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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker 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 **Leadway Technology Investment Group Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**Leadway Technology Investment Group Limited**  
**高維科技投資集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2086)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES  
AND  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Leadway Technology Investment Group Limited to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Monday, 27 May 2024 at 10:00 a.m. is set out on pages 15 to 20 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

18 April 2024

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## DEFINITIONS

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

|                           |                                                                                                                                                                                                                                                                                                                                                                                                                       |
|---------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “AGM”                     | the annual general meeting of the Company to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Monday, 27 May 2024 at 10:00 a.m.                                                                                                                                                                                                                                                 |
| “Articles of Association” | the amended and restated memorandum and articles of association of the Company adopted by the Company, and as amended from time to time by special resolution of the Shareholders of the Company                                                                                                                                                                                                                      |
| “Board”                   | the board of Directors of the Company                                                                                                                                                                                                                                                                                                                                                                                 |
| “Company”                 | Leadway Technology Investment Group Limited, an exempted company incorporated in the Cayman Islands on 13 April 2000 with limited liability under the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the Shares of which are listed on the Stock Exchange                                                                                                                  |
| “Director(s)”             | the director(s) of the Company                                                                                                                                                                                                                                                                                                                                                                                        |
| “Group”                   | the Company together with its subsidiaries                                                                                                                                                                                                                                                                                                                                                                            |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China                                                                                                                                                                                                                                                                                                                                         |
| “Issue Mandate”           | a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in the ordinary resolution no. 4, Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Share Issue Mandate |
| “Latest Practicable Date” | 12 April 2024, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication                                                                                                                                                                                                                                                                              |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange                                                                                                                                                                                                                                                                                                                                                   |

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## DEFINITIONS

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|------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Nomination Committee” | the nomination committee of the Company                                                                                                                                                                                                                                                                                                                                                              |
| “Repurchase Mandate”   | a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the proposed ordinary resolution as referred to in the ordinary resolution no. 5, Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate |
| “SFO”                  | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time                                                                                                                                                                                                                                                                   |
| “Share(s)”             | ordinary share(s) of HK\$0.10 each in the share capital of the Company                                                                                                                                                                                                                                                                                                                               |
| “Shareholder(s)”       | registered holder(s) of Shares                                                                                                                                                                                                                                                                                                                                                                       |
| “Stock Exchange”       | The Stock Exchange of Hong Kong Limited                                                                                                                                                                                                                                                                                                                                                              |
| “Takeovers Code”       | The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time                                                                                                                                                                                                                                                     |
| “HK\$”                 | Hong Kong dollars, the lawfully currency of Hong Kong                                                                                                                                                                                                                                                                                                                                                |
| “%”                    | per cent                                                                                                                                                                                                                                                                                                                                                                                             |



LEADWAY TECH

高維科技

**Leadway Technology Investment Group Limited**  
**高維科技投資集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2086)**

*Executive Directors:*

Mr. Mai Zhaoping (*Co-Chairman*)

Mr. Zhang Xueqin

*(Co-Chairman and Chief Executive Officer)*

Ms. Mai Qiqi

Mr. Chan Chun Leung

Ms. Xu Tingting

*Non-Executive Directors:*

Mr. Mai Ziye

Mr. Lam Chi Wai

*Independent Non-executive Directors:*

Dr. Lin Tat Pang

Mr. Lai Chi Leung

Mr. Zhang Dingfang

Mr. Gu Tianlong

*Registered Office:*

190 Elgin Avenue

George Town

Grand Cayman, KY1-9008

Cayman Islands

*Head Office and Principal Place  
of Business:*

Units 4108–4110, 41st Floor

Manhattan Place

23 Wang Tai Road

Kowloon Bay

Hong Kong

18 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES  
AND  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors, and to seek your approval at the AGM in connection with, *inter alia*, such matters.

### ISSUE MANDATE

At the annual general meeting held on 24 May 2023, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM.

As at the Latest Practicable Date, the number of issued shares of the Company is 319,564,892 Shares. Assuming that there is no change in the issued shares of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate as at the date of passing the resolution approving the Issue Mandate will be 63,912,978 Shares representing not more than 20% of the total number of issued shares of the Company.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate, details of which are set out in the ordinary resolutions no. 4 and no. 6 respectively in the notice of the AGM.

### REPURCHASE MANDATE

Also at the annual general meeting held on 24 May 2023, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew the Repurchase Mandate at the AGM.

As at the Latest Practicable Date, the number of the issued shares is 319,564,892 Shares. Assuming that there is no change in the issued shares of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the resolution approving the Repurchase Mandate will be 31,956,489 Shares.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in the ordinary resolution no. 5 in the notice of the AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of total number of issued shares of the Company as at the date of passing of the Repurchase Mandate.

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## LETTER FROM THE BOARD

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An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of eleven Directors, Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi, Mr. Chan Chun Leung, Ms. Xu Tingting, Mr. Mai Ziyi, Mr. Lam Chi Wai, Dr. Lin Tat Pang, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong.

In accordance with Article 16.2 of the Articles of Association, Mr. Lam Chi Wai, who was newly appointed as a non-executive Director of the Company on 9 February 2024, will retire at the AGM, being eligible, and offer himself for re-election.

In accordance with Article 16.18 of the Company's Articles of Association, Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi and Mr. Chan Chun Leung will retire by rotation at the AGM and being eligible, offer themselves for re-election.

Having regard to the experience, skill and expertise of the retiring Directors as well as the overall board diversity of the Company, the nomination committee of the Company recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Mr. Lam Chi Wai, Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi and Mr. Chan Chun Leung stands for re-election as Directors by way of separate resolution at the AGM.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, *inter alia*, ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors is set out on pages 15 to 20 of this circular.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions

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## LETTER FROM THE BOARD

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printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

### RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as to the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

By order of the Board  
**Leadway Technology Investment Group Limited**  
**Mai Zhaoping                  Zhang Xueqin**  
*Co-chairmen*



This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration.

### **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 319,564,892 Shares in issue at the Latest Practicable Date, could result in up to 31,956,489 Shares being repurchased by the Company during the period up to (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 the Articles of Association or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

### **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **4. DIRECTORS STATEMENTS AND CONNECTED PERSONS**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2023 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors only will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statements nor the proposed repurchase has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to register kept by the Company pursuant to Section 336 of the SFO, (a) Mr. Mai Zhaoping, being the sole ultimate beneficial owner of Mars Development Limited, was interested in 239,215,679 Shares, representing approximately 74.85% of the entire issued shares of the Company through (i) the direct interest of Mars Development Limited in the Company; (ii) the interest of Mars Development Limited in 60% of the entire issued share capital in Leadway Development Limited (the immediate parent of the Group); and (iii) the acting in concert arrangement with Mr. Zhang Xueqin pursuant to the Deed of Concert Parties dated 12 January 2022 (the "**Deed of Concert Parties**"); and (b) Mr. Zhang Xueqin, being the sole ultimate beneficial owner of Megacore Development Limited, was interested in 239,215,679 Shares, representing approximately 74.85% of the entire issued shares of the Company through (i) the direct interest of Megacore Development Limited in the Company; (ii) the interest of Megacore Development Limited in 40% of the entire issued share capital in Leadway Development Limited (the immediate parent of the Group); and (iii) the acting in concert arrangement with Mr. Mai Zhaoping pursuant to the Deed of Concert Parties. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholding of Mr. Mai Zhaoping and Mr. Zhang Xueqin would be increased to approximately 83.17% of the total number of issued shares of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Buy-Back Mandate to the extent that the number of Shares held by the public would be reduced to less than 25% of the total number of Shares in issue.

#### 6. SHARE PURCHASED MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

#### 7. SHARE PRICES

The table below is a summary of the highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date.

|                                           | <b>Highest<br/>Traded Price</b><br><i>HK\$</i> | <b>Lowest<br/>Traded Price</b><br><i>HK\$</i> |
|-------------------------------------------|------------------------------------------------|-----------------------------------------------|
| <b>2023</b>                               |                                                |                                               |
| April                                     | 0.950                                          | 0.780                                         |
| May                                       | 0.910                                          | 0.680                                         |
| June                                      | 1.100                                          | 0.700                                         |
| July                                      | 0.830                                          | 0.700                                         |
| August                                    | 0.780                                          | 0.520                                         |
| September                                 | 0.680                                          | 0.510                                         |
| October                                   | 1.000                                          | 0.650                                         |
| November                                  | 0.920                                          | 0.750                                         |
| December                                  | 0.770                                          | 0.650                                         |
| <b>2024</b>                               |                                                |                                               |
| January                                   | 0.710                                          | 0.500                                         |
| February                                  | 0.920                                          | 0.530                                         |
| March                                     | 0.850                                          | 0.640                                         |
| April (up to the Latest Practicable Date) | 0.890                                          | 0.750                                         |

The following are the particulars of the Directors proposed to be re-elected at the AGM:

**Mr. Lam Chi Wai**

Mr. Lam Chi Wai, aged 37, was appointed as a non-executive Director and a member of the finance and investment committee of the Company on 9 February 2024.

Mr. Lam was awarded a bachelor's degree of business administration in accountancy by Lingnan University in 2008, and a master's degree of corporate governance by The Hong Kong Polytechnic University in 2017. Mr. Lam has been a member of the Hong Kong Institute of Certified Public Accountants since 2012 and a chartered accountant of the Institute of Chartered Accountants in England and Wales since 2021. Mr. Lam is also a chartered secretary, a chartered governance professional and an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute. Mr. Lam has over 15 years of work experience mainly in accounting, auditing, treasury, financial control and corporate governance. Mr. Lam had worked for two international accounting firms and as financial manager, deputy financial controller and assistant company secretary and director of corporate finance for several listed companies in Hong Kong. Mr. Lam is currently the company secretary of Geotech Holdings Ltd. (a company listed on the Main Board of the Stock Exchange with stock code: 1707).

Mr. Lam has entered into a letter of appointment with the Company for a term of two years commencing from 9 February 2024 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Lam is not entitled to basic remuneration. The Company shall reimburse Mr. Lam for all reasonable out-of-pocket costs, fees and expenses properly incurred in the performance of the duties as a director. Mr. Lam is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Lam does not (i) hold any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance; (ii) have any relationship with any other directors, senior management, substantial shareholder or controlling shareholder of the Company; (iii) hold any other positions with the Company or other members of the Group; and (iv) hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, Mr. Lam has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

**Mr. Mai Zhaoping**

Mr. Mai Zhaoping (麥照平), aged 57, was appointed as an executive Director of the Company on 4 February 2022, and appointed as co-chairman of the Board on 26 February 2022.

Mr. Mai obtained a master's degree of management in December 2009 from the Jinan University in the mainland China. Mr. Mai has extensive experience in business development and management. He is currently the vice chairman of Guangdong Hongfa Investment Group Co., Limited\* (廣東鴻發投資集團有限公司), a company based in the mainland China focusing in, *inter alia*, properties development, financial services, healthcare, education and public area construction in the mainland China (www.hongfagroup.net). Mr. Mai was also a former member of the Guangdong Provincial People's Political Consultative Conference during January 2008 to January 2018. Mr. Mai is the father of Ms. Mai Qiqi and Mr. Mai Ziye, an executive Director of the Company and a non-executive Director of the Company respectively. He is also the uncle of Mr. Chan Chun Leung, an executive Director of the Company.

Mr. Mai, being the sole ultimate beneficial owner of Mars Development Limited, was interested in 74.85% of the entire issued share capital of the Company as at the Latest Practicable Date through (i) the direct interest of Mars Development Limited in the Company; (ii) the interest of Mars Development Limited in 60% of the entire issued share capital in the immediate parent of the Group, Leadway Development Limited; and (iii) the acting in concert arrangement with Mr. Zhang Xueqin pursuant to the Deed of Concert Parties.

Mr. Mai was one of the shareholders and directors (together with another individual) of Top Treasure Engineering Limited (“**Top Treasure**”), a company incorporated with limited liability under the laws of Hong Kong, since April 2000 and until prior to its dissolution. Top Treasure was dissolved or put into liquidation during his directorship. Top Treasure recorded a default in payment of material sum to one of its major customers in 2001. It had then suffered from liquidity issue and unable to settle, *inter alia*, salary payables when became due. A creditor of Top Treasure filed a petition for its winding up in January 2005 with the High Court of Hong Kong in relation to overdue salary. Top Treasure was dissolved by compulsory winding up by the High Court of Hong Kong in May 2009. Mr. Mai confirmed that (i) there was no wrongful act on his part which led to the winding up or dissolution of Top Treasure; (ii) he is not aware of any actual or potential claim that has been made against him as a result of the winding up or dissolution of Top Treasure; and (iii) no misconduct or misfeasance on his part were involved in the winding up or dissolution of Top Treasure.

Mr. Mai has entered into a service contract with the Company pursuant to which he has agreed to act as an executive Director for a term of three years commencing from 4 February 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the service contract. For the year ended 31 December 2023, Mr. Mai received a basic salary of HK\$366,667, which is determined with reference to his background, experience, qualifications, duties and responsibilities with the Company, the

\* For identification purpose only

remuneration policy of the Company as well as the prevailing market rates, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Mai is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Mai (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Mai has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

### **Mr. Zhang Xueqin**

Mr. Zhang Xueqin (張學勤), aged 52, was appointed as an executive Director of the Company on 4 February 2022, and appointed as co-chairman of the Board and chief executive officer of the Company on 26 February 2022.

Mr. Zhang obtained a master's degree of business administration from the Macau University of Science and Technology in June 2005. He has extensive experience in business development and management. He is currently the chairman of the board of directors of Guangdong Zhong Zhao Industrial Group Company Limited\* (廣東中兆實業集團有限公司), a company based in the mainland China focusing in, *inter alia*, property investments and investments in industrial businesses.

Mr. Zhang, being the sole ultimate beneficial owner of Megacore Development Limited, was interested in 74.85% of the entire issued share capital of the Company as at the Latest Practicable Date through (i) the direct interest of Megacore Development Limited in the Company; (ii) the interest of Megacore Development Limited in 40% of the entire issued share capital in Leadway Development Limited; and (iii) the acting in concert arrangement with Mr. Mai Zhaoping pursuant to the Deed of Concert Parties.

Mr. Zhang has entered into a service contract with the Company pursuant to which he has agreed to act as an executive Director for a term of three years commencing from 4 February 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the service contract. For the year ended 31 December 2023, Mr. Zhang received a basic salary of HK\$366,667, which is determined with reference to his background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates, and such other

\* For identification purpose only

benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Zhang is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Zhang (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Zhang has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

### **Ms. Mai Qiqi**

Ms. Mai Qiqi (麥綺琪), aged 31, was appointed as a non-executive Director of the Company on 4 February 2022. She was re-designated as an executive Director of the Company and appointed as deputy chief executive officer of the Company on 7 March 2022.

Ms. Mai obtained a master's degree of philosophy from the University of Cambridge in 2019 and a bachelor's degree of science from the University of Toronto in 2017. She has been an analyst of SDIC Fund Management Innovation Investment Management (Shanghai) Co., Ltd. (國投創新投資管理(上海)有限公司) during December 2019 to January 2022. Ms. Mai is the daughter of Mr. Mai Zhaoping (麥照平), an executive Director of the Company and co-chairman of the Board.

Ms. Mai has entered into a service contract with the Company pursuant to which she has agreed to act as an executive Director for a term of three years commencing from 7 March 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the service contract. For the year ended 31 December 2023, Ms. Mai received a basic salary of HK\$880,000, which is determined with reference to her background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Ms. Mai is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Ms. Mai (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Ms. Mai has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to her re-election as Director.

### **Mr. Chan Chun Leung**

Mr. Chan Chun Leung (陳俊良), aged 36, was appointed as an executive Director and chief financial officer of the Company on 7 March 2022.

Mr. Chan obtained a bachelor's degree in Finance, Accounting and Management from The University of Nottingham in the United Kingdom in July 2010. Mr. Chan has been admitted as an associate member of the Association of International Accountants in August 2020. From January 2012 to August 2013, Mr. Chan was working as an associate at the Assurance Department at PricewaterhouseCoopers. Mr. Chan has been a vice president (助理總裁) of Guangdong Hongfa Investment Group Co., Limited\* (廣東鴻發投資集團有限公司) since October 2013. Mr. Chan is the nephew of Mr. Mai Zhaoping (麥照平), an executive Director of the Company and co-chairman of the Board.

Mr. Chan has entered into a service contract with the Company pursuant to which he has agreed to act as an executive Director for a term of three years commencing from 7 March 2022 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the service contract. For the year ended 31 December 2023, Mr. Chan received a basic salary of HK\$320,833, which is determined with reference to his background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company as well as the prevailing market rates, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Chan is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Chan (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Chan has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

\* For identification purpose only



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## NOTICE OF ANNUAL GENERAL MEETING

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**LEADWAY TECH**

高維科技

### **Leadway Technology Investment Group Limited** **高維科技投資集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2086)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Leadway Technology Investment Group Limited (the “**Company**”) will be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Monday, 27 May 2024 at 10:00 a.m. (the “**Meeting**”) for the following purposes:

#### **AS ORDINARY BUSINESS**

##### **Ordinary Resolutions**

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2023.
2. (a) To re-elect the following retiring directors of the Company:
  - (i) Mr. Lam Chi Wai
  - (ii) Mr. Mai Zhaoping
  - (iii) Mr. Zhang Xueqin
  - (iv) Ms. Mai Qiqi
  - (v) Mr. Chan Chun Leung
- (b) To authorise the board of directors to fix the remuneration of directors.
3. To re-appoint KPMG as auditor and to authorise the board of directors to fix the remuneration of auditor.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in a general meeting, shall not exceed 20 per cent of the total number of shares in issue as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) 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 the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the total number of the shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of the resolutions no. 4 and no. 5 set out in the notice convening the Meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued shares pursuant to the resolution no. 4 set out in the notice convening the Meeting be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to the resolution no. 5 set out in the notice convening the Meeting, provided that such extended amount shall not exceed 10 per cent of total

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## NOTICE OF ANNUAL GENERAL MEETING

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number of shares in issue as at the date of passing of the said resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution).”

By order of the Board  
**Leadway Technology Investment Group Limited**  
**Mai Zhaoping      Zhang Xueqin**  
*Co-chairmen*

Hong Kong, 18 April 2024

*Principal place of business in Hong Kong:*

Units 4108–4110, 41st Floor  
Manhattan Place  
23 Wang Tai Road  
Kowloon Bay  
Hong Kong

*Registered Office:*

190 Elgin Avenue  
George Town  
Grand Cayman, KY1-9008  
Cayman Islands

*Notes:*

1. The annual general meeting will be held in a form of physical meeting. A shareholder entitled to attend, speak and vote at the Meeting is entitled to appoint one or more proxies to attend, speak and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned meeting (as the case may be).
3. Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the Meeting, or any adjourned meeting, should they so wish.
4. The register of members will be closed from Wednesday, 22 May 2024 to Monday, 27 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Tuesday, 21 May 2024.
5. With regard to the resolution no. 2 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Lam Chi Wai, Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi and Mr. Chan Chun Leung be re-elected as directors of the Company. Particulars of the said retiring directors are set out in Appendix II to the circular to shareholders of the Company dated 18 April 2024.

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## NOTICE OF ANNUAL GENERAL MEETING

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6. An explanatory statement containing further details regarding the resolution no. 5 as required by the Listing Rules is set out in Appendix I to the circular to shareholders of the Company dated 18 April 2024.
7. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the Meeting will be taken by poll except where the chairman of the Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.
8. In case the AGM (or any adjournment thereof) is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, Shareholders are suggested to visit the Company's website at [www.leadwayinv.com](http://www.leadwayinv.com) for arrangements of the AGM (or any adjournment thereof).