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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 the annual general meeting (the “AGM”) 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 Thursday, 21 May 2020 at 3:00 p.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 2019 and the reports of the directors of the Company (the “Directors”) and the independent auditor of the Company (the “Independent Auditor”) for the year ended 31 December 2019.
2. To re-appoint HLB Hodgson Impey Cheng Limited as the Independent Auditor and authorise the board of Directors (the “Board”) to fix their remuneration.

3. (a) To re-elect Mr. Eric Todd as a non-executive Director.
- (b) To re-elect Mr. Chan Chi Yuen as an independent non-executive Director.
- (c) To re-elect Mr. Kwan Ngai Kit as an independent non-executive Director.
- (d) To authorise the Board to fix the respective Directors' remuneration.

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

4. (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 (the “Articles”), 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 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.”

5. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the additional Shares to be issued upon the exercise of any options that may be granted under the Refreshed Scheme Limit (as defined below) of the share option scheme adopted by the Company on 25 August 2017 (the “Share Option Scheme”), the refreshment of the existing limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be and is hereby approved, and that the Directors be and are hereby authorised to grant options under the Share Option Scheme up to the Refreshed Scheme Limit and to exercise all powers of the Company to allot, issue and deal with the Shares upon the exercise of such options, provided that:

(a) the total number of Shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “Refreshed Scheme Limit”);

- (b) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) will not be counted for the purpose of calculating the Refreshed Scheme Limit; and
- (c) such increase in the Refreshed Scheme Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the number of Shares in issue from time to time.”

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

Hong Kong, 17 April 2020

*Principal place of business in Hong Kong:*

Suite 3201, Tower Two

Lippo Centre

89 Queensway

Admiralty

Hong Kong

*Notes:*

1. All times stated in this notice refer to Hong Kong time.
2. 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.

3. A form of proxy for the AGM is enclosed with the Company's circular dated 17 April 2020. 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 54, 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 Tuesday, 19 May 2020 at 3:00 p.m.) or any adjournment of such meeting.
4. The Hong Kong branch register of members of the Company will be closed from Monday, 18 May 2020 to Thursday, 21 May 2020 (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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Friday, 15 May 2020.
5. If Typhoon Signal No. 8 or above, or extreme conditions caused by super typhoons, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on the website of the Company at <http://www.leyoutech.com.hk> and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.

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