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If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer 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 LEAP Holdings Group Limited (the “Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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LEAP Holdings Group Limited

前進控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held on Friday, 9 September 2016 at 11:00 a.m. at Rooms 2 and 3, 8/F, W Hotel, 1 Austin Road West, Kowloon, Hong Kong is set out on pages 14 to 17 of this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at 3301-04, 33/F, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the annual general meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting, or any adjournment thereof (as the case may be), should you so wish.

29 July 2016

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Friday, 9 September 2016 at 11:00 a.m. at Rooms 2 and 3, 8/F, W Hotel, 1 Austin Road West, Kowloon, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages 14 to 17 of this circular;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“close associate(s)”	has the same meaning as defined in the Listing Rules;
“Company”	LEAP Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange;
“core connected person”	has the same meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares set out as resolution no. 8 in the AGM Notice;
“Latest Practicable Date”	26 July 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	2 September 2015, being the date on which the Shares are listed and from which dealings in the Shares commenced on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares set out as resolution no. 9 in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong.

LETTER FROM THE BOARD

LEAP Holdings Group Limited

前進控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

Executive Directors:

Mr. Ip Ying Chau (*Chairman and Chief Executive Officer*)

Mr. Chan Wing Chung (*Vice Chairman*)

Mr. Tung Ah Pui Athena

Mr. Chan Chiang Kan

Mr. Mui Wai Sum

Registered Office:

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman

KY1-1108

Cayman Islands

Independent non-executive Directors:

Mr. Cheung Kwok Yan Wilfred

Mr. Feng Zhidong

Mr. Ho Ho Ming

Headquarters and Principal

Place of Business in Hong Kong:

Units 2701-02, 27th Floor

Win Plaza

9 Sheung Hei Street

San Po Kong

Kowloon

Hong Kong

29 July 2016

To the Shareholders,

Dear Sir or Madam,

**RENEWAL OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate; (ii) furnish you details of the proposed re-election of retiring Directors; (iii) set out an explanatory statement regarding the Repurchase Mandate; and (iv) give you notice of the AGM.

GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then sole Shareholder on 12 August 2015. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

LETTER FROM THE BOARD

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Mr. Chan Wing Chung, Ms. Tung Ah Pui Athena and Mr. Chan Chiang Kan will retire from office as executive Directors at the AGM. Each of them, being eligible, offers himself/herself for re-election pursuant to article 108(a) of the Articles.

Mr. Mui Wai Sum was appointed as an executive Director by the Board with effect from 29 April 2016. Mr. Mui Wai Sum, being eligible, offers himself for re-election at the AGM pursuant to article 112 of the Articles.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II.

ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Friday, 9 September 2016 at 11:00 a.m. at Rooms 2 and 3, 8/F, W Hotel, 1 Austin Road West, Kowloon, Hong Kong is set out on pages 14 to 17 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's principal place of business at Units 2701-02, 27th Floor, Win Plaza, 9 Sheung Hei Street, San Po Kong, Kowloon, Hong Kong as soon as possible but in any event not less than 48 hours before the

LETTER FROM THE BOARD

time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or any adjournment thereof (as the case may be), should you so wish.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate, the Repurchase Mandate, the extension to the Issue Mandate and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions as set out in the AGM Notice at the forthcoming AGM.

By order of the Board
LEAP Holdings Group Limited
Ip Ying Chau
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution in a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING AND IMPACT OF REPURCHASES

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 March 2016 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event the proposed repurchases were to be carried out in full during the proposed repurchase period.

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 of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. 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 and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,456,000,000 Shares.

Subject to the passing of the relevant ordinary resolutions to approve the Repurchase Mandate to issue and repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of AGM, the Directors would be authorised to exercise the powers of the Company to repurchase a maximum of 245,600,000 Shares.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Articles.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of 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 purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Capacity/Nature	Number of Shares held/interested	Approximate % of interest as at the Latest Practicable Date	% of interest if Repurchase Mandate is exercised in full
Grand Jade Group Limited ("Grand Jade")	Beneficial owner	1,176,000,000 (long position)	47.88%	53.20%
Mr. Ip Ying Chau	Interest of a controlled corporation (Note 1)	1,176,000,000 (long position)	47.88%	53.20%
Mr. Chan Wing Chung	Interest of a controlled corporation (Note 1)	1,176,000,000 (long position)	47.88%	53.20%
Ms. Tung Ah Pui Athena	Interest of spouse (Note 2)	1,176,000,000 (long position)	47.88%	53.20%

Name	Capacity/Nature	Number of Shares held/ interested	Approximate % of interest as at the Latest Practicable Date	% of interest if Repurchase Mandate is exercised in full
Ms. Chan Lai Ting	Interest of spouse (Note 3)	1,176,000,000	47.88%	53.20%

Notes:

- (1) These Shares are held by Grand Jade, the entire issued share capital of which is owned as to 50% by Mr. Ip Ying Chau and 50% by Mr. Chan Wing Chung. Therefore, each of Mr. Ip Ying Chau and Mr. Chan Wing Chung is deemed, or taken to be, interested in all Shares held by Grand Jade for the purpose of the SFO.
- (2) Ms. Tung Ah Pui Athena is the spouse of Mr. Ip Ying Chau. Accordingly, Ms. Tung Ah Pui Athena is deemed, or taken to be, interested in the Shares in which Mr. Ip Ying Chau is interested for the purpose of the SFO.
- (3) Ms. Chan Lai Ting is cohabiting with Mr. Chan Wing Chung as spouse. Accordingly, Ms. Chan Lai Ting is deemed, or taken to be interested in the Shares in which Mr. Chan Wing Chung is interested for the purpose of the SFO.

In the event the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the interests of each of the above Shareholders in the Company would be increased to approximately the percentages as set out opposite their respective names in the table above. On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors consider that such repurchases of Shares may result in the Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate were exercised in full. The Directors do not intend to exercise the power to repurchase Shares to an extent which would render the aforesaid Shareholders or any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. The exercise of the Repurchase Mandate in full would not result in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective close associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months ended on the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the months from the Listing Date up to the Latest Practicable Date were as follows:

	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
September (from the Listing Date)	0.520	0.260
October	0.970	0.435
November	0.910	0.500
December	0.580	0.430
2016		
January	0.460	0.280
February	0.485	0.305
March	0.530	0.395
April	0.630	0.405
May	0.750	0.520
June	0.850	0.640
July (until the Latest Practicable Date)	0.750	0.580

Set out below are details of the Directors proposed to be re-elected at the AGM.

Mr. Chan Wing Chung

Mr. Chan Wing Chung (陳永忠), aged 51, is an executive Director and the vice chairman of the Company. Mr. Chan is primarily responsible for overall strategic development, project management and client management of the Group. Mr. Chan is also a director of all the wholly-owned subsidiaries of the Group except for Win Target. Mr. Chan joined Chung Shun and Bright Access as a director on 4 February 2004 and 28 November 2008, respectively, and together with Mr. Ip Ying Chau, founded Progressive Foundation on 11 May 2012. He has over 20 years of experience in the foundation works industry. Mr. Chan attended secondary school education in Hong Kong.

Save as disclosed above, Mr. Chan does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this circular or hold any other position with the Company and/or its subsidiaries or other major appointments and professional qualifications.

Save as disclosed above, Mr. Chan does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chan has entered into a director's service agreement with the Company for a term commencing from the Listing Date and ending on the date of the 2017 annual general meeting of the Company to be held in 2017, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The service agreement can be terminated by either party by giving the other party six months' written notice in advance. The director's remuneration of Mr. Chan is HK\$1,176,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chan as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Ms. Tung Ah Pui Athena

Ms. Tung Ah Pui Athena (董亞蓓), aged 45, is an executive Director. Ms. Tung is responsible for general management, as well as the daily operations of the Group including human resources management, strategic planning and business development of the Group, developing and implementing business plans and budgets and their periodical review and establishing and monitoring the compliance with company policies and procedures. Ms. Tung possesses over 10 years of project management experience in various industries. Between March 2006 and June 2010, Ms. Tung was the order management manager at Bayer Material

Science Limited. She was employed as the portfolio lead in the department of information management at Cathay Pacific Airways Limited from October 2010 to January 2012. From January 2012 to September 2014, she was employed by Standard Chartered Bank (HK) Limited and her last designation was director of channel management department. Ms. Tung obtained a Bachelor of Arts degree from The Chinese University of Hong Kong in December 1995 and a Professional Diploma in Six Sigma (Black Belt) for Service Industries from the School of Continuing and Professional Studies at The Chinese University of Hong Kong in June 2010. Ms. Tung is the spouse of Mr. Ip Ying Chau, who is an executive Director, the chairman, the chief executive officer and a controlling Shareholder of the Company.

Save as disclosed above, Ms. Tung does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this circular or hold any other position with the Company and/or its subsidiaries or other major appointments and professional qualifications.

Save as disclosed above, Ms. Tung does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Ms. Tung has entered into a director's service agreement with the Company for a term commencing from the Listing Date and ending on the date of the 2017 annual general meeting of the Company to be held in 2017, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The service agreement can be terminated by either party by giving the other party six months' written notice in advance. The director's remuneration of Ms. Tung is HK\$1,176,000 per annum which is determined with reference to her duties and responsibilities within the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Tung as a Director, there is no information which is discloseable nor is/was she involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Chan Chiang Kan

Mr. Chan Chiang Kan (陳熒勤), aged 45, is an executive Director. Mr. Chan is responsible for assisting the chief executive officer in project management. He has over 16 years of experience in the foundation work industry. Prior to joining the Group, Mr. Chan worked for Maunsell Geotechnical Services Limited ("Maunsell") from November 1995 to June 2000 as assistant engineer. He later rejoined Maunsell again in February 2001 and worked until April 2007 with last position held as geotechnical engineer. From July 2009 to August 2012, he was employed as an engineer at Ove Arup & Partners Hong Kong Limited. Mr. Chan was seconded to Win Win Way Construction Company Limited as a senior project manager from August 2012 to February 2013 when he joined the Group as a project manager in August 2012. Mr. Chan obtained a Bachelor of Engineering from The Hong

Kong Polytechnic University in October 1995 and a Master of Science degree in Engineering from the University of Hong Kong in December 2006. Mr. Chan is a member of the Hong Kong Institution Engineers and the Institution of Civil Engineers. Mr. Chan is also a registered professional engineer (civil).

Save as disclosed above, Mr. Chan does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this circular or hold any other position with the Company and/or its subsidiaries or other major appointments and professional qualifications.

Save as disclosed above, Mr. Chan does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Chan has entered into a director's service agreement with the Company for a term commencing from the Listing Date and ending on the date of the 2017 annual general meeting of the Company to be held in 2017, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The service agreement can be terminated by either party by giving the other party six months' written notice in advance. The director's remuneration of Mr. Chan is HK\$1,176,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Chan as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

Mr. Mui Wai Sum

Mr. Mui Wai Sum (梅偉琛), aged 28, was appointed as an executive Director by the Board with effect from 29 April 2016.

Mr. Mui is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants. Mr. Mui holds a Bachelor of Business Administration Degree with major in General Finance from the Chinese University of Hong Kong. Mr. Mui had worked in Corporate Restructuring Services for an international accounting firm. He has extensive experience in corporate finance, corporate restructuring and securities investment. Mr. Mui currently serves as an executive director of Sunrise (China) Technology Group Limited (中昱科技集團有限公司) (stock code: 8226) and Sau San Tong Holdings Limited (修身堂控股有限公司*) (stock code: 8200), the shares of which are listed on the Growth Enterprise Market of the Stock Exchange.

* For identification purpose only

Save as disclosed above, Mr. Mui does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this circular or hold any other position with the Company and/or its subsidiaries or other major appointments and professional qualifications.

Save as disclosed above, Mr. Mui does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Mr. Mui has entered into a director's service agreement with the Company for a term commencing from 29 April 2016 and ending on the date of the annual general meeting of the Company to be held in 2019, subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles. The service agreement can be terminated by either party by giving the other party six months' written notice in advance. The director's remuneration of Mr. Mui is HK\$360,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Mui as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraph 13.51(2) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING

LEAP Holdings Group Limited

前進控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1499)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “Meeting”) of LEAP Holdings Group Limited (the “Company”) will be held on Friday, 9 September 2016 at 11:00 a.m. at Rooms 2 and 3, 8/F, W Hotel, 1 Austin Road West, Kowloon, Hong Kong for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and reports of the directors and auditors of the Company and its subsidiaries for the year ended 31 March 2016.
2. To re-appoint Hodgson Impey Cheng Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
3. To re-elect Mr. Chan Wing Chung as an executive director of the Company.
4. To re-elect Ms. Tung Ah Pui Athena as an executive director of the Company.
5. To re-elect Mr. Chan Chiang Kan as an executive director of the Company.
6. To re-elect Mr. Mui Wai Sum as an executive director of the Company.
7. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
8. **“THAT:**
 - (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company (the “Articles”) from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and

(D) for the purposes of this resolution:

“Relevant Period” means the period from the time of 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 laws of the Cayman Islands or the Company’s 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.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members 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 fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

9. **“THAT:**

(A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose,

NOTICE OF ANNUAL GENERAL MEETING

and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of 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 laws of the Cayman Islands or the Company’s articles of association 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.”
10. “**THAT** conditional upon the passing of Resolution Nos. 8 and 9 as set out in this notice convening the Meeting of which this Resolution forms part (“this Notice”), the general mandate granted to the directors of the Company pursuant to Resolution No. 8 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 9 as set out in this Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution.”

By order of the Board
LEAP Holdings Group Limited
Ip Ying Chau
Chairman

Hong Kong, 29 July 2016

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Any member of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Union Registrars Limited, at 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the Meeting or any adjournment thereof in cases where the Meeting was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the Meeting if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolution No. 8 as set out in this notice is enclosed in this circular.
8. Concerning agenda items 3-6 above, each of Mr. Chan Wing Chung, Ms. Tung Ah Pui Athena, Mr. Chan Chiang Kan and Mr. Mui Wai Sum is proposed to be re-elected as an executive director of the Company. The biographical details and interests in the securities of the Company (if any) of Mr. Chan Wing Chung, Ms. Tung Ah Pui Athena, Mr. Chan Chiang Kan and Mr. Mui Wai Sum are set out in Appendix II to this circular.
9. A form of proxy for use at the Meeting is enclosed.