



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)

Proxy Form for the Annual General Meeting to be held on 25 May 2018

I/We ⁽¹⁾ _____
of _____
being the registered holder(s) of ⁽²⁾ _____ shares
of HK\$0.10 each in the capital of the Company hereby appoint the Chairman of the Annual General Meeting,
or ⁽³⁾ _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (and at any adjournment thereof) 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. and to vote in respect of the following resolution as indicated:

Ordinary Resolutions		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
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.	(a) To re-elect the following retiring Directors:		
	(i) Mr. Gu Zhenghao as executive Director		
	(ii) Mr. Eric Todd as non-executive Director		
	(iii) Mr. Chan Chi Yuen as independent non-executive Director		
	(b) To authorise the Board to fix the respective Directors' remuneration.		
4(A)	To grant a general mandate to the Directors to allot, issue and deal with unissued shares of the Company (the "Share(s)") (the "Issue Mandate").		
4(B)	To grant a general mandate to the Directors to repurchase Shares (the "Repurchase Mandate").		
4(C)	To approve the addition to the Issue Mandate of the number of Shares repurchased by the Company under the Repurchase Mandate.		
4(D)	To consider and approve the proposed increase in authorised share capital of the Company ("Increase in Authorised Share Capital") 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.		

Special Resolutions			
5(A)	To consider and approve the following proposed amendments to the memorandum of association (the “Memorandum”) and articles of association (the “Articles”) of the Company:		
	(a) to delete and replace 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) to delete and replace the existing Clause 8 of the Memorandum in its entirety with “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) to delete and replace the existing Article 134 of the Articles in its entirety with “134. Dividends may be declared and paid out of the profits of the Company, realised or unrealised, <u>from</u> any reserve set aside from profits which the Directors determine is no longer needed, <u>or</u> out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Law.”		
	(d) to delete and replace the existing Article 136 of the Articles in its entirety with “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 <u>and/or the financial position</u> 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.”		
5(B)	To approve and adopt the amended and restated memorandum and articles of association of the Company, marked “A” and initialled by the Chairman of the Annual General Meeting for the purpose of identification, in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect.		

Date: _____

Signature ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If you wish to appoint a proxy other than the Chairman of the Annual General Meeting, please strike out “the Chairman of the Annual General Meeting” and insert the name and address of the person you wish to appoint in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT. A proxy need not be a member of the Company.**
- IMPORTANT:** If you wish to vote for any resolution, please indicate with a “✓” in the appropriate space marked “For” beside the resolution. If you wish to vote against any resolution, please indicate with a “✓” in the appropriate space marked “Against” beside the resolution. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on the resolution properly put to the Annual General Meeting other than those referred to in the Notice convening the Annual General Meeting.
- In the case of joint shareholders, the vote of the senior who renders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members.
- The form of proxy must be signed by you or your attorney duly authorised in writing. In the case of a corporation, this form must be executed under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with the 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 as soon as possible and in any event not later than 48 hours before the time appointed for the Annual General Meeting (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 delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.