Articles.

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 23 June 2017 (“2017 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 grant of the Issue Mandate. The Issue Mandate, if granted, will allow the Directors to allot, issue and deal with further number Shares with an aggregate number not exceeding 20% of the aggregate number of the issued Shares (subject to adjustment in the case of subdivision and consolidation of Shares) as at the date of passing the relevant resolution.

As at the Latest Practicable Date, the total number of issued Shares was 3,070,910,000. 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 614,182,000 Shares representing 20% of the issued Shares (subject to adjustment in the case of subdivision and consolidation of Shares).

(b) Repurchase Mandate

An ordinary resolution will be proposed at the AGM to approve the grant 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 (subject to adjustment in the case of subdivision and consolidation of Shares) 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 307,091,000 Shares (subject to adjustment in the case of subdivision and consolidation of 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 Issue 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 nine Directors, namely Mr. Xu Yiran, Mr. Gu Zhenghao, Mr. Cao Bo, Mr. Eric Todd, Mr. Li Zhigang, Mr. Cheng Chi Ming Brian, Mr. Hu Chung Ming, Mr. Chan Chi Yuen and Mr. Kwan Ngai Kit.

Pursuant to Article 84(1) of the Articles, Mr. Gu Zhenghao, Mr. Eric Todd and Mr. Chan Chi Yuen shall retire by rotation at the AGM. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Mr. Chan Chi Yuen, who was appointed as an independent non-executive Director on 24 July 2015, shall be eligible for re-election at the AGM. Mr. Chan has made a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the view that Mr. Chan 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. Chan 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. INCREASE IN AUTHORISED SHARE CAPITAL

The Company has an authorised share capital of HK\$400,000,000 divided into 4,000,000,000 Shares of which 3,070,910,000 Shares were in issue as at the Latest Practicable Date.

In order to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future and to allow future growth and expansion of the Group as and when necessary, the Board proposes to increase the authorised share capital of the Company from HK\$400,000,000 divided into 4,000,000,000 Shares to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the creation of an additional 6,000,000,000 unissued Shares which, upon issue, shall rank *pari passu* in all respects with the existing Shares.

The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the AGM.

5. AMENDMENTS TO THE MEMORANDUM AND ARTICLES

The existing Memorandum and Articles can be read from the respective websites of the Stock Exchange and the Company. The Board proposes to amend the existing Memorandum and Articles to (i) permit the Directors to pay dividends out of the share premium account in accordance with the Companies Law of the Cayman Islands to give the Board greater flexibility to declare and pay dividends; and (ii) align with the changes and development of the Company, namely the change of Company name in 2015 and the proposed Increase in Authorised Share Capital (to be considered at the AGM).

LETTER FROM THE BOARD

The Board also proposes to adopt a set of an amended and restated Memorandum and Articles which consolidates all of the proposed amendments for approval at the AGM. The proposed amendments to the Memorandum and Articles and the adoption of the amended and restated Memorandum and Articles are conditional upon the passing of special resolutions by the Shareholders at the AGM. Details of the amendments to the Memorandum and Articles to be brought about are set out in Appendix III to this circular.

The Company's legal advisers as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the proposed amendments to the existing Memorandum and Articles are in compliance with the requirements of the Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the proposed amendments for a Cayman Islands company listed in Hong Kong.

6. AGM

The notice of AGM is set out on pages 17 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.

7. 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.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Board believes that the resolutions proposed in the notice of AGM 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.

After the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange and the website of the Company.

9. 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

Xu Yiran

Chairman and Chief Executive Officer

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. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the total number of issued Shares was 3,070,910,000.

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 307,091,000 Shares, representing 10% of the aggregate number of issued Shares, 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 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 out of funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares and, in the case of any premium payable on such repurchase, out of funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are repurchased.

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 2017) 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. TAKEOVERS CODES

If, as a result of a Share repurchase by the Company, 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 Codes. In certain circumstances, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Codes) (depending on the level of increase of the Shareholders' interest) could as a result of an increase in 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 Codes.

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 3,070,910,000 to 2,763,819,000.

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, Port New Limited, a company wholly-owned by Mr. Yuk Kwok Cheung Charles, held 1,783,989,522 Shares representing approximately 58.09% of the issued share capital of the Company.

The decrease in issued Shares resulting from the full exercise of the Repurchase Mandate will cause the percentage shareholding of Port New Limited to increase from approximately 58.09% to approximately 64.55%. However, 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 Codes.

The Directors have no present intention to exercise the Repurchase Mandate. The Directors believe that based on the aforesaid shareholdings, the Repurchase Mandate, if exercised in full, would not reduce the amount held by the public to less than 25% of the number of Shares in issue of the Company (subject to adjustment in the case of subdivision and consolidation of Shares).

Save for the above, the Directors are not aware of any consequences which would arise under the Takeovers Codes as a consequence of any repurchases pursuant to the Repurchase Mandate.

5. SHARE PRICE

The highest and lowest closing prices of the Shares as quoted on the Stock Exchange in each of the previous twelve months and up to the Latest Practicable Date are as follows:

	Share Price	
	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2017		
April	1.64	1.58
May	1.67	1.60
June	1.99	1.60
July	2.15	1.89
August	1.92	1.65
September	1.87	1.68
October	2.04	1.87
November	2.03	1.92
December	1.95	1.78
2018		
January	1.85	1.71
February	1.73	1.60
March	1.85	1.61
April (up to the Latest Practicable Date)	2.17	1.63

6. REPURCHASE OF SHARES BY THE COMPANY

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

7. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any close 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. Gu Zhenghao (“Mr. Gu”)

Mr. Gu, aged 47, was appointed as an executive Director on 14 March 2017. He graduated with a Bachelor’s degree in Economics from Renmin University of China in July 1992. Mr. Gu has over 20 years of experience in the banking and investment industry. Mr. Gu worked in China Construction Bank Co., Ltd. Shenzhen Branch (中國建設銀行股份有限公司深圳市分行) from July 1992 to July 2013, and also worked in Shenzhen Zhanfei Investment Limited (深圳市展飛投資有限公司) from August 2013 to March 2016. Mr. Gu has not held any directorship in any other listed companies during the past three years. Save as disclosed above, he does not hold any other positions in the Group.

Mr. Gu entered into a service agreement with the Company for a term of 3 years commencing from 14 March 2017. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Gu is entitled to a remuneration of HK\$40,000 per month and a discretionary bonus to be determined by the Board, which has been determined by the remuneration committee of the Company with reference to the experience and responsibilities of Mr. Gu and the prevailing market conditions and is subject to review from time to time.

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

2. Mr. Eric Todd (“Mr. Todd”)

Mr. Todd, aged 56, was appointed as a non-executive Director on 24 July 2015. He possesses extensive professional experience in the auditing, financial management, investment and media industry. Mr. Todd holds a Bachelor’s degree in Business Administration in Accounting and Finance from the School of Management of Boston University in Massachusetts, USA. Mr. Todd has qualified as a U.S. Certified Public Accountant in 1989 and was a member of the American Institute of Certified Public Accountants from 1989 to 2010.

Mr. Todd is currently an executive director of Kong Shum Union Property Management (Holding) Limited (stock code: 8181) but resigned as the chairman on 6 March 2018. He is also an executive director of Hsin Chong Group Holdings Limited (stock code: 404). He was an independent non-executive director of Ngai Shun Holdings Limited (stock code: 1246) from July 2016 to August 2017. Mr. Todd worked for the international accounting firm KPMG and the Standard Chartered Group respectively between 1985 and 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 specialising in the finance, investment and media sectors. Save as disclosed above, Mr. Todd has not held any directorship in any other listed companies during the past three years and does not hold any other positions in the Group.

Mr. Todd entered into a service agreement with the Company for a term of 3 years commencing 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. Mr. Todd is entitled to a director's remuneration of HK\$10,000 per month, which has been determined by the Board with reference to the recommendation of the remuneration committee of the Company, the experience and responsibilities of Mr. Todd and the prevailing market conditions and is subject to review 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 Director, senior management or substantial or controlling shareholder (as defined under the Listing Rules) of the Company.

3. Mr. Chan Chi Yuen (“Mr. Chan”)

Mr. Chan, aged 51, was appointed as an independent non-executive Director on 24 July 2015. He is also a member of each of the audit committee, remuneration committee and nomination committee of the Company. He obtained a Bachelor's degree with honours in Business Administration and a Master of Science with distinction in Corporate Governance and Directorship. He is a fellow of the Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and 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 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 Royal Century Resources Holdings Limited (stock code: 8125), an independent non-executive director of Asia Energy Logistics Group Limited (stock code: 351), China Baoli Technologies Holdings Limited (stock code: 164), Media Asia Group Holdings Limited (stock code: 8075), New Times Energy Corporation Limited (stock code: 166) and Affluent Partners Holdings Limited (stock code: 1466).

Mr. Chan was an executive director of Co-Prosperity Holdings Limited (stock code: 707) from December 2014 to October 2015, an executive director of South East Group Limited (now known as China Minsheng Drawin Technology Group Limited) (stock code: 726) from December 2013 to July 2015, an independent non-executive director of U-RIGHT International Holdings Limited (now known as Fullsun International Holdings Group Co., Limited) (stock code: 627) from November 2010 to December 2017 and an independent non-executive director of Jun Yang Financial Holdings Limited (to be renamed as Power Financial Group Limited) (stock code: 397) from January 2005 to October 2017. The shares of all the aforesaid companies are listed and traded on the Stock Exchange. Save as disclosed above, Mr. Chan has not held any directorship in any other listed companies during the past three years and does not hold any other positions in the Group.

Mr. Chan entered into an appointment letter with the Company for a term of 3 years commencing 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. Mr. Chan is entitled to a director's remuneration of HK\$10,000 per month, which has been determined by the Board with reference to the recommendation of the remuneration committee of the Company, the experience and responsibilities of Mr. Chan and the prevailing market conditions and is subject to review from time to time.

Mr. Chan has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

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 Director, senior management or substantial or controlling shareholder (as defined under the Listing Rules) of the Company.

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.

This appendix sets out the full text of the proposed amendments, as marked up for ease of reference, to the existing Memorandum and Articles, as follows:

1. All references to “Sumpo Food Holdings Limited 森寶食品控股有限公司” throughout the existing Memorandum and Articles are proposed to be deleted and replaced with “Leyou Technologies Holdings Limited 樂遊科技控股有限公司”.

2. CLAUSE 8 OF THE MEMORANDUM

The existing Clause 8 of the Memorandum is proposed to be deleted and replaced in its entirety with the following:

“8. The share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.10 each.”

3. ARTICLE 134 OF THE ARTICLES

The existing Article 134 of the Articles is proposed to be deleted and replaced in its entirety with the following:

“134. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, from any reserve set aside from profits which the Directors determine is no longer needed, or out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.”

4. ARTICLE 136 OF THE ARTICLES

The existing Article 136 of the Articles is proposed to be deleted and replaced in its entirety with the following:

“136. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits and/or the financial position of the Company (as the case may be) and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.”

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 Leyou Technologies Holdings Limited (the “Company”) will be held at Room 2, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 25 May 2018 at 11:00 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 2017 and the reports of the directors of the Company (the “Directors”) and the independent auditors of the Company (the “Independent Auditors”) for the year ended 31 December 2017;
2. To re-appoint HLB Hodgson Impey Cheng Limited as the Independent Auditors and authorise the board of Directors (the “Board”) to fix their remuneration;
3. To re-elect the retiring Directors and to authorise the Board to fix the Directors’ remuneration;

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

(A) **“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 (i) on a Rights Issue (as hereinafter defined) or (ii) upon the exercise of any options under any option scheme or similar arrangement for the time being adopted for the grant or issue of Shares or rights to acquire Shares or (iii) 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 (iv) 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 any applicable law or the articles of association of the Company (the “Articles”) to be held;
- or

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

- (B) “**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;
 - (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

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes 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 any applicable law or the Articles to be held; or
 - 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.”

- (C) “**THAT**, subject to the availability of unissued share capital and conditional upon the resolution nos. 4(A) and 4(B) above being passed, the number of Shares which are repurchased by the Company pursuant to and in accordance with resolution no. 4(B) 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. 4(A) above.”

- (D) “**THAT**
 - (a) the authorised share capital of the Company be increased from HK\$400,000,000 divided into 4,000,000,000 Shares of HK\$0.10 each to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the creation of an additional 6,000,000,000 Shares (the “Increase in Authorised Share Capital”) with effect upon passing this resolution; and
 - (b) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute for and on behalf of the Company, including under seal where applicable, all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

5. To consider and, if thought fit, to pass the following resolutions (with or without modification) as special resolutions:

(A) “**THAT**, the Memorandum and Articles be and are hereby amended in the following manner:

(a) By deleting and replacing all references to “Sumpo Food Holdings Limited 森寶食品控股有限公司” with “Leyou Technologies Holdings Limited 樂遊科技控股有限公司”;

(b) By deleting and replacing the existing Clause 8 of the Memorandum in its entirety with the following:

“8. The share capital of the Company is HK\$1,000,000,000 divided into 10,000,000,000 shares of a nominal or par value of HK\$0.10 each.”

(c) By deleting and replacing the existing Article 134 of the Articles in its entirety with the following:

“134. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, from any reserve set aside from profits which the Directors determine is no longer needed, or out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.”

NOTICE OF ANNUAL GENERAL MEETING

- (d) By deleting and replacing the existing Article 136 of the Articles in its entirety with the following:

“136. The Board may from time to time pay to the Members such interim dividends as appear to the Board to be justified by the profits and/or the financial position of the Company (as the case may be) and in particular (but without prejudice to the generality of the foregoing) if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights and may also pay any fixed dividend which is payable on any shares of the Company half-yearly or on any other dates, whenever such profits, in the opinion of the Board, justifies such payment.”

- (B) “**THAT**, subject to the passing of Resolution 5(A) above, the amended and restated memorandum and articles of association of the Company consolidating all of the proposed amendments referred to above and in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, be approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect.”

By order of the Board
Leyou Technologies Holdings Limited
Xu Yiran
Chairman and Chief Executive Officer

Hong Kong, 20 April 2018

Principal place of business in Hong Kong:
Suite 3201, Tower Two
Lippo Centre
89 Queensway
Admiralty
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member of the Company who is a holder of two or more shares of the Company, and who is entitled to attend and vote at the AGM is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need 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. 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 20 April 2018. 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 notorially 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 (i.e. not later than Wednesday, 23 May 2018 at 11:00 a.m. (Hong Kong time)) or any adjournment of such meeting.
3. The Hong Kong branch register of members of the Company will be closed from Monday, 21 May 2018 to Friday, 25 May 2018 (both dates inclusive), for the purposes of determining the entitlements of the members of the Company to attend and vote at the AGM. No transfers of Shares may be registered during the said period. In order to qualify to attend and vote at the AGM, all transfers accompanied by the relevant share certificates must be lodged with 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, no later than 4:30 p.m. on Friday, 18 May 2018.

As at the date of this notice, the Board comprises Mr. Xu Yiran (Chairman and Chief Executive Officer), Mr. Gu Zhenghao and Mr. Cao Bo as executive Directors, Mr. Eric Todd, Mr. Li Zhigang and Mr. Cheng Chi Ming Brian as non-executive Directors, and Mr. Hu Chung Ming, Mr. Chan Chi Yuen and Mr. Kwan Ngai Kit as independent non-executive Directors.