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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)

NOTICE OF ANNUAL GENERAL MEETING

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;

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
 - (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
 - (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.”

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.”

- (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

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 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 (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.