

## IMPORTANT

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Leeport (Holdings) Limited, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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**LEEPOR (HOLDINGS) LIMITED**  
**力豐(集團)有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 387)**

**(1) PROPOSED GRANTING OF  
GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES,  
(2) INFORMATION ON THE RETIRING DIRECTOR TO BE  
RE-ELECTED AT THE 2016 ANNUAL GENERAL MEETING  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the board of directors of the Company is set out on page 3 to 8 of this circular. A notice convening the annual general meeting (the "2016 Annual General Meeting") of the Company to be held at 2/F, Alexandra Room, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 27 May 2016 at 10:30 a.m. is set out in this circular.

A form of proxy for the 2016 Annual General Meeting is also enclosed with this Circular. Whether or not you desire to attend the 2016 Annual General Meeting, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the 2016 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2016 Annual General Meeting or any adjournment thereof if you so wish.

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## DEFINITIONS

*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

|                               |   |
|-------------------------------|---|
| “2016 Annual General Meeting” | the annual general meeting of the Company to be held at 10:30 a.m. on Friday, 27 May 2016 at 2/F., Alexandra Room, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong and the notice of which is set out in this circular   |
| “associate”                   | has the meaning ascribed thereto in the Listing Rules   |
| “Board” or “Directors”        | the board of directors of the Company   |
| “Business Day”                | has the meaning ascribed thereto in the Listing Rules   |
| “Companies Act”               | the Companies Act 1981 of Bermuda   |
| “Company”                     | Leeport (Holdings) Limited, a company incorporated under the laws of Bermuda with limited liability and the Shares of which are listed on the Stock Exchange  |
| “Connected person”            | has the same meaning as defined in the Listing Rules  |
| “Group”                       | the Company and its subsidiaries  |
| “holding company”             | has the same meaning ascribed thereto in the Listing Rules, whether incorporated in Hong Kong or elsewhere  |
| “Hong Kong”                   | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “HK\$”                        | Hong Kong dollars, the lawful currency of Hong Kong   |
| “INED”                        | Independent non-executive director  |
| “Issue Mandate”               | the general and unconditional mandate proposed to be granted to Directors to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2016 Annual General Meeting, which is also proposed to be extended by the addition of the number of Shares purchased under the Repurchase Mandate |

## DEFINITIONS

|                           |  |
|---------------------------|--|
| “Latest Practicable Date” | 19 April 2016, being the latest practicable date before the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular   |
| “Listing Rules”           | The Rules Governing the Listing of Securities on the Stock Exchange  |
| “Repurchase Mandate”      | the general and unconditional mandate proposed to be granted to Directors to exercise the power of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution, as set out in the notice of the 2016 Annual General Meeting |
| “SFO”                     | Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)  |
| “Shareholder(s)”          | holder(s) for the time being of the Share(s)   |
| “Share(s)”                | share(s) of nominal value of HK\$0.10 each in the capital of the Company   |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |
| “Takeovers Code”          | Hong Kong Code on Takeovers and Mergers  |
| “%”                       | per cent.  |



**LLEPORT (HOLDINGS) LIMITED**  
**力豐 (集團) 有限公司\***

*(incorporated in Bermuda with limited liability)*

**(Stock Code: 387)**

*Executive Directors:*

LEE Sou Leung, Joseph (*Chairman*)  
CHAN Ching Huen, Stanley  
WONG Man Shun, Michael  
CHU Weiman

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent Non-Executive Directors:*

PIKE, Mark Terence  
LEE Tai Chiu  
ZAVATTI Samuel

*Principal Place of Business:*

1st Floor, Block 1  
Golden Dragon Industrial Centre  
152-160 Tai Lin Pai Road  
Kwai Chung  
New Territories  
Hong Kong

25 April 2016

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED GRANTING OF  
GENERAL MANDATES TO ISSUE SHARES AND TO  
REPURCHASE SHARES,  
(2) INFORMATION ON THE RETIRING DIRECTOR TO BE  
RE-ELECTED AT THE 2016 ANNUAL GENERAL MEETING  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The Company's existing general mandates to issue shares and to repurchase shares were approved by the Company in the annual general meeting held on 29 May 2015. Unless otherwise renewed, the existing general mandates to issue shares and to repurchase shares will lapse at the conclusion of the 2016 Annual General Meeting.

\* *For identification purposes only*

## LETTER FROM THE BOARD OF DIRECTORS

In order to ensure flexibility when it is desirable to allot additional shares or to repurchase shares, the Directors will seek the approval of Shareholders to grant new general mandates to issue shares and to repurchase shares at the 2016 Annual General Meeting.

The purpose of this circular is to, inter alia, provide you with information on the proposed renewal of the general mandates to issue shares and to repurchase shares and on the retiring directors to be re-elected at the 2016 Annual General Meeting, so as to seek your approval of the related ordinary resolutions at the aforesaid meeting.

### **2. THE ISSUE MANDATE**

Two ordinary resolutions, as set out in the notice of the 2016 Annual General Meeting, will be proposed for the following purposes:-

Ordinary resolution no. 5 – to grant to the Directors a general mandate to issue new shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution; and

Ordinary resolution no. 7 – to increase the aggregate nominal amount of share capital of the Company which the Directors may issue under the general mandate if given in the Ordinary Resolution no. 5 by the aggregate nominal amount of share capital of the Company repurchased under the general mandate if given in the ordinary resolution no. 6.

The Company has in issue an aggregate of 223,674,062 Shares of HK\$0.10 each as at the Latest Practicable Date. Subject to the passing of the aforesaid ordinary resolution no. 5 and in accordance with the terms therein, the Company would be allowed to issue additional shares up to the aggregate nominal amount of a maximum of 44,734,812 shares on the basis that no further shares will be issued or repurchased prior to the 2016 Annual General Meeting.

### **3. THE REPURCHASE MANDATE**

The ordinary resolution no. 6 as set out in the notice of the 2016 Annual General Meeting, will be proposed to grant to the Directors a general mandate to exercise the powers of the Company to repurchase the Company's fully paid up Shares representing up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution.

The Listing Rules contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange.

In accordance with the Listing Rules, the appendix to this circular serves as the explanatory statement, to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolutions for granting of the Repurchase Mandate.

## LETTER FROM THE BOARD OF DIRECTORS

#### 4. INFORMATION OF THE RETIRING DIRECTORS TO BE RE-ELECTED AT THE 2016 ANNUAL GENERAL MEETING

**Mr. Chan Ching Huen, Stanley** (“**Mr. Chan**”), aged 58, has been appointed as an executive director of the Company since March 2003. He is also the company secretary and the chief financial officer of the Company. Mr. Chan is responsible for overseeing the Group’s financial planning and control, and information management.

Prior to joining the Group in October 2000, Mr. Chan held various managerial positions in the finance departments of several US based multi-national corporations in Hong Kong. He has over 34 years’ experience in auditing, financial and accounting management. Mr. Chan is a fellow member of the Chartered Association of Certified Accountants of the United Kingdom and the Hong Kong Institute of Certified Public Accountants respectively, and an associate member of the Institute of Chartered Secretaries and Administrators in the United Kingdom. Mr. Chan graduated from the Hong Kong Polytechnic University with a Higher Diploma in Accountancy and he also holds a Master Degree in Business Administration from Brunel University in the United Kingdom.

Except for being a director of the Company, Mr. Chan did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. He is the director of certain subsidiaries of the Group. Pursuant to Mr. Chan’s service agreement with the Company, his appointment is for a term of 3 years from 10 July 2003 and would continue thereafter unless and until terminated by either party in accordance with his service agreement. As a director of the Company, Mr. Chan is subject to retirement by rotation and re-election at annual general meetings in accordance with the bye-laws of the Company. Mr. Chan’s existing remuneration is HK\$1,440,000 per annum. In addition, for each completed year of service, Mr. Chan is entitled to a bonus equal to one month’s average salary, and a discretionary bonus as may be decided by the board of directors of the Company in accordance with the terms of his service agreement with the Company. Mr. Chan’s remuneration, which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for similar appointment. He is entitled to HK\$1,852,467 for his remuneration (including retirement fund and bonus) in the financial year 2015.

As at the Latest Practicable Date, Mr. Chan is interested in 500,000 shares and 1,000,000 share options of the Company within the meaning of Part XV of the SFO and he does not have relationships with any directors, senior management or substantial or controlling shareholders of the Company for the purpose of the Listing Rules and save as disclosed above, he does not have any interests in shares of the Company within the meaning of Part XV of the SFO.

## LETTER FROM THE BOARD OF DIRECTORS

**Mr. Wong Man Shun, Michael (“Mr. Wong”)**, aged 51, has been appointed as an executive director of the Company since 1 January 2013. Mr. Wong is currently responsible for all the equipment trading business within the Group.

Mr. Wong holds a Bachelor of Science Degree in Engineering from the University of Hong Kong. He joined the Group in 1986 and had been responsible for the trading business of various products in the Group. He was promoted to the director of Leeport Precision Machine Tool Company Limited on 1 January 2004. Mr. Wong is also an Honorary Vice President of the Hong Kong Electrical Appliance Industries Association, an executive committee member of the Hong Kong Mold & Die Council and a Director of the Hong Kong Mold & Product Technology Association.

Save as disclosed above, Mr. Wong does not hold any other position with the Company and its subsidiaries. As at the Latest Practicable Date, he has held no other directorships in the last three years in public companies, the securities of which are listed on any securities markets in Hong Kong or overseas, nor has he held any other major appointments and qualifications. Pursuant to Mr. Wong’s service agreement with the Company, his appointment is for a term of 3 years commencing from 1 January 2013 and would continue thereafter unless and until terminated by either party giving three months’ written notice in accordance with his service agreement. As a director, Mr. Wong is subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws of the Company. Mr. Wong’s remuneration consists of a basic salary of HK\$1,260,000 per annum. In addition, for each completed year of service, Mr. Wong is entitled to a bonus equal to one month’s average salary and a discretionary bonus. Mr. Wong’s remuneration, which is commensurate with his duties and responsibilities held, is approved by the Board with reference to the prevailing market situation for a similar appointment. He is entitled to HK\$1,909,317 for his remuneration (including retirement fund and bonus) in the financial year 2015.

As at the Latest Practicable Date, Mr. Wong is interested in 432,000 shares and 1,000,000 share options of the Company within the meaning of Part XV of the SFO. Mr. Wong does not have relationships with any directors, senior management, substantial or controlling shareholders of the Company for the purpose of the Listing Rules.

**Mr. Pike Mark Terence (“Mr. Pike”)**, aged 59, has been appointed as independent non-executive director (“INED”) since May 2003. His appointment is for a term of 1 year and may be extended thereafter for such period as the Company and Mr. Pike may agree in writing.

Mr. Pike is a member of the Australian Institute of Company Directors (AICD), an associate of The Institute of Chartered Accountants in Australia (ACA) and member of The Hong Kong Institute of Certified Public Accountants (CPA). He holds a Bachelor of Economics, University of Sydney and Masters of Science in Environmental and Natural Resource Economics, National Agricultural University, Lima, Peru. Mr. Pike worked in Hong Kong for many years in the commercial and not for profit sectors. He is currently a director and corporate advisor in Brisbane, Australia.



## LETTER FROM THE BOARD OF DIRECTORS

Except for being a director of the Company, Mr. Pike did not hold any other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas nor does he hold any position with the Company and its subsidiaries. He does not have relationships with any directors, senior management, substantial or controlling shareholders of the Company for the purpose of the Listing Rules.

As at the Latest Practicable Date, Mr. Pike holds 110,000 share options of the Company within the meaning of Part XV of the SFO. Mr. Pike's remuneration is fixed at HK\$150,000 per annum, which is commensurate with his duties and responsibilities as INED and member of audit committee, remuneration committee and nomination committee and approved by the Board with reference to the prevailing market situation for similar appointment. As a director of the Company, Mr. Pike is subject to retirement by rotation and re-election at annual general meetings in accordance with the bye-laws of the Company.

Mr. Pike has met the independence guidelines set out in Rule 3.13 of the Listing Rules and he has also given an annual confirmation of his independence to the Company this year. Mr. Pike has served in this capacity for more than nine years. Notwithstanding his long-term service, given his extensive economic and accounting experience, the nomination committee and the Board are of the opinion that he continues to bring independent and objective perspectives to the Company's affairs. The Board and the nomination committee also believes that Mr. Pike should be elected because he continues to bring relevant accounting experience and knowledge to the Board.

Save as disclosed above, the Board is not aware of any other matters or information that need to be brought to the attention of shareholders of the Company or to be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules in relation to the proposed re-election of the aforesaid retiring directors.

### **5. RESPONSIBILITY STATEMENT**

This circular, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

## LETTER FROM THE BOARD OF DIRECTORS

### 6. ACTION TO BE TAKEN

The notice convening the 2016 Annual General Meeting to be held at 2/F., Alexandra Room, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 27 May 2016 at 10:30 a.m. is set out in this circular.

Pursuant to rules 13.39(4) of the Listing Rules, the vote of Shareholders at the 2016 Annual General Meeting will be taken by poll and a scrutineer will be appointed by the Company for vote taking at the 2016 Annual General Meeting. An announcement on the poll vote results will be made by the Company after the 2016 Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the 2016 Annual General Meeting is also enclosed. Whether or not you desire to attend the 2016 Annual General Meeting, you are requested to complete the form of proxy and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the 2016 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting at the 2016 Annual General Meeting or any adjournment thereof if you so wish.

### 7. RECOMMENDATION

The Directors believe that the granting of the Issue Mandate (including the extended mandate stipulated under Ordinary resolution no. 7), the Repurchase Mandate are in the best interests of the Company and its Shareholders as a whole. Moreover, for your consideration, adequate information regarding the re-election of the retiring directors at the 2016 Annual General Meeting is contained herein. Meanwhile, the Directors recommend that all Shareholders should vote in favour of the related ordinary resolutions to be proposed at the 2016 Annual General Meeting.

Yours faithfully,  
By Order of the Board  
**Leeport (Holdings) Limited**  
**Lee Sou Leung, Joseph**  
*Chairman*

This Appendix I serves an explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders of the Company for their consideration as to whether to vote for or against the ordinary resolution to be proposed at the 2016 Annual General Meeting for granting the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to rule 10.06 of the Listing Rules which is set out as follows:-

### **SHARE CAPITAL**

As at the Latest Practicable Date, the Company has in issue an aggregate of 223,674,062 shares of HK\$0.10 each which are fully paid.

Subject to the passing of the ordinary resolution no. 6 as set out in the notice of 2016 Annual General Meeting and in accordance with the terms therein, the Company would be allowed under the Repurchase Mandate to repurchase fully paid shares up to the aggregate nominal amount of a maximum of 22,367,406 shares on the basis that no further shares will be issued or repurchased prior to the 2016 Annual General Meeting.

### **REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of repurchasing any shares of the Company, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase shares will be beneficial to those Shareholders who retain their investment in the Company since their interests in the assets of the Company would increase in proportion to the number of shares repurchased by the Company and thereby resulting in an increase in net asset value and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that the repurchases will benefit the Company and its Shareholders as a whole.

### **FUNDING OF REPURCHASES**

The Company is empowered by its memorandum of association and bye-laws to repurchase its shares. In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and bye-laws and the applicable laws of Bermuda. In repurchasing shares, the Directors will only apply funds out of the capital paid up on the relevant shares or the funds of the Company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose in accordance with Bermuda laws. Regarding the amount of premium (if any) payable on a repurchase, the Directors will only apply funds of the Company which would otherwise be available for dividend or distribution or out of the share premium account of the Company. The Shares so repurchased will be cancelled but the aggregate amount of authorized share capital will not be reduced.

**SHARE PRICES**

The highest and lowest prices at which Shares of the Company have been traded during each of the following twelve months were as follows:–

|                                      | <b>Shares</b>  |               |
|--------------------------------------|----------------|---------------|
|                                      | <b>Highest</b> | <b>Lowest</b> |
|                                      | <i>HK\$</i>    | <i>HK\$</i>   |
| <b>2015</b>                          |                |               |
| April                                | 1.86           | 1.02          |
| May                                  | 2.15           | 1.52          |
| June                                 | 2.36           | 1.77          |
| July                                 | 1.95           | 0.90          |
| August                               | 1.50           | 1.01          |
| September                            | 1.25           | 1.04          |
| October                              | 1.23           | 1.09          |
| November                             | 1.45           | 1.17          |
| December                             | 1.31           | 1.20          |
| <b>2016</b>                          |                |               |
| January                              | 1.26           | 1.06          |
| February                             | 1.10           | 1.02          |
| March                                | 1.35           | 1.16          |
| April to the Latest Practicable Date | 1.28           | 1.12          |

**REPURCHASES MADE BY THE COMPANY**

Neither the Company nor any of its subsidiaries has purchased any of the Company's Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

**POSSIBLE MATERIAL ADVERSE IMPACT**

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts for the year ended 31 December 2015) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, 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 Company's working capital requirements or the gearing levels. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

**DIRECTORS' UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and laws of Bermuda and in accordance with the regulations set out in the memorandum of association and bye-laws of the Company.

**EFFECT OF HONG KONG CODE ON TAKEOVERS AND MERGERS**

If as a result of share repurchase by the Company, a substantial shareholder's proportionate interest in voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could, depending on the level of increase in the interest of shareholdings, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date and to the best of knowledge and belief of the Company, the following person(s) were directly or indirectly interested in 5% or more of the nominal value of the ordinary shares that carry a right to vote in all circumstances at general meetings of the Company:–

| Name                                     | Number of<br>Shares held/<br>interested | Approximate<br>Percentage of<br>Shareholding |
|--|---|--|
| Mr. Lee Sou Leung, Joseph<br>("Mr. Lee") | 19,580,000 (Note 1)                     | 8.75%  |
|  | 144,529,982 (Note 2)                    | 64.62%                                       |
|  | <u>1,396,000 (Note 3)</u>               | <u>0.62%</u>                                 |
|  | <u>165,505,982</u>                      | <u>73.99%</u>                                |
| Ms. Tan, Lisa Marie ("Ms. Tan")          | 19,580,000 (Note 1)                     | 8.75%  |
|  | 144,529,982 (Note 2)                    | 64.62%                                       |
|  | <u>1,396,000 (Note 3)</u>               | <u>0.62%</u>                                 |
|  | <u>165,505,982</u>                      | <u>73.99%</u>                                |

*Note 1:* The 19,580,000 shares are held by Mr. Lee as personal interests. Ms. Tan, wife of Mr. Lee, is deemed to be interested in shares held by Mr. Lee.

*Note 2:* The 144,529,982 shares are held by Peak Power Technology Limited in its capacity as the trustee of The Lee Family Unit Trust holding the same for the benefit of holders of units issued by The Lee Family Unit Trust. HSBC International Trustee Limited is the trustee of the LMT trust whose discretionary objects are Ms. Tan, and Mr. Lee's family members.

*Note 3:* These 1,396,000 shares are beneficially owned by Ms. Tan. As husband of Ms. Tan, Mr. Lee is deemed to be interested in these shares by virtue of family interests.

In the event that the Company exercised in full the power to repurchase Shares of the Company in accordance with the terms of the ordinary resolution no. 6 to be proposed at the 2016 Annual General Meeting, the aforesaid interests of Mr. Lee, Ms. Tan and their respective associates in the existing issued share capital of the Company would be proportionally increased to approximately 82.22% (If Mr. Lee exercise all his share options, such interest will further increase to 82.3% provided that the Repurchase Mandate is exercised in full). Mr. Lee, Ms. Tan and their respective associates currently holds 73.99% of the issued share capital as at the Latest Practicable Date. As at the Latest Practicable Date, the Directors are not aware of the consequences of such increases or as a result of repurchases of Shares that would result in any of the aforesaid persons or any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under the Takeovers Code.

As at the Latest Practicable Date, although the exercise of the Repurchase Mandate in whole will result in less than 25% of the issued share capital of the Company being held by the public but the Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of shares in the hands of public falls below the prescribed minimum percentage of 25%.

#### **DIRECTORS' DEALINGS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates presently intends to sell Shares to the Company under the Repurchase Mandate in the event that such mandate as proposed in the ordinary resolution no. 6 is approved by the Shareholders of the Company.

#### **CONNECTED PERSONS**

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that such mandate as proposed in the ordinary resolution no. 6 is approved by the Shareholders of the Company.

**Leepo**rt  
**LLEPORT (HOLDINGS) LIMITED**  
**力豐 (集團) 有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(Stock Code: 387)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of members of Leeport (Holdings) Limited (the “**Company**”) will be held at 2/F., Alexandra Room, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 27 May 2016 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31 December 2015;
2. To declare a final dividend for the year ended 31 December 2015;
3. To elect directors and to authorise the board of directors to fix directors’ remuneration;
4. To appoint auditors and to authorise the board of directors to fix their remuneration;
5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (“**Shares**”) in the capital of the Company or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and it is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make, grant, sign or execute offers, agreements or options, deeds and other documents which would or might require the exercise of such powers after the end of the Relevant Period;

\* For identification purposes only

## NOTICE OF 2016 ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital which may be 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 this resolution, otherwise than pursuant to:
- (i) a Rights Issue (as defined below); or
  - (ii) the exercise of rights of subscription or conversion attaching to any warrants of the Company or any securities which are convertible into Shares; or
  - (iii) the exercise of any option under the share option scheme or any other share option scheme 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 or any other person of Shares or rights to acquire Shares of the Company; or
  - (iv) scrip dividends or under similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; and
  - (v) a specific authority granted by the shareholders of the Company,
- shall not exceed 20 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution:
- “Relevant Period” means the period from (and including) the passing of this resolution until whichever is the earlier 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 bye-laws of the Company or by any applicable laws to be held; or
  - (iii) the date on which the authority set out in this resolution is revoked or varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting; and



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“Rights Issue” means an offer of Shares of the Company or issue of options, warrants or other securities giving the right to subscribe for Shares of the Company open for a period fixed by the Directors to the 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 the relevant register) on a fixed record date in proportion to their then holdings of such Shares or, where appropriate, such other securities as at that date (subject in all cases 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, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory applicable to the Company).”

6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (a) subject to paragraphs (b) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to purchase shares (“**Shares**”) in the capital of the Company or securities convertible into Shares on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose (“**Recognised Stock Exchange**”), subject to and in accordance with the Companies Act 1981 of Bermuda, all other applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or those of any other Recognised Stock Exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares and securities convertible into Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution (on the basis that no shares are issued or repurchased by the Company before and up to the date of passing this resolution, the Company will be allowed to repurchased fully paid shares up to a maximum 22,367,406 shares), and the approval pursuant to paragraph (a) of this resolution shall be limited accordingly;
- (c) for the purpose of this resolution, (“**Relevant Period**”) means the period from (and including) the date of the passing of this resolution until whichever is the earlier of:

## NOTICE OF 2016 ANNUAL GENERAL MEETING

- (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 bye-laws of the Company or any applicable laws to be held; or
  - (iii) the date on which the authority set out in this Resolution is revoked or varied or renewed by an ordinary resolution of the shareholders of the Company in general meeting.”; and
7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of the resolutions numbered 5 and 6 as set out in the notice (the “**Notice**”) convening this meeting, the general mandate granted to the directors of the Company (“**Directors**”) to exercise the powers of the Company to allot, issue and otherwise deal with shares (“**Shares**”) in the capital of the Company pursuant to the resolution numbered 5 as set out in the Notice be and the same is hereby extended (as regards the amount of share capital thereby limited) by adding thereto of the aggregate nominal amount of the share capital of the Company as purchased by the Company under the authority granted pursuant to the resolution numbered 6 as set out in the Notice provided that such additional amount shall not exceed the 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”.

By Order of the Board  
**Leeport (Holdings) Limited**  
**Lee Sou Leung, Joseph**  
*Chairman*

Hong Kong, 25 April 2016

*Head office and principal place of business in Hong Kong:*

1st Floor, Block 1  
Golden Dragon Industrial Centre  
152-160 Tai Lin Pai Road  
Kwai Chung  
New Territories  
Hong Kong

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*Notes:*

- (1) A member of the Company entitled to attend and vote at the aforesaid meeting is entitled to appoint one proxy or (if holding two or more shares) more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrars of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the aforesaid meeting, and in such event, the form of proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed during the following periods:
  - (i) from 25th May 2016 (Wednesday) to 27th May 2016 (Friday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2016 Annual General Meeting. In order to be eligible to attend and vote at the 2016 Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 24th May 2016 (Tuesday); and
  - (ii) from 6th June 2016 (Monday) to 10th June 2016 (Friday), both days inclusive, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 3rd June 2016 (Friday).

During the periods mentioned in sub-paragraphs (i) and (ii) above, no transfers of shares will be registered.

- (5) The Chinese translation of this notice (including the contents of the proposed resolutions set out herein) is for reference only. In case of inconsistency, the English version shall prevail.

*As at the date of this Notice, the board of directors comprises, 4 executive directors, namely Mr. Lee Sou Leung, Joseph, Mr. Chan Ching Huen, Stanley, Mr. Wong Man Shun, Michael, Mr. Chu Weiman, and 3 independent non-executive directors, namely Mr. Pike, Mark Terence, Dr. Lee Tai Chiu and Mr. Zavatti Samuel.*