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## **Leadway Technology Investment Group Limited**

**高維科技投資集團有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2086)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Leadway Technology Investment Group Limited (the “**Company**”) will be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 24 May 2023 at 10:00 a.m. (the “**Meeting**”) for the following purposes:

#### **AS ORDINARY BUSINESS**

##### **Ordinary Resolutions**

1. To receive and consider the audited consolidated financial statements, the report of the directors and the independent auditor’s report for the year ended 31 December 2022.
2. (a) To re-elect the following retiring directors of the Company:
  - (i) Mr. Xing Yi
  - (ii) Mr. Wong Chi Ho
  - (iii) Ms. Xu Tingting
  - (iv) Mr. Lai Chi Leung
  - (v) Mr. Zhang Dingfang
- (b) To authorise the board of directors to fix the remuneration of directors.

3. To re-appoint KPMG as auditor and to authorise the board of directors to fix the remuneration of auditor.
4. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, and pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with any unissued shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into shares) which might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);
- (c) the total number of shares allotted or issued or conditionally or unconditionally agreed to be allotted or issued (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company from time to time; or (iii) an issue of shares upon the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted or to adopt for the grant or issue to officers, employees and/or directors of the Company and/or any of its subsidiaries of shares or rights to acquire shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company; or (v) a specific authority granted by the shareholders of the Company in a general meeting, shall not exceed 20 per cent of the total number of shares in issue as at the date of passing of this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution) and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from 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 articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities), subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company.”

5. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase securities of the Company on the Stock Exchange or any other stock exchange of which the shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the total number of the shares repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed 10 per cent of the total number of shares of the Company in issue as at the date of passing this resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution) and the authority granted pursuant to paragraph (a) above shall be limited accordingly; and
- (c) for the purposes of this resolution,

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in a general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution.”

6. To consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

“**THAT** subject to the passing of the resolutions no. 4 and no. 5 set out in the notice convening the Meeting, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with any unissued shares pursuant to the resolution no. 4 set out in the notice convening the Meeting be and is hereby extended by the addition to the total number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of an amount representing the total number of shares repurchased by the Company under the authority granted pursuant to the resolution no. 5 set out in the notice convening the Meeting, provided that such extended amount shall not exceed 10 per cent of total number of shares in issue as at the date of passing of the said resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the shares into a larger or smaller number of shares after the passing of this resolution).”

## AS SPECIAL BUSINESS

### Special Resolution

7. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT**

- (a) the proposed amendments to the existing memorandum and articles of association of the Company (the “**Proposed Amendments**”), the details of which are set out in Appendix III to the circular of the Company dated 20 April 2023, be and are hereby approved;
- (b) the second amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”) which incorporate and consolidate the Proposed Amendments (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for the purpose of identification), be and are hereby approved and adopted as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company; and
- (c) any director or company secretary be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements as may be necessary or expedient in order to effect and implement the adoption of the Amended M&A and to make relevant registrations and filings in accordance with the requirements of the applicable laws in the Cayman Islands and Hong Kong.”

By order of the Board

**Leadway Technology Investment Group Limited**

**Mai Zhaoping                      Zhang Xueqin**

*Co-chairmen*

Hong Kong, 20 April 2023

*Principal place of business in Hong Kong:*

Units 4108–4110, 41st Floor

Manhattan Place

23 Wang Tai Road

Kowloon Bay

Hong Kong

*Registered Office:*

P.O. Box 309, Uglund House

Grand Cayman

KY1-1104

Cayman Islands

*Notes:*

1. The annual general meeting will be held in a form of physical meeting. A shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a shareholder of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or the adjourned meeting (as the case may be).
3. Completion and return of the proxy form will not preclude shareholders of the Company from attending and voting in person at the Meeting, or any adjourned meeting, should they so wish.
4. The register of members will be closed from Friday, 19 May 2023 to Wednesday, 24 May 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attendance of the Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 18 May 2023.
5. With regard to the resolution no. 2 in this notice, the board of directors of the Company proposes that the retiring directors of the Company, namely Mr. Xing Yi, Mr. Wong Chi Ho, Ms. Xu Tingting, Mr. Lai Chi Leung and Mr. Zhang Dingfang be re-elected as directors of the Company. Particulars of the said retiring directors are set out in Appendix II to the circular to shareholders of the Company dated 20 April 2023.
6. An explanatory statement containing further details regarding the resolution no. 5 as required by the Listing Rules is set out in Appendix I to the circular to shareholders of the Company dated 20 April 2023.

7. Pursuant to Rule 13.39(4) of the Listing Rules, all votes of shareholders at the Meeting will be taken by poll except where the chairman of the Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the matter prescribed under Rule 13.39(5) of the Listing Rules.
8. In case the AGM (or any adjournment thereof) is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no. 8 or above, Shareholders are suggested to visit the Company's website at [www.leadwayinv.com](http://www.leadwayinv.com) for arrangements of the AGM (or any adjournment thereof).

*As at the date of this notice, the Board comprises six executive directors, namely Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi, Mr. Chan Chun Leung, Ms. Xu Tingting and Mr. Wong Chi Ho, two non-executive directors, namely Mr. Mai Ziyue and Mr. Xing Yi, and four independent non-executive directors, namely Dr. Lin Tat Pang, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong.*