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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, 23 August 2019 at 11:00 a.m. at 7/F, Nexxus Building, 77 Des Voeux Road 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.

22 July 2019

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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, 23 August 2019 at 11:00 a.m. at 7/F, Nexxus Building, 77 Des Voeux Road 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 (stock code: 1499);
“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 7 in the AGM Notice;

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## DEFINITIONS

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“Latest Practicable Date”	16 July 2019, 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. 8 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)**

*Non-executive Directors:*

Mr. Xu Mingxing

Mr. Pu Xiaojiang

*Executive Directors:*

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

Mr. Luo Ting

Mr. Zhu Junkan

*Independent non-executive Directors:*

Mr. Li Zhouxin

Mr. Lee Man Chiu

Mr. Jiang Guoliang

*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:*

Unit 902-903

9th Floor, Sino Plaza

255-257 Gloucester Road

Causeway Bay

Hong Kong

22 July 2019

*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 24 August 2018. 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

In accordance with article 112 of the Articles, Mr. Xu Mingxing, Mr. Pu Xiaojiang, and Mr. Jiang Guoliang shall retire by rotation at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Mr. Luo Ting (“**Mr. Luo**”) and Mr. Zhu Junkan (“**Mr. Zhu**”) were appointed by the Board as executive directors with effect from 10 April 2018. In accordance with the article 108 of the Articles, Mr. Luo and Mr. Zhu shall retire from office at the AGM. Mr. Luo and Mr. Zhu have expressed their intention to retire as executive Directors upon conclusion of the AGM and will not offer themselves for re-election due their other business engagement.

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## LETTER FROM THE BOARD

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Following Mr. Luo's retirement, he will cease to be a member of remuneration committee of the Company (the "**Remuneration Committee**"), the Board proposes to appoint Mr. Li Zhouxin, an independent non-executive Director, to be a member of the Remuneration Committee to fill up the vacancy as a result of the retirement of Mr. Luo with effect from the conclusion of the AGM.

The Nomination Committee of the Company (the "**Nomination Committee**"), having reviewed the structure and composition of the Board and confirmation of independence provided by Mr. Jiang Guoliang pursuant to Rule 3.13 of the Listing Rules, nominated Mr. Jiang Guoliang to the Board for it to recommend to the Shareholders for re-election as an independent non-executive Director at the Annual General Meeting.

The nomination was made in accordance with the Nomination Policy of the Company and the objective criteria (including without limitation, skills, regional and industry experience, background, race, gender and other qualities considered relevant and applicable), with due regard for the benefits of diversity, as set out under the Board Diversity Policy of the Company.

The Nomination Committee had also taken into account Mr. Jiang Guoliang's working profile and his extensive experience as set out in Appendix II to this circular, contributions of Mr. Jiang Guoliang to the Board and his commitment to his roles and it was satisfied with his independence having regard to the independence criteria as set out 3.13 of the Listing Rules. The Nomination Committee considers that Mr. Jiang Guoliang will continue to bring valuable experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The accepted Nomination Committee's nomination and recommended Mr. Jiang Guoliang to stand for re-election as an independent non-executive Director by the Shareholders at the Annual General Meeting. The Board is satisfied that Mr. Jiang Guoliang has the required character, integrity and experience to continue fulfilling the role of an independence non-executive Director and consider Mr. Jiang Guoliang to be independent.

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, 23 August 2019. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 20 August 2019 to Friday, 23 August 2019, 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, 19 August 2019.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

A notice convening the AGM to be held on Friday, 23 August 2019 at 11:00 a.m. at 7/F, Nexxus Building, 77 Des Voeux Road 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.

### 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**

**Ren Yunan**

*Chairman, Chief Executive Officer and 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 2019 (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
Xu Mingxing	3,904,925,001	74.21	82.46
OKC Holdings Corporation	3,904,925,001	74.21	82.46

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 up to the Latest Practicable Date were as follows:

	Share prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2018</b>		
July	0.840	0.700
August	0.750	0.560
September	0.790	0.630
October	0.700	0.550
November	0.650	0.510
December	0.520	0.240
<b>2019</b>		
January	0.680	0.178
February	0.180	0.162
March	0.180	0.159
April	0.167	0.144
May	0.208	0.153
June	0.173	0.143
July (until the Latest Practicable Date)	0.158	0.129

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

- (i) **Mr. Xu Mingxing** (徐明星先生) (“**Mr. Xu**”), aged 34, is our non-executive director.

Mr. Xu graduated from the University of Science and Technology Beijing in 2006 with a Bachelor’s degree in Applied Physics. Mr. Xu has a decade of experience in the blockchain technology, information technology and corporate management.

Mr. Xu became the director and chief executive officer of OKC Holdings Corporation (“**OKC**”) since February 2015 and became the director and chairman of Shanghai Xingpan Science and Technology Company Limited (“**Shanghai Xingpan**”) (NEEQ: 833166), formerly known as Shanghai United Testing Co., Ltd. since August 2017. The business scope of Shanghai Xingpan includes, technology development, technology transfer, technical services, technology promotion, operational Internet cultural information services, business management consulting, computer system services, sales of computer and auxiliary equipment in network technology industry.

From June 2007 to August 2012, Mr. Xu was employed by DocIn Shiji (Beijing) Technology Limited (豆丁世紀(北京)網絡技術有限公司, known as “DocIn.com”). DocIn.com is a company engaging in the operation of Chinese online reading platform with a diverse content online library, including Chinese articles, publications and industry research reports, providing Internet information services, as well as technology services, development, consulting, transfer and advertising. His last position was chief technology officer.

As at the date of this circular, an aggregate of 3,904,925,001 shares of the Company, representing approximately 74.21% of the total issued share capital of the Company, are held by OKC. (i) Mr. Xu’s wholly-owned company named StarXu Capital Limited (“**StarXu Capital**”), which in turn holds direct interest in OKC of approximately 29.26%; (ii) StarXu Capital has interest of approximately 24.74% in SKY CHASER HOLDINGS LIMITED (“**SKY CHASER**”), whereas SKY CHASER directly holds approximately 1.45% interest in OKC (accordingly, Mr. Xu holds approximately 0.36% indirect interest of OKC through SKY CHASER); and (iii) his wholly-owned company named OKEM Services Company Limited has direct interest in OKC of approximately 23.06%. Thus, Mr. Xu holds an aggregate interest of approximately 52.68% in OKC and therefore is deemed to be interested in the 3,904,925,001 shares of the Company held by OKC pursuant to the SFO.

Save as disclosed above, Mr. Xu 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. Xu, 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. Xu 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. Xu 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 and save as disclosed above, Mr. Xu did not have any other interest 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. Xu 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. Xu that need to be brought to the attention of the Shareholders.

(ii) **Mr. Pu Xiaojiang** (浦曉江先生) (“**Mr. Pu**”), aged 55, is our non-executive director.

Mr. Pu graduated from the Journalism School of Fudan University with a Bachelor’s degree of Arts in 1987. He also obtained his Executive MBA from China Europe International Business School in 2003.

Mr. Pu has experiences in brand management, media, marketing and financial services industries. Mr. Pu begins to work for OKCoin Technology Company Limited, a subsidiary of OKC, since April 2019. He was the vice president of Bluefocus International Limited from April 2016 to March 2019, a subsidiary in Hong Kong of Bluefocus Intelligent Communications Group Co., Ltd. (北京藍色光標數據科技股份有限公司) (formerly known as Bluefocus Communication Group Co., Ltd. (北京藍色光標品牌管理顧問股份有限公司)) which is listed on the Shenzhen Stock Exchange with the stock code of “300058” (“**Bluefocus**”). Bluefocus is a data technology company, the business scope includes marketing services, digital advertising and international business, which provides services in marketing communication and smart technology based on data technology.

Before that, from August 2013 to March 2016, Mr. Pu was the vice president of Rifa Securities Limited (formerly known as “iSTAR International Securities Co. Limited”), a subsidiary of China Finance Online Co. Limited (NASDAQ: JRJC). Rifa Securities Limited is a licensed corporation permitted to carry out Type 1 (dealing in securities) regulated activity as defined under the SFO. China Finance Online Co. Limited is a web-based financial services company in China, which provides financial information services and offer fundamental and technical tools for sales, earnings, debt management, and growth potentials.

Save as disclosed above, Mr. Pu 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. Pu, 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. Pu 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. Pu 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. Pu did not have any interest 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. Pu 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. Pu that need to be brought to the attention of the Shareholders.

(iii) **Mr. Jiang Guoliang** (蔣國良先生) (“**Mr. Jiang**”), aged 42, is our independent non-executive Director.

Mr. Jiang graduated from Peking University with a bachelor’s degree in law in 1997. He is currently the independent director of Zhejiang Communications Technology Co., Ltd. (002061.SZ), a company with its shares listed on Shenzhen Stock Exchange in the People’s Republic of China. He is also the independent non-executive director of Weigang Environmental Technology Holding Group Limited (HK.1845), a company with its shares listed on the Stock Exchange. He is also the managing partner of Zhe Jiang T&C Law Firm. Mr. Jiang was the vice president of BOCGI Zheshang Capital Co., Ltd.\* (中銀投資浙商產業基金管理有限公司) from 2010 to 2012. He was also the partner of the branch office of King & Wood Mallesons in Hangzhou from 2008 to 2010. Before that, he was a lawyer and the partner of Zhe Jiang T&C Law Firm from 1999 to 2008. He was also worked at Zhejiang Silk Import and Export Company from 1997 to 1999.

Save as disclosed above, Mr. Jiang 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. Jiang, pursuant to which he will be entitled to an annual director’s fees of HK\$240,000, 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. Jiang 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. Jiang 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. Jiang did not have any interest 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. Jiang 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. Jiang that need to be brought to the attention of the Shareholders.

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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, 23 August 2019 at 11:00 a.m. at 7/F, Nexxus Building, 77 Des Voeux Road 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 2019.
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. Xu Mingxing as a non-executive director of the Company.
4. To re-elect Mr. Pu Xiaojiang as a non-executive director of the Company.
5. To re-elect Mr. Jiang Guoliang as an independent non-executive director of the Company.
6. 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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7. **“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).”

8. **“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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9. “**THAT** conditional upon the passing of Resolution Nos. 7 and 8 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. 7 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. 8 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**

**Ren Yunan**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 22 July 2019

*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. 7 as set out in this notice is enclosed in this circular.
8. Concerning agenda items 3-5 above, each of Mr. Xu Mingxing and Mr. Pu Xiaojiang, is proposed to be re-elected as a non-executive Director of the Company while Mr. Jiang Guoliang 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) are set out in Appendix II to this circular.
9. The register of members of the Company will be closed from Tuesday, 20 August 2019 to Friday, 23 August 2019 (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, 19 August 2019.
10. A form of proxy for use at the Meeting is enclosed.