
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer 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 LEAP Holdings Group Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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LEAP Holdings Group Limited

前進控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting (the “EGM”) of LEAP Holdings Group Limited to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 7 January 2020 at 11:00 a.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the branch share registrar of the Company in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed (i.e. 5 January 2020 at 11:00 a.m.) for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

12 December 2019

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	
Introduction	2
Proposed Change of Company Name	3
EGM.....	4
Responsibility statement.....	4
Closure of register of members	5
Recommendation.....	5
Notice of EGM	6

DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “LEAP Holdings Group Limited” to “OKG Technology Holdings Limited”, and the change of the dual foreign name of the Company in Chinese from “前進控股集團有限公司” to “歐科雲鏈控股有限公司”
“Company”	LEAP Holdings Group Limited (前進控股集團有限公司) , a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1499)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 7 January 2020 at 11:00 a.m. for the Shareholders to consider and if thought fit, to approve, among other matters, the Change of Company Name
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Registrar”	the Registrar of Companies in the Cayman Islands
“Securities”	any securities of the Company
“Share(s)”	the ordinary share(s) of HK\$0.005 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

LETTER FROM THE BOARD

LEAP Holdings Group Limited

前進控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

Non-executive Directors:

Mr. Xu Mingxing

Mr. Pu Xiaojiang

Executive Director:

Mr. Ren Yunan

(Chairman and Chief Executive Officer)

Independent non-executive Directors:

Mr. Li Zhouxin

Mr. Lee Man Chiu

Mr. Jiang Guoliang

Registered office:

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman, KY1-1108

Cayman Islands

Headquarters and Principal place

of business in Hong Kong:

Unit 902-903

9th Floor, Sino Plaza

255-257 Gloucester Road

Causeway Bay

Hong Kong

12 December 2019

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 28 November 2019 in relation to, among other matters, the Change of Company Name. The purpose of this circular is to give you details in respect of, among other matters, the Change of Company Name and to give you the notice of EGM in order to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

As captioned in the announcement of the Company dated 28 November 2019, the Board proposes to change the English name of the Company from “LEAP Holdings Group Limited” to “OKG Technology Holdings Limited”, and to change the dual foreign name of the Company in Chinese from “前進控股集團有限公司” to “歐科雲鏈控股有限公司”, subject to the conditions as set out in the paragraph headed “Conditions for the Proposed Change of Company Name” below.

Conditions for the Proposed Change of Company Name

The Change of Company Name will be subject to the following conditions:

- (i) the passing of a special resolution by the Shareholders approving the Change of Company Name at the EGM; and
- (ii) the Registrar granting approval for the Change of Company Name by issuing a certificate of incorporation on change of name.

The relevant filing with the Registrar will be made after the passing of the special resolution at the EGM. Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect on the date on which the certificate of incorporation on change of name is issued by the Registrar. The Company will carry out all necessary registration and/or filing procedures with the Registrar and the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Group’s major sources of revenue for the six months ended 30 September 2019 were from foundation works and ancillary services, construction wastes handling services, technology services, money lending business and investments in securities. The Board from time to time evaluates the business strategies of the Group. In the year of 2019, the Group has commenced the business in provision of technology services and made investments in the areas of data and information technology. In November 2019, OKLink Fintech Limited, an indirectly wholly-owned subsidiary of the Company, was awarded the “Hong Kong Rising Star” by Deloitte China.

The Board believes that the Change of Company Name will better reflect the Group’s business strategy and provide the Company with more appropriate corporate image and identity. Therefore, the Board is of the view that the Change of Company Name is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Effects of the Proposed Change of Company Name

The Change of Company Name will not affect any rights of the holders of the Securities or the daily business operation or the financial position of the Company.

All the existing Securities certificates in issue bearing the present name of the Company will, after the Change of Company Name has become effective, continue to be evidence of title to such Securities and the existing Securities certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of Securities for new certificates bearing the new name of the Company. Thereafter, any new certificates of Securities will be issued under the new name of the Company.

EGM

Set out on pages 6 to 7 is a notice convening the EGM to be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 7 January 2020 at 11:00 a.m. at which a special resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Change of Company Name and the transactions contemplated thereunder.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Hong Kong branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed (i.e. 5 January 2020 at 11:00 a.m.) for the holding of the EGM or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting (as the case may be) if you so wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders have a material interest in the Change of Company Name and no Shareholders shall be required to abstain from voting at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on Tuesday, 7 January 2020, the register of members of the Company will be closed from Thursday, 2 January 2020 to Tuesday, 7 January 2020, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong no later than 4:00 p.m. on Tuesday, 31 December 2019.

RECOMMENDATION

The Board considers that the Change of Company Name is fair and reasonable and is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution as set out in the notice of the EGM.

Yours faithfully

By order of the Board

LEAP Holdings Group Limited

Ren Yunan

Chairman, Chief Executive Officer and Executive Director

NOTICE OF EGM

LEAP Holdings Group Limited

前進控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of the shareholders (the “**Shareholders**”) of LEAP Holdings Group Limited (the “**Company**”) will be held at 7/F, Nexxus Building, 77 Des Voeux Road Central, Hong Kong on Tuesday, 7 January 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands by way of issuing a certificate of incorporation on change of name, the English name of the Company be changed from “LEAP Holdings Group Limited” to “OKG Technology Holdings Limited” and the dual foreign name of the Company in Chinese be changed from “前進控股集團有限公司” to “歐科雲鏈控股有限公司” (the “**Change of Company Name**”) with effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands; and
- (b) any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and attend to all necessary filing and registration as he may consider necessary or expedient to give effect to the Change of Company Name.”

By order of the Board

LEAP Holdings Group Limited

Ren Yunan

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 12 December 2019

NOTICE OF EGM

Notes:

1. A member of the Company who holds two or more shares (the “**Shares**”) of the Company may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong for registration not less than 48 hours before the time appointed (i.e. 5 January 2020 at 11:00 a.m.) for holding the meeting (or any adjourned meeting, as the case may be).
3. Delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM and in such event, the form of proxy shall be deemed to be revoked.
4. In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any votes of shareholders at a general meeting must be taken by poll (except for those relating purely to a procedural or administrative matter which may be voted on by a show of hands). Therefore, the special resolution to be proposed at the EGM shall be voted by poll.
6. For the purpose of ascertaining shareholders’ entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 2 January 2020 to Tuesday, 7 January 2020 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates, have to be lodged with the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong by no later than 4:00 p.m. on Tuesday, 31 December 2019.