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

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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**

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A notice convening an annual general meeting of the Company to be held on Friday, 24 August 2018 at 2:30 p.m. at Room 1703-1704, Worldwide House, 19 Des Voeux Road Central, Central, Hong Kong is set out on pages AGM-1 to AGM-6 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 Suites 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.

25 July 2018

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## DEFINITIONS

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*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, 24 August 2018 at 2:30 p.m. at Room 1703-1704, Worldwide House, 19 Des Voeux Road Central, Central, Hong Kong;
“AGM Notice”	the notice convening the AGM set out on pages AGM-1 to AGM-6 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 11 in the AGM Notice;

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## DEFINITIONS

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“Latest Practicable Date”	18 July 2018, 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;
“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. 12 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.

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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. Ren Yunan *(Chairman and Chief Executive Officer)*

Mr. Cheng Yuk

Mr. Luo Ting

Mr. Zhu Junkan

*Registered Office:*

Clifton House

75 Fort Street

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

*Independent non-executive Directors:*

Mr. Chan King Chung

Mr. Li Zhouxin

Mr. Lee Man Chiu

*Headquarters and Principal*

*Place of Business in Hong Kong:*

Unit 907&908, 9/F

Far East Consortium Building

113-125A Des Voeux Road Central

Central, Hong Kong

25 July 2018

*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.

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## LETTER FROM THE BOARD

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### 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 29 August 2017. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the AGM.

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. Cheng Yuk was appointed as an executive Director by the Board and Mr. Chan King Chung and Mr. Li Zhouxin were appointed as the independent non-executive Directors by the Board, all effected from 16 November 2017.

Mr. Luo Ting and Mr. Zhu Junkan were appointed as the executive Directors by the Board with effect from 10 April 2018.

Mr. Lee Man Chiu was appointed as an independent non-executive Director by the Board with effect from 30 April 2018.

Mr. Ren Yunan was appointed as an executive Director by the Board with effect from 9 July 2018.

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## LETTER FROM THE BOARD

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Mr. Ren Yunan, Mr. Cheng Yuk, Mr. Luo Ting, Mr. Zhu Junkan, Mr. Chan King Chung, Mr. Li Zhouxin and Mr. Lee Man Chiu, being eligible, offer themselves 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.

### **CLOSURE OF REGISTER OF MEMBERS**

#### **For determining the entitlement to attend and vote at the AGM**

The AGM is scheduled to be held on Friday, 24 August 2018. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 21 August 2018 to Friday, 24 August 2018, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, unregistered holders of Shares of the Company should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the branch share registrar 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, for registration not later than 4:00 p.m. on Monday, 20 August 2018.

### **ANNUAL GENERAL MEETING**

A notice convening the AGM to be held on Friday, 24 August 2018 at 2:30 p.m. at Room 1703-1704, Worldwide House, 19 Des Voeux Road Central, Central, Hong Kong on pages AGM-1 to AGM-6 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 branch share registrar 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 possible but in any event not less than 48 hours before the 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.

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## LETTER FROM THE BOARD

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### 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**  
**Luo Ting**  
*Executive Director*



*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 2018 (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 resolution to approve the Repurchase Mandate to 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	Number of Shares held/interested	Approximate % of interest	
		as at the Latest Practicable Date	if Repurchase Mandate is exercised in full
Wong Anthony ("Mr. Wong") (Note 1)	3,182,790,001	60.49%	67.21%
Right Star Investment Development Limited ("Right Star") (Note 1)	3,182,790,001	60.49%	67.21%
Ren Yunan ("Mr. Ren") (Note 2&3)	3,946,500,001	75.00%	83.33%
Thriving Market Limited ("Thriving") (Note 3)	614,900,000	11.69%	12.98%

*Note:*

- (1) Right Star is wholly owned by Mr. Wong, Mr. Wong is deemed to be interested in the 3,182,790,001 Shares owned by Right Star by virtue of the SFO.
- (2) On 17 April 2018, Right Star Investment Development Limited, a controlling shareholder of the Company, has pledged an aggregate of 3,182,790,001 ordinary shares in the issued share capital of the Company (the “**Pledged Shares**”) in favour of Mr. Ren as a security of a loan to Mr. Wong. Mr. Ren is also deemed to be interested in these 3,182,790,001 Pledged Shares pursuant to the SFO. Besides, Mr. Ren holds 148,810,000 Shares directly.
- (3) Thriving is wholly owned by Mr. Ren, Mr. Ren is deemed to be interested in the 614,900,000 Shares owned by Thriving by virtue of the SFO.

In the event that 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>
<b>2017</b>		
July	0.265	0.154
August	0.255	0.195
September	0.330	0.202
October	0.285	0.149
November	0.290	0.160
December	0.550	0.245
<b>2018</b>		
January	1.220	0.510
February	1.020	0.620
March	0.980	0.660
April	0.760	0.600
May	0.960	0.480
June	0.990	0.720
July (until the Latest Practicable Date)	0.840	0.710

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

**Mr. Ren Yunan** (任煜男先生), aged 42, is our executive Director, chairman and chief executive officer.

Mr. Ren graduated from Peking University with a bachelor's degree in law in 1997 and received a master's degree in law from Harvard Law School in 1999. He was qualified to practise law both in Hong Kong and New York, the United States of America. Mr. Ren currently holds several directorships in different listed companies, including an independent non-executive director of Ronshine China Holdings Limited (a company listed on the main board of the Stock Exchange, stock code: 3301); and a non-executive director of Labixiaoxin Snacks Group Limited (a company listed on the main board of the Stock Exchange, stock code: 1262). Mr. Ren was an independent non-executive director of International Entertainment Corporation from May 2017 to July 2018 (a company listed on the main board of the Stock Exchange, stock code: 1009), a non-executive director and the chairman of AVIC Joy Holdings (HK) Limited (a company listed on the main board of the Stock Exchange, stock code: 260). Mr. Ren was also an independent non-executive director of China Child Care Corporation Limited (a company listed on the main board of the Stock Exchange, stock code: 1259) from February 2011 to October 2015 and its non-executive director from October 2015 to April 2018, and a director of SPI Energy Co. Ltd. (a company listed on the National Association of Securities Dealers Automated Quotations, NASDAQ: SPI) from April 2015 to May 2017.

Mr. Ren is a shareholder of the Company and he is interested in the aggregate of 763,710,000 Shares, representing approximately 14.51% of the total issued share capital of the Company. 614,900,000 Shares out of the 763,710,000 Shares are held by Thriving Market Limited, a company wholly owned by Mr. Ren. Thus, Mr. Ren is deemed to be interested in the 614,900,000 Shares held by Thriving Market Limited pursuant to the SFO. The remaining 148,810,000 Shares out of the 763,710,000 Shares are held directly by Mr. Ren personally.

On 17 April 2018, the Company has been notified that Right Star Investment Development Limited, a controlling shareholder of the Company, has pledged an aggregate of 3,182,790,001 ordinary shares in the issued share capital of the Company (the "**Pledged Shares**") in favour of Mr. Ren as a security of a loan to the beneficial owner of Right Star Investment Development Limited. The Pledged Shares represent approximately 60.49% of the issued share capital of the Company. Mr. Ren is also deemed to be interested in these 3,182,790,001 Pledged Shares pursuant to the SFO.

Save as disclosed above, Mr. Ren has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Ren, pursuant to which he will be entitled to an annual director's fees of HK\$600,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Ren will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles.

As far as the Directors aware, Mr. Ren does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Save as disclosed above and as far as the Directors aware, Mr. Ren was not interested or deemed to be interested in any other Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Ren to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Ren that need to be brought to the attention of the Shareholders.

**Mr. Cheng Yuk** (鄭旭先生) (“**Mr. Cheng**”), aged 48, is our executive Director.

Mr. Cheng obtained a diploma in business studies at Hang Seng School of Commerce in 1990. He became associate member of the Association of Chartered Certified Accountants in September 1996 and became a fellow member in September 2001. During January 1994 to June 2013, Mr. Cheng worked with various top-tier banks in Hong Kong and mainland China, including but not limited to Deutsche Bank AG, Credit Suisse (Hong Kong) Limited, Lehman Brothers Asia Holdings Limited, Hang Seng Bank Limited and Royal Bank of Scotland (China) Co., Ltd.. Mr. Cheng possesses approximately 20 years of experience in banking of which consist of 15 years in Hong Kong and 5 years in mainland China. Subsequently, he has strong management experience and had managed business and staff in various places. He also has strong and successful experience on new business development, merger and acquisition, business combination and restructuring. Since departure from Royal Bank of Scotland (China) Co., Ltd. in June 2013 to present, Mr. Cheng sets up investment management firms in Shanghai and a technology firm in Zhe Jiang Province, China.

Save as disclosed above, Mr. Cheng has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Cheng, pursuant to which he will be entitled to an annual director’s fees of HK\$120,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Cheng will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles.

As far as the Directors aware, Mr. Cheng does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Cheng was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Cheng to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Cheng that need to be brought to the attention of the Shareholders.

**Mr. Luo Ting** (羅鋌先生) (“**Mr. Luo**”), aged 38, is our executive Director. Mr. Luo obtained a Master of Business Administration from The Hong Kong University of Science and Technology in 2015. He graduated from Central South University with a Master’s degree in Management Science and Engineering and a Bachelor’s degree in Management Information Systems in 2003 and 2001, respectively.

Mr. Luo was appointed as managing director of J R Capital Limited (杰翱資本有限公司) with primary responsibility of post-investment management. Before that, he served as the managing director of ZTE (H.K.) Ltd\* (中興通訊(香港)有限公司) which is a subsidiary of ZTE Corporation (中興通訊股份有限公司), a company with its shares listed on the Main Board of the Stock Exchange (stock code: 0763). He was a sales director of ZTE (H.K.) Ltd from September 2009 to May 2014 and was an account manager of ZTE (H.K.) Ltd from August 2007 to August 2009. He was employed as a commercial manager in ZTE Corporation from February 2006 to July 2007.

Save as disclosed above, Mr. Luo has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Luo, pursuant to which he will be entitled to an annual director’s fees of HK\$600,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Luo will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles.

As far as the Directors aware, Mr. Luo does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Luo was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Luo to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Luo that need to be brought to the attention of the Shareholders.



**Mr. Zhu Junkan** (朱俊侃先生) (“**Mr. Zhu**”), aged 34, is our executive Director. Mr. Zhu obtained a bachelor’s degree in Management Information Systems from Nanjing Audit University in 2004.

Mr. Zhu is currently the legal representative, executive director and general manager of J.R. Capital Asset Management (Shenzhen) Company Limited\* (深圳市杰翱基金管理有限公司) which is regulated in Asset Management Association of China (registration number: P1010447). He is also currently the vice chairman of SuZhou GuangDuo Micro, Nano-Device Co., Ltd\* (蘇州光舵微納科技股份有限公司), a company listed on The National Equities Exchanges And Quotations Co., Ltd (“NEEQ”) (NEEQ number: 835121). Mr. Zhu is also currently a director of J.R. Capital Asset Management (Jiangsu) Company Limited\* (江蘇杰翱基金管理有限公司), which is regulated in Asset Management Association of China (registration number: P1066279). Moreover, he works as a supervisor for each of Jiangsu SuQuan Solid Waste Disposal Co., Ltd\* (江蘇蘇全固體廢物處置有限公司) and Shenzhen JuXin Information Tech Co., Ltd.\* (深圳市聚信信息科技有限公司).

He was appointed as an investment manager in Shenzhen Fanhua Venture Capital Co. Limited\* (深圳市梵華創業投資管理有限公司) from 2011 to 2012. He was employed as an auditor in Deloitte Touche Tohmatsu CPA Limited from 2005 to 2010.

Save as disclosed above, Mr. Zhu has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Zhu, pursuant to which he will be entitled to an annual director’s fees of HK\$600,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Zhu will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles.

As far as the Directors aware, Mr. Zhu does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Zhu was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Zhu to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Zhu that need to be brought to the attention of the Shareholders.

**Mr. Chan King Chung** (陳敬忠先生) (“**Mr. Chan**”), aged 55, is our independent non-executive Director. Mr. Chan obtained bachelor degrees in business administration and in accountancy from the Chinese University of Hong Kong and City University of Hong Kong respectively. In addition, he is a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Hong Kong Institute of Company Secretaries, and has been appointed as company secretary, financial controller and/or qualified accountant of several Hong Kong listed companies. He has spent approximately 27 years in corporate governance, management and financial controlling. Currently, Mr. Chan is an independent non-executive director of Coolpad Group Limited (stock code: 2369), a company listed on the Main Board of Stock Exchange, and the chairman of the audit committee, member of remuneration committee and member of the nomination committee of Coolpad Group Limited.

Save as disclosed above, Mr. Chan has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Chan, pursuant to which he will be entitled to an annual director’s fees of HK\$120,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Chan will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles.

As far as the Directors aware, Mr. Chan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Chan was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Chan to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

**Mr. Li Zhouxin** (李周欣先生) (“**Mr. Li**”), aged 33, is our independent non-executive Director. Mr. Li graduated from Fuzhou University with a bachelor degree in finance in 2007. Mr. Li is a PRC certified public accountant (non-practising) and a certified management accountant recognised by The Institute of Management Accountants in the United States of America. Mr. Li also holds the Certification in Risk Management Assurance accredited by The Institute of Internal Auditors. Mr. Li currently serves as a non-executive director of China Child Care Corporation Limited (stock code: 1259), a company listed on the Main Board of Stock Exchange. Mr. Li worked as an auditor and assistant manager of the audit division at KPMG Consulting (China) Co., Ltd. from August 2007 to December 2010. From December 2010 to November 2011, he served as finance manager at a company listed on the main board of NASDAQ. Mr. Li is currently the vice chairman of the 8th Executive Committee of the Youth Business Association of Fujian Province.

Save as disclosed above, Mr. Li has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Li, pursuant to which he will be entitled to an annual director’s fees of HK\$120,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Li will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles.

As far as the Directors aware, Mr. Li does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Li was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Li to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

**Mr. Lee Man Chiu** (李文昭先生) (“**Mr. Lee**”), aged 45, is our independent non-executive Director. Mr. Lee graduated from Harvard College with a Bachelor of Arts degree in 1994. He subsequently obtained his Juris Doctor degree from Georgetown University Law Center in 1998. Since 1999, he has been licensed and admitted to practice as an Attorney and Counsellor at Law in all courts of the State of New York. He is also a solicitor of the High Court of Hong Kong.

Mr. Lee has extensive experience in the practice of law. He has been in Asia since 2000 and has practiced in a number of international law firms including Clifford Chance, Morrison & Foester and Orrick Herrington & Sutcliffe. He is currently a corporate partner at Dentons Hong Kong and was a partner at Hogan Lovells and Locke Lord. Mr. Lee advises on a broad range of transactions, including equity offerings and listings (in particular, U.S. IPOs and Hong Kong IPOs with a Rule 144A tranche), private equity and venture capital, crossborder mergers and acquisitions, and general corporate and banking. Mr. Lee’s experience includes representing issuers and underwriters in IPOs and private placement of equity and debt securities and in connection with the structuring, issuance, and distribution of fixed and floating rate bonds, high-yield bonds, perpetual securities, convertible debt securities, asset-backed securities and derivative financial products. Mr. Lee has also represented listed companies in securities law compliance matters and buyers and sellers in merger and acquisition transactions and drafted corporate documents, including contracts, royalty agreements and license agreements for start-up companies, as well as other documentation for general corporate and banking transactions. Mr. Lee also served as an independent non-executive director for China Child Care Corporation Limited (1259.hk) from 16 Oct 2015 to 20 May 2016.

Save as disclosed above, Mr. Lee has not held any other directorship in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas for the last three years.

A letter of appointment has been signed by Mr. Lee, pursuant to which he will be entitled to an annual director’s fees of HK\$120,000, determined with reference to his background, qualifications, experience, level of responsibilities undertaken with the Company and the prevailing market conditions. The letter of appointment does not specify any fixed term of service and may be terminated by either party giving to the other not less than one-month prior notice in writing. Mr. Lee will be subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Articles.

As far as the Directors aware, Mr. Lee does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

As far as the Directors aware, Mr. Lee was not interested or deemed to be interested in any Shares or underlying Shares of the Company pursuant to Part XV of the SFO as at the Latest Practicable Date.

Save as disclosed above, there is no information of Mr. Lee to be disclosed pursuant to any of the requirement under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

\* *For identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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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 IS HEREBY GIVEN** that an annual general meeting (the “**Meeting**”) of LEAP Holdings Group Limited (the “**Company**”) will be held on Friday, 24 August 2018 at 2:30 p.m. at Room 1703-1704, Worldwide House, 19 Des Voeux Road Central, Central, 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 2018.
2. To re-appoint HLB 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. Ren Yunan as an executive director of the Company.
4. To re-elect Mr. Cheng Yuk as an executive director of the Company.
5. To re-elect Mr. Luo Ting as an executive director of the Company.
6. To re-elect Mr. Zhu Junkan as an executive director of the Company.
7. To re-elect Mr. Chan King Chung as an independent non-executive director of the Company.
8. To re-elect Mr. Li Zhouxin as an independent non-executive director of the Company.
9. To re-elect Mr. Lee Man Chiu as an independent non-executive director of the Company.
10. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.

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## NOTICE OF ANNUAL GENERAL MEETING

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11. “**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;
- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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).”

12. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by 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, 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”



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## NOTICE OF ANNUAL GENERAL MEETING

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13. “**THAT** conditional upon the passing of Resolution Nos. 11 and 12 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. 11 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. 12 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**  
**Luo Ting**  
*Executive Director*

Hong Kong, 25 July 2018

*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 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 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 3-9 above, each of Mr. Ren Yunan, Mr. Cheng Yuk, Mr. Luo Ting and Mr. Zhu Junkan, is proposed to be re-elected as an executive Director of the Company while each of Mr. Chan King Chung, Mr. Li Zhouxin and Mr. Lee Man Chiu 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. Ren Yunan, Mr. Cheng Yuk, Mr. Luo Ting, Mr. Zhu Junkan, Mr. Chan King Chung, Mr. Li Zhouxin and Mr. Lee Man Chiu are set out in Appendix II to this circular.
9. The register of members of the Company will be closed from Tuesday, 21 August 2018 to Friday, 24 August 2018 (both days inclusive) for the purpose of determining the right to attend and vote at the AGM, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming AGM, all share transfer documents accompanied by the corresponding share certificates must be lodged with the Company's branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Monday, 20 August 2018.
10. A form of proxy for use at the Meeting is enclosed.