



LE YOU

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 86 OF THE COMPANIES LAW (2020 REVISION) OF THE CAYMAN ISLANDS
AND IN THE MATTER OF LEYOU TECHNOLOGIES HOLDINGS LIMITED (樂遊科技控股有限公司)

FORM OF PROXY FOR USE AT THE COURT MEETING CONVENED AT THE DIRECTION OF THE GRAND COURT TO BE HELD ON FRIDAY, 11 DECEMBER 2020 AT 10 A.M. (HONG KONG TIME) (OR ANY ADJOURNMENT THEREOF)

For use at the court meeting (or any adjournment thereof) (the "Court Meeting") of the Shareholders (as defined in the Scheme Document hereinafter mentioned) of Leyou Technologies Holdings Limited (樂遊科技控股有限公司) (the "Company").

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ ordinary shares ^(Note 2) of par value HK\$0.10 each in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE COURT MEETING** ^(Note 3) or _____
of _____
as my/our proxy to attend and act for me/us and on my/our behalf at the Court Meeting convened by the direction of the Grand Court of the Cayman Islands (or at any adjournment thereof) of the Shareholders to 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) for the purpose of considering and, if thought fit, approving, with or without modifications, a scheme of arrangement (the "Scheme") as set out in the scheme document dated 11 November 2020 (the "Scheme Document") between the Company and the Scheme Shareholders (as defined in the Scheme Document) as referred to in the notice of the Court Meeting dated 11 November 2020 (the "Notice"), and at the Court Meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) for the Scheme (either with or without modification(s), as my/our proxy may approve) or against the Scheme, as indicated below ^(Note 4), or if no such indication is given, as my/our proxy thinks fit and in respect of any other resolution that may properly come before the Court Meeting and/or any adjournment thereof.

FOR the Scheme ^(Note 9)	AGAINST the Scheme ^(Note 9)

Dated this _____ day of _____ 2020

Shareholder's signature(s) ^(Note 5): _____

Contact Phone Number: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of Shares registered in your name(s) and to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Any Shareholder entitled to attend and vote at the Court Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. If any proxy other than the Chairman of the Court Meeting is preferred, please strike out the words "THE CHAIRMAN OF THE COURT MEETING or" and insert the name and address of the proxy desired in the space provided. You are only entitled to submit one form of proxy for the Court Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE COURT MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE SCHEME, PLEASE ("✓") TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE SCHEME, PLEASE ("✓") TICK THE BOX MARKED "AGAINST".** You must vote all of the shares of the Company registered in your name(s) either FOR the Scheme or AGAINST the Scheme and you cannot vote some shares of the Company registered in your name(s) FOR the Scheme and some shares AGAINST the Scheme. If more than one form of proxy is submitted and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, the forms of proxy will not be accepted. If more than one form of proxy is submitted and the voting instructions require the proxies to vote either FOR and AGAINST the Scheme but not both FOR and AGAINST the Scheme, the Chairman shall have absolute discretion as to whether or not to accept the forms of proxy. Failure to tick either box will entitle your proxy to cast his vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Court Meeting other than those referred to in the Notice or abstain.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- In the case of joint registered holders of any share(s) in the Company, the vote of the most senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding, the first named shareholder being the most senior.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be completed, signed and 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, as soon as possible and in any event not later than 10 a.m. (Hong Kong time) on Wednesday, 9 December 2020. If this form of proxy is not so deposited, it may, however, be handed to the Chairman of the Court Meeting at the Court Meeting before taking of the poll and the Chairman of the Court Meeting shall have absolute discretion whether or not to accept it. Completion and delivery of this form of proxy will not preclude you from attending the Court Meeting (or any adjournment thereof) and voting in person at the Court Meeting (or any adjournment thereof) if you so wish, but in the event of your attending the Court Meeting after having lodged this form of proxy, this form of proxy will be deemed to have been revoked by operation of law.
- The proxy need not be a member of the Company but must attend the Court Meeting in person to represent you.
- The full text of the Scheme and a copy of an explanatory memorandum explaining the effect of the Scheme appears in the Scheme Document.
- In compliance with the Hong Kong Government's directive on social distancing, personal and environmental hygiene, and the guidelines issued by the Centre for Health Protection of the Department of Health on the prevention of the coronavirus disease ("COVID-19"), the Company will implement prevention and control measures at the Court Meeting. Shareholders are advised to read page iii of the Scheme Document for details of the prevention and control measures and monitor the development of COVID-19. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly advises Shareholders entitled to vote at the Court Meeting to appoint the Chairman of the Court Meeting as their proxy to vote on the Scheme as an alternative to attending the Court Meeting in person.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Court Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company/Tricor Investor Services Limited at the above address.