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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)

**PROPOSED ADOPTION OF THE
AMENDED AND RESTATED MEMORANDUM
AND ARTICLES OF ASSOCIATION**

This announcement is made by Leadway Technology Investment Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board of directors (the “**Director(s)**”) of the Company (the “**Board**”) proposes certain amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) and to adopt a second amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”) in substitution for and to the exclusion of the Existing M&A in order to, among others, comply with the core shareholder protection standards as set out in Appendix 3 to the Listing Rules.

The key amendments that will be incorporated in the Amended M&A include the followings:

- (i) to clarify that the Company shall hold a general meeting as its annual general meeting in each financial year and such annual general meeting shall be held within six months after the financial year end of the Company;
- (ii) to clarify the appointment, removal and remuneration of auditors must be approved by shareholders of the Company by ordinary resolution in general meeting of the Company;
- (iii) to allow general meetings to be convened on the written requisition of any one or more members and that such requisitionist(s) hold(s) as at the date of deposit of the requisition at least one-tenth of the voting rights, on a one vote per share basis, of the issued shares which as at that date carry the right to vote at general meetings of the Company the right to add resolutions to the relevant meeting agenda;

- (iv) to allow that a member, who is a clearing house, to appoint representative(s) to attend general meeting of the Company or meeting of creditors of the Company, and that such representative(s) shall be entitled to exercise the same rights and powers on behalf of the clearing house;
- (v) to clarify that in relation to any general meeting, every member present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have the right to speak; and
- (vi) to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election at that meeting.

Reference is also made to the announcement of the Company dated 8 July 2022 in relation to the change of the Company's name. The Company would also like to amend its Existing M&A to reflect the new name of the Company. In addition, to align with the legislative amendments under Cayman Islands law, the Board proposes to amend the Existing M&A to update the reference to the relevant Cayman Islands legislation.

The Board also proposes certain minor housekeeping amendments to the Existing M&A for the purpose of clarifying existing practices and making consequential amendments in line with the aforementioned proposed amendments.

The proposed adoption of the Amended M&A is subject to the approval of the shareholders of the Company (the "**Shareholders**") by way of a special resolution at the forthcoming annual general meeting of the Company (the "**AGM**"), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, the notice of the AGM and details of the proposed amendments to be incorporated in the Amended M&A, will be despatched to the Shareholders in due course.

By Order of the Board
Leadway Technology Investment Group Limited
Mai Zhaoping Zhang Xueqin
Co-chairmen

Hong Kong, 29 March 2023

As at the date of this announcement, 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 Ziye 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.