
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 29 August 2017 at 3:30 p.m. at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages AGM-1 to AGM-4 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.

27 July 2017

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 Tuesday, 29 August 2017 at 3:30 p.m. at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-4 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”	21 July 2017, 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\$0.005 each in the capital of the Company;
“Shareholder(s)”	holder(s) of 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

Mr. Yip To Chun (appointed on 12 July 2017)

Independent non-executive Directors:

Mr. Cheung Kwok Yan Wilfred

Mr. Feng Zhidong

Mr. Ho Ho Ming

Registered Office:

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

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

27 July 2017

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 Shareholders on 9 September 2016. 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 number of Shares not exceeding 20% of the number of Shares in issue as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate number of Shares not exceeding 10% of the number of Shares in issue 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. Ip Wing Chau, Mr. Feng Zhidong and Mr. Ho Ho Ming will retire from office as Directors at the AGM. Each of them, being eligible, offers himself for re-election pursuant to article 108(a) of the Articles.

Mr. Yip To Chun was appointed as an executive Director by the Board with effect from 12 July 2017. Mr. Yip To Chun, 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 Tuesday, 29 August 2017 at 3:30 p.m. at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on pages AGM-1 to AGM-4 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 2017 (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 5,262,000,000 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 526,200,000 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	if Repurchase Mandate is exercised in full
Grand Jade Group Limited ("Grand Jade")	Beneficial owner	2,352,000,000 (long position)	44.7%	49.66%
Mr. Ip Ying Chau	Interest of a controlled corporation (<i>Note 1</i>)	2,352,000,000 (long position)	44.7%	49.66%
Mr. Chan Wing Chung	Interest of a controlled corporation (<i>Note 1</i>)	2,352,000,000 (long position)	44.7%	49.66%
Ms. Tung Ah Pui Athena	Interest of spouse (<i>Note 2</i>)	2,352,000,000 (long position)	44.7%	49.66%
Ms. Chan Lai Ting	Interest of spouse (<i>Note 3</i>)	2,352,000,000	44.7%	49.66%
Mr. Chen Jiarong	Beneficial owner	95,400,000 (long position)	1.81%	2.01%
	Interest of a controlled corporation (<i>Note 4</i>)	194,820,000 (long position)	3.7%	4.11%

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.
- (4) 20,000,000 Shares and 174,820,000 Shares are held by Starry Wealth Holdings Limited and Kingkey Enterprise Holdings Limited respectively, in which Mr. Chen Jiarong held 100% interest in Starry Wealth Holdings Limited and 50% interest in Kingkey Enterprise Holdings Limited. Therefore, Mr. Chen Jiarong is deemed, or taken to be, interested in all Shares held by Starry Wealth Holdings Limited and Kingkey Enterprise Holdings Limited 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 previous twelve months before the Latest Practicable Date up to the Latest Practicable Date were as follows:

	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
July	0.375	0.25
August	0.33	0.275
September	0.39	0.285
October	0.365	0.31
November	0.335	0.295
December	0.305	0.25
2017		
January	0.325	0.255
February	0.315	0.27
March	0.29	0.248
April	0.31	0.233
May	0.28	0.185
June	0.241	0.182
July (until the Latest Practicable Date)	0.213	0.157

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

Mr. IP Ying Chau (葉應洲) (“**Mr. Ip**”), aged 46, is our executive Director, chairman and chief executive officer. Mr. Ip is primarily responsible for overall strategic development, project management and client management of our Group. Mr. Ip is also a director of all the wholly-owned subsidiaries of our Group. Mr. Ip together with Mr. Chan Wing Chung, founded Progressive Foundation Company Limited on 11 May 2012 and was appointed as director of Bright Access (HK) Limited on 17 November 2014. Mr. Ip obtained a Bachelor of Engineering degree from the University of Hong Kong in January 1995 and a Master of Science degree in Engineering from the University of Hong Kong in December 1998. Mr. Ip has accumulated about 20 years of experience in the foundation works industry. Prior to joining Bright Access (HK) Limited and co-founding Progressive Foundation Company Limited, Mr. Ip was a graduate engineer at Ove Arup & Partners Hong Kong Limited from August 1994 to August 1998, an assistant geotechnical engineer at Mass Transit Railway Corporation Limited (stock code: 66) from August 1998 to March 2001 and a project manager at Konwall Construction & Engineering Company Limited and W.M. Construction Limited from April 2001 to February 2005 and from September 2006 to March 2012, respectively.

Mr. Ip is the spouse of Ms. Tung Ah Pui Athena.

Save as disclosed above, Mr. Ip 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. Ip 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. Ip has entered into a director’s service agreement with the Company for a term commencing from Listing Date and ending on the date of the 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. Ip 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. Ip 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. FENG Zhidong (馮志東) (“**Mr. Feng**”), aged 43, was appointed as an independent non-executive Director on 12 August 2015. Mr. Feng graduated from the School of Business of Renmin University of China with his major study in international accounting in July 1995 and obtained the Master Degree of Business Administration in South China University of Technology in February 2004. He obtained the qualification of Chinese Accountant in May 1995. Mr. Feng is a member of Hong Kong Securities and Investment Institute and Hong Kong Investor Relations Association. Mr. Feng is also the Deputy General Manager of the Capital Department of Yue Xiu Enterprises (Holdings) Limited (“Yuexiu Group”) since December 2009 and the general manager of the Investor Relations Department of a group company of Yuexiu Property Company Limited (Stock Code: 00123) since April 2012. Mr. Feng is familiar with the operations of capital markets of listed companies and has participated in major capital operation projects of the Yuexiu Group since 2007. He also has practical experience in financial management, capital operations and managing investor relations.

Save as disclosed above, Mr. Feng 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. Feng 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. Feng has entered into a director’s service agreement with the Company for a term commencing from 9 September 2016 and ending on the date of the annual general meeting of the Company to be held in 2018, 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. Feng is HK\$120,000 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. Feng 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. HO Ho Ming (何昊洛) (former name: **HO Wing Hang** (何榮亨)) (“**Mr. Ho**”), aged 45, was appointed as an independent non-executive Director on 12 August 2015. Mr. Ho is currently an adjunct professor of the Department of Real Estate and Construction at the University of Hong Kong. In addition, Mr. Ho is an honorary associate of the Asia-Pacific Institute of Business of The Chinese University of Hong Kong and an external advisory member of the Departmental Advisory Committee on Applied Mathematics at The Hong Kong Polytechnic University. Mr. Ho has about 16 years of experience in the field of

investment banking and credit rating. From April 1996 to September 1997, he was employed as an analyst by Credit Suisse First Boston (Hong Kong) Limited. From September 1997 to September 1998, he was employed as an analyst by Merrill Lynch (Asia Pacific) Limited. From December 1999 to February 2002, he was employed as an Associate by Bear Sterns Asia Limited. From April 2003 to October 2013, he was employed by Fitch (Hong Kong) Limited and his position was senior director, structured finance at the time of his departure. From October 2013 to September 2014, he was employed as chief analyst by Universal Credit Rating Group. Mr. Ho graduated from the Hong Kong University of Science and Technology with a Bachelor of Business Administration in Information and Systems Management in November 1996. He also obtained a Master of Business Administration degree from the University of Cambridge, the United Kingdom in May 2000. Mr. Ho is currently an independent non-executive director of KSL Holdings Limited (stock code: 8170), Wan Kei Group Holdings Limited (stock code: 1718) and Kwan On Holdings Limited (stock code: 8305), the issued shares of which are listed on the Stock Exchange.

Save as disclosed above, Mr. Ho 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. Ho 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. Ho has entered into a director's service agreement with the Company for a term commencing from 9 September 2016 and ending on the date of the 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. Ho is HK\$120,000 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. Ho 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. YIP To Chun (葉道臻) ("Mr. Yip"), aged 30, is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountant. Mr. Yip holds a bachelor of business administration. Mr. Yip has over 6 years of working experience in the advisory services of two international accounting firms and he has extensive experience in accounting, corporate finance and corporate restructuring.

Save as disclosed above, Mr. Yip 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 or any other position with the Company and/or its subsidiaries or other major appointments and professional qualifications.

Mr. Yip 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 Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Mr. Yip has entered into a director's service agreement with the Company for a term commencing from 12 July 2017 to the annual general meeting of the Company to be held in 2019. Mr. Yip is subject to re-election at the annual general meeting of the Company to be held in 2017 in accordance with the articles of association of the Company. 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. Yip is HK\$744,000 per annum which is determined with reference to his duties and responsibilities within the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Yip that need to be brought to the attention of the shareholders of the Company and there is no other information that should be disclosed pursuant to paragraphs 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

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 Tuesday, 29 August 2017 at 3:30 p.m. at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, 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 2017.
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. Ip Ying Chau as an executive director of the Company.
4. To re-elect Mr. Yip To Chun as an executive director of the Company.
5. To re-elect Mr. Feng Zhidong as an independent non-executive director of the Company.
6. To re-elect Mr. Ho Ho Ming as an independent non-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

NOTICE OF ANNUAL GENERAL MEETING

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;

(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

NOTICE OF ANNUAL GENERAL MEETING

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, 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

NOTICE OF ANNUAL GENERAL MEETING

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, 27 July 2017

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. Ip Ying Chau, Mr. Yip To Chun is proposed to be re-elected as an executive Director of the Company while each of Mr. Feng Zhidong and Mr. Ho Ho Ming is proposed to be re-elected as an independent non-executive director of the Company. The biographical details and interests in the securities of the Company (if any) of Mr. Ip Ying Chau, Mr. Yip To Chun, Mr. Feng Zhidong and Mr. Ho Ho Ming are set out in Appendix II to this circular.
9. A form of proxy for use at the Meeting is enclosed.