

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**ANNOUNCEMENT PURSUANT TO RULE 3.8 OF
THE TAKEOVERS CODE**

This announcement is made by Leyou Technologies Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the announcements of the Company dated 20 September 2019, 16 October 2019, 13 November 2019, 22 November 2019, 29 November 2019, 9 December 2019, 20 December 2019, 3 January 2020, 13 January 2020, 22 January 2020, 30 January 2020, 17 February 2020, 10 March 2020, 12 March 2020, 9 April 2020, 4 May 2020, 19 May 2020 and 17 June 2020 (the “**Announcements**”) in relation to, among others, the Possible Offer and New Possible Share Disposal. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY

The Board announces that:

- (i) in March 2020, an aggregate of 148,013 share options under the share option scheme adopted by the Company on 25 August 2017 (the “**Share Option Scheme**”) had lapsed pursuant to the terms of the Share Option Scheme;
- (ii) in April 2020, an aggregate of 207,909 share options under the Share Option Scheme had lapsed pursuant to the terms of the Share Option Scheme;
- (iii) in June 2020, an aggregate of 1,772,533 share options under the Share Option Scheme had lapsed pursuant to the terms of the Share Option Scheme;
- (iv) on 12 June 2020, 1,000,000 new Shares were allotted and issued pursuant to the exercise of 1,000,000 share options granted under the Share Option Scheme at an exercise price of HK\$1.91 per Share; and
- (v) 21,673, 10,000, 24,000 and 33,524 new Shares were allotted and issued on 10 June 2020, 18 June 2020, 19 June 2020 and 29 June 2020 respectively pursuant to the exercise of 21,673, 10,000, 24,000 and 33,524 share options granted under the Share Option Scheme at an exercise price of HK\$2.50 per Share.

As at the date of this announcement, the Company has a total issued share capital of 3,082,934,197 Shares and 412,389,369 outstanding share options. Each share option shall entitle the holder to subscribe for one Share and the outstanding share options shall entitle the holders to subscribe for an aggregate of 412,389,369 Shares upon exercise. Save for the abovementioned Shares and outstanding share options, the Company has no other relevant securities (as defined under Note 4 to Rule 22 of the Takeovers Code) as at the date of this announcement.

DEALING DISCLOSURE

The respective associates of the Company (including, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company, the Potential Purchaser and the Potential Buyer are hereby reminded to disclose their dealings in the relevant securities of the Company under Rule 22 of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

There is no assurance that any negotiations in respect of the Possible Offer and New Possible Share Disposal will either materialize or eventually be consummated and the negotiations may or may not lead to the making of a general offer for the Shares of the Company. Shareholders and potential investors of the Company should be aware that the Possible Offer and/or New Possible Share Disposal may or may not proceed. Shareholders and/or potential investors of the Company are advised to exercise caution in dealing in the securities of the Company.

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

Hong Kong, 9 July 2020

As at the date of this announcement, the Directors are Mr. Xu Yiran (Chairman and Chief Executive Officer), Mr. Li Yang (Deputy Chairman), Dr. Alan Chen (Chief Operating Officer), 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.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in the announcement misleading.