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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)

IN THE GRAND COURT OF THE CAYMAN ISLANDS FINANCIAL SERVICES DIVISION

Cause No. FSD 204 of 2020 (IKJ)

IN THE MATTER OF SECTIONS 15 AND 86 OF THE COMPANIES LAW (2020 REVISION)

AND IN THE MATTER OF ORDER 102 OF THE GRAND COURT RULES 1995

AND IN THE MATTER OF LEYOU TECHNOLOGIES HOLDINGS LIMITED
(樂遊科技控股有限公司)

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order dated 6 November 2020 (the “**Order**”) made in the above matter, the Grand Court of the Cayman Islands (the “**Court**”) has directed a meeting (the “**Court Meeting**”) to be convened of holders of ordinary shares of HK\$0.10 each in the capital of Leyou Technologies Holdings Limited (樂遊科技控股有限公司) (the “**Company**”) (the “**Holders**”) for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the “**Scheme**”) proposed to be made between the Company and the Scheme Shareholders (as defined in the Scheme) and that the Court Meeting will be held at United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 11 December 2020 at 10 a.m. (Hong Kong time) at which place and time all such Holders are requested to attend.

A copy of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme are incorporated in the scheme document of which this Notice forms part. A copy of the scheme document can also be obtained from the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited.

Such Holders (other than those required to abstain from voting as detailed in the Scheme) may vote in person at the Court Meeting or they may appoint another person (who must be an individual), whether a member of the Company or not, to attend and vote in their stead. A **pink** form of proxy for use at the Court Meeting is enclosed with the scheme document dated 11 November 2020 despatched to members of the Company on 11 November 2020.

In the case of joint holders of a share, any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto. However, if more than one of such joint holders are present at the Court Meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the most senior shall alone be entitled to vote in respect of the relevant joint holding. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of such joint holding, the first named shareholder being the most senior.

It is requested that the **pink** form of proxy in respect of the Court Meeting be deposited at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 10 a.m. (Hong Kong time) on Wednesday, 9 December 2020 or be handed to the Chairman of the Court Meeting at the Court Meeting (who shall have absolute discretion as to whether or not to accept it).

By the Order, the Court has appointed Mr. LI Yang, or failing him, any of the other directors of the Company as at the date of the Order, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting to report the results of the Court Meeting to the Court.

The Scheme will be subject to a subsequent application seeking the sanction of the Court.

By order of the Court
Leyou Technologies Holdings Limited

Dated 11 November 2020

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Suite 3201, Tower Two
Lippo Centre
89 Queensway
Admiralty
Hong Kong

Notes:

- (a) In order to be valid, the **pink** form of proxy together with any 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 completed and deposited with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 10 a.m. (Hong Kong time) on Wednesday, 9 December 2020. The completion and return of a form of proxy for the Court Meeting will not preclude any member from attending and voting in person at the Court Meeting. In the event that a member of the Company attends the meeting after having lodged his form of proxy, the returned form of proxy will be deemed to have been revoked.

- (b) Shareholders whose names appear on the register of members of the Company on Friday, 11 December 2020 are entitled to attend and vote at the Court Meeting. The register of members of the Company will be closed from Monday, 7 December 2020 to Friday, 11 December 2020, both days inclusive, and during such period no share transfer will be registered. In order to qualify to attend and vote at the meeting convened by the above notice, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, 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, 4 December 2020.
- (c) Voting at the Court Meeting will be determined by way of a poll.
- (d) **In view of the recent development of the epidemic caused by the coronavirus disease (COVID-19), the Company will implement the following prevention and control measures at the Court Meeting to protect Shareholders from the risk of infection:**
- (i) **compulsory body temperature checks will be conducted for every attending Shareholder or proxy at the entrance of the venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the venue, but will be able to vote by submitting a voting slip to the scrutineer at the entrance of the venue;**
 - (ii) **every attending Shareholder or proxy is required to wear a surgical mask throughout the Court Meeting; and**
 - (iii) **no refreshments will be served at the Court Meeting.**

Furthermore, the Company wishes to advise all of the Shareholders, particularly any Shareholders who are subject to any Hong Kong Government prescribed quarantine in relation to COVID-19, that they may appoint any person or the chairman of the Court Meeting as a proxy to attend and vote on any of the resolutions, instead of attending the Court Meeting in person. Physical attendance by a Shareholder is not necessary for the purpose of exercising their voting rights.

The Company will closely monitor and ascertain the regulations and measures introduced or to be introduced by the Hong Kong Government, and if necessary, will make further announcements in case of any update regarding the precautionary measures to be carried out at the Court Meeting.

- (e) As at the date of this notice, the board of directors of the Company comprises 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.