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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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in LEAP Holdings Group Limited, you should at once hand this circular and the accompanying 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)**

**PROPOSED SHARE SUBDIVISION  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM to be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 21 April 2017 at 11:00 a.m. is set out on pages EGM-1 to EGM-2 in this circular.

Whether or not you intend to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

3 April 2017

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## EXPECTED TIMETABLE

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The expected timetable for the implementation of the Share Subdivision and the associated trading arrangement is as follows:

<b>Event</b>	<b>2017</b>
Latest time for lodging the form of proxy for the EGM .....	11:00 a.m. on Wednesday, 19 April
Expected date and time of the EGM .....	11:00 a.m. on Friday, 21 April
Announcement of results of the EGM .....	Friday, 21 April

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” in the Letter from the Board contained in this circular.**

Effective date of the Share Subdivision .....	Monday, 24 April
First day of free exchange of existing share certificates for new share certificates for the Subdivided Shares .....	Monday, 24 April
Dealing in the Subdivided Shares commences .....	9:00 a.m. on Monday, 24 April
Original counter for trading in the Shares in board lots of 10,000 Shares temporarily closes .....	9:00 a.m. on Monday, 24 April
Temporary counter for trading in the Subdivided Shares in board lots of 20,000 Subdivided Shares (in the form of existing share certificates) opens .....	9:00 a.m. on Monday, 24 April
Original counter for trading in the Subdivided Shares in board lots of 10,000 Subdivided Shares (in the form of new share certificates for the Subdivided Shares) re-opens .....	9:00 a.m. on Wednesday, 10 May
Parallel trading in the Shares and Subdivided Shares (in the form of new share certificates and existing share certificates) commences .....	9:00 a.m. on Wednesday, 10 May
Temporary counter for trading the Subdivided Shares in board lot size of 20,000 Subdivided Shares (in the form of existing share certificates) closes .....	4:00 p.m. on Wednesday, 31 May
Parallel trading in the Shares and the Subdivided Shares (in the form of existing share certificates and new share certificates) ends .....	4:00 p.m. on Wednesday, 31 May
Last day for free exchange of existing share certificates for new share certificates for the Subdivided Shares .....	Friday, 2 June

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## EXPECTED TIMETABLE

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*Notes:*

- (1) All dates and times set out in this circular refer to Hong Kong local dates and times.
- (2) Dates or deadlines specified in this circular are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders by way of announcement(s) on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.leapholdings.hk](http://www.leapholdings.hk) as and when appropriate and in accordance with the Listing Rules.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the meanings set out below:*

“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong are generally open for business
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	LEAP Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 21 April 2017 at 11:00 a.m. (or any adjournment thereof) for the purpose of considering and, if thought fit, approving the Share Subdivision
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Registrar”	Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong
“Latest Practicable Date”	30 March 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Committee”	has the meaning ascribed to it under the Listing Rules

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company before the Share Subdivision becoming effective
“Share Subdivision”	the proposed subdivision of each existing issued and unissued Share into two (2) Subdivided Shares
“Shareholder(s)”	holders of the Share(s) or the Subdivided Share(s) (as the case may be)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	the ordinary share(s) of HK\$0.005 each in the share capital of the Company after the Share Subdivision becoming effective
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Ip Ying Chau

*(Chairman and Chief Executive Officer)*

Mr. Chan Wing Chung *(Vice Chairman)*

Ms. 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

3 April 2017

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED SHARE SUBDIVISION AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

Reference is made to the announcements of the Company dated 9 March 2017, 20 March 2017 and 29 March 2017 relating to, among others, the Share Subdivision. The purpose of this circular is to provide you with further information in respect of the Share Subdivision and the notice of the EGM.

#### **PROPOSED SHARE SUBDIVISION**

The Board proposes that each of the existing issued and unissued Shares of HK\$0.01 each in the share capital of the Company will be subdivided into two (2) Subdivided Shares of HK\$0.005 each.

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## LETTER FROM THE BOARD

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The Share Subdivision is subject to the fulfillment of the conditions set out under the section headed “Conditions of the Share Subdivision” below. All Subdivided Shares will rank *pari passu* with each other in all respects and the rights attaching to the Subdivided Shares will not be affected by the Share Subdivision.

### CONDITIONS OF THE SHARE SUBDIVISION

The Share Subdivision is conditional upon:

- (i) the passing of an ordinary resolution to approve the Share Subdivision by the Shareholders at the EGM; and
- (ii) the Listing Committee of the Stock Exchange granting the approval to the listing of, and permission to deal in, the Subdivided Shares.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the next Business Day following the passing of the ordinary resolution at the EGM, which is expected to be Monday, 24 April 2017.

### EFFECT OF THE SHARE SUBDIVISION

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$100,000,000 divided into 10,000,000,000 Shares, of which 2,631,000,000 Shares were issued and credited as fully paid. Assuming that there is no change in the authorised share capital of the Company and no further Shares are issued or repurchased from the Latest Practicable Date to the date of the Share Subdivision becoming effective, the authorised share capital of the Company will become HK\$100,000,000 divided into 20,000,000,000 Subdivided Shares, of which 5,262,000,000 Subdivided Shares will be in issue and credited as fully paid immediately upon the Share Subdivision becoming effective.

The Company has adopted a share option scheme on 12 August 2015 (the “**Share Option Scheme**”), options to subscribe for up to a maximum of 228,800,000 Shares may be granted under the Share Option Scheme. As at the Latest Practicable Date, no option has been granted and was outstanding under the Share Option Scheme. After the Share Subdivision becoming effective, up to 457,600,000 Subdivided Shares may be issued pursuant to the exercise of options to be granted under the Share Option Scheme. As the Company has no outstanding options as at the Latest Practicable Date, no adjustments need to be made to the exercise prices or numbers of Subdivided Shares to be issued upon exercise of any outstanding options as a result of the Share Subdivision.

Upon the Share Subdivision becoming effective, all Subdivided Shares will rank *pari passu* with each other and the Share Subdivision will not result in any change in the relevant rights of the Shareholders.

The Shares are currently traded in board lots of 10,000 Shares. Upon the Share Subdivision becoming effective, the board lot size for trading will remain unchanged and in board lots of 10,000 Subdivided Shares.

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## LETTER FROM THE BOARD

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The Share Subdivision is not expected to result in any odd lots other than those that already exist and therefore no odd lot arrangement for matching the sale and purchase of odd lots will be made.

### **APPLICATION FOR LISTING**

Application has been made to the Stock Exchange for granting the listing of, and permission to deal in, the Subdivided Shares.

Subject to the granting of the listing of, and permission to deal in, the Subdivided Shares on the Stock Exchange, the Subdivided Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Subdivided Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the equity or debt securities of the Company is listed or dealt in on any other stock exchanges other than the Stock Exchange and no such listing or permission to deal in is being or is currently proposed to be sought on any other stock exchanges other than the Stock Exchange.

### **FREE EXCHANGE OF SUBDIVIDED SHARES' CERTIFICATES AND TRADING ARRANGEMENT**

Subject to the Share Subdivision becoming effective, Shareholders may during the period from Monday, 24 April 2017 to Friday, 2 June 2017 (both days inclusive) between 9:00 a.m. and 4:00 p.m. on any Business Day, submit existing share certificates for the Shares in light orange colour to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, to exchange, at the expense of the Company, for new share certificates of the Subdivided Shares in blue colour. After the expiry of such period, each existing share certificate for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each new share certificate issued for the Subdivided Shares or each existing share certificate for the Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Wednesday, 31 May 2017 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of one (1) Share for two (2) Subdivided Shares.

It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of ten Business Days after the submission of the existing share certificates for the Shares to the Registrar for exchange.

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## LETTER FROM THE BOARD

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### SECURITIES CONVERTIBLE OR EXCHANGEABLE INTO SHARES

As at the Latest Practicable Date, the Company did not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

### REASONS FOR THE SHARE SUBDIVISION

The Share Subdivision is intended to improve the liquidity in the trading of the shares of the Company and widen the Company's shareholder base. Following the Share Subdivision taking effect, the nominal value of each Share will decrease and the total number of shares of the Company in issue will increase. It is expected that trading price of the Subdivided Shares will adjust downwards and therefore lower the monetary hurdle of trading of the Subdivided Shares. The liquidity of the Subdivided Shares will be enhanced and the shareholder base of the Company will be widened as a consequence.

The shares price of the Company has maintained at a level above HK\$0.5 for most of the time of the past 12 months from the Latest Practicable Date (over 90% of total number of trading days). Based on such price level, the theoretical board lot value of each board lot of 10,000 Subdivided Shares will exceed the minimum board lot value of HK\$2,000 by 25%. For other integral share subdivision ratio over 2 (e.g. 1 into 3), based on price level of HK\$0.5, theoretical board lot value of each 10,000 Subdivided Shares will fall below HK\$2,000. Therefore, the Board considers that the share subdivision ratio of one (1) into two (2) is the minimum integral share subdivision ratio.

Based on the closing price of HK\$0.5 per Share (equivalent to the theoretical closing price of HK\$0.25 per Subdivided Share) as at the Latest Practicable Date, the value of each board lot of 10,000 Shares was HK\$5,000. Assuming the Share Subdivision had already been effective, the value of each board lot of 10,000 Subdivided Shares would theoretically be reduced to HK\$2,500. It is expected that the reduced market value per board lot will attract more investors and facilitate more trading, hence improving the trading liquidity of the Subdivided Shares.

In view of the above, the Board considers that the Share Subdivision is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

The Board has also taken into account of the corporate action of the Group in the next twelve months when determining the Share Subdivision. As at the Latest Practicable Date, save for the Group's intention for possible subscription of shares of an investment target which is in the process of obtaining a patent right for wearable gesture control interface apparatus (details were disclosed in the announcement of Company dated 7 September 2016), the Board does not have any intention (initial or concrete) and/or foresees any corporate action, or mergers and acquisitions including fundraising (except for the Share Subdivision) in the forthcoming twelve months.

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## LETTER FROM THE BOARD

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Other than the relevant expenses, including professional fees and printing charges incurred, the implementation of the Share Subdivision will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders. The Directors believe that the Share Subdivision will not have any material adverse effect on the financial position of the Group and is in the interests of the Company and the Shareholders as a whole.

### GENERAL

The EGM will be convened and held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 21 April 2017 at 11:00 a.m. for the Shareholders to consider and, if thought fit, to approve the Share Subdivision. As no Shareholder has a material interest in the Share Subdivision which is different from that of the other Shareholders, no Shareholder is required to abstain from voting at the EGM to approve the Share Subdivision. A notice convening the EGM is set out on pages EGM-1 to EGM-2 of this circular.

A form of proxy for use by the Shareholders at the EGM is enclosed with this circular. Whether or not you intend to attend and vote in person at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### WARNING

**Shareholders and potential investors should be aware of and take note that the Share Subdivision is conditional upon satisfaction of the conditions set out under the section headed "Conditions of the Share Subdivision" above, and therefore may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.**

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the opinion that the Share Subdivision is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Share Subdivision.

Yours faithfully,  
On behalf of the Board of  
**LEAP Holdings Group Limited**  
**Ip Ying Chau**  
*Chairman*

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## NOTICE OF THE EGM

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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)

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of LEAP Holdings Group Limited (the “Company”) will be held at Regus Conference Centre, 35/F., Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 21 April 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“THAT

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subdivided Shares (as hereinafter defined), each of the existing issued and unissued shares of HK\$0.01 each in the share capital of the Company be and is hereby subdivided into two (2) shares of HK\$0.005 each (the “**Subdivided Shares**”) with effect from the next business day following the day on which this resolution is passed (the “**Share Subdivision**”); and
- (b) any director of the Company be and is hereby authorised to do all such things and execute all documents as he/she shall in his/her absolute discretion deem necessary and expedient in connection with or incidental to the Share Subdivision.”

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

Hong Kong, 3 April 2017

*Notes:*

- (1) Any shareholder of the Company (“**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares of the Company (“**Shares**”) may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a Shareholder.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be delivered at the branch share registrar and transfer office of the Company in Hong Kong, Union Registrars Limited at Suites 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 EGM or any adjournment thereof (as the case may be) at which the person named in the form of proxy proposes to vote.

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## NOTICE OF THE EGM

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- (3) Delivery of a form of proxy will not preclude a Shareholder from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, 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 registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.

*As at the date of this notice, the board of directors of the Company comprises Mr. Ip Ying Chau (Chairman), Mr. Chan Wing Chung, Ms. Tung Ah Pui Athena, Mr. Chan Chiang Kan and Mr. Mui Wai Sum as executive directors, and Mr. Cheung Kwok Yan Wilfred, Mr. Feng Zhidong and Mr. Ho Ho Ming as independent non-executive directors.*