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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker 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 **Leadway Technology Investment Group Limited**, you should at once hand this circular together with the enclosed proxy form to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**LEADWAY TECH**

高維科技

**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)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES  
AND  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Leadway Technology Investment Group Limited to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong Wednesday, 28 May 2025 at 10:00 a.m. is set out on pages 14 to 19 of this circular. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

29 April 2025

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	4
Issue Mandate .....	4
Repurchase Mandate.....	4
Re-election of retiring Directors .....	5
Annual General Meeting .....	5
Voting by way of poll .....	5
Action to be taken .....	6
Recommendation .....	6
<b>Appendix I — Explanatory Statement</b> .....	7
<b>Appendix II — Details of retiring Directors proposed to be re-elected</b> .....	10
<b>Notice of Annual General Meeting</b> .....	14

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Unit 1203B, 12/F, World-Wide House, 19 Des Voeux Road Central, Hong Kong on Wednesday, 28 May 2025 at 10:00 a.m.
“Articles of Association”	the amended and restated memorandum and articles of association of the Company adopted by the Company, and as amended from time to time by special resolution of the Shareholders of the Company
“Board”	the board of Directors of the Company
“Company”	Leadway Technology Investment Group Limited, an exempted company incorporated in the Cayman Islands on 13 April 2000 with limited liability under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, the Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed ordinary resolution as referred to in the ordinary resolution no. 4, Shares up to a maximum of 20% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Share Issue Mandate
“Latest Practicable Date”	23 April 2025, being the latest practicable date of ascertaining certain information contained in this circular prior to its publication
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Nomination Committee”	the nomination committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the proposed ordinary resolution as referred to in the ordinary resolution no. 5, Shares up to a maximum of 10% of the total number of issued shares of the Company as at the date of passing of the resolution approving the Repurchase Mandate
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“%”	per cent



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**(Stock Code: 2086)**

*Executive Directors:*

Mr. Mai Zhaoping (*Co-Chairman*)

Mr. Zhang Xueqin

*(Co-Chairman and Chief Executive Officer)*

Ms. Mai Qiqi

Mr. Chan Chun Leung

Ms. Xu Tingting

*Non-Executive Directors:*

Mr. Mai Ziye

Mr. Lam Chi Wai

*Independent Non-executive Directors:*

Dr. Lin Tat Pang

Mr. Lai Chi Leung

Mr. Zhang Dingfang

Mr. Gu Tianlong

*Registered Office:*

190 Elgin Avenue

George Town

Grand Cayman, KY1-9008

Cayman Islands

*Head Office and Principal Place  
of Business:*

Units 4108–4110, 41st Floor

Manhattan Place

23 Wang Tai Road

Kowloon Bay

Hong Kong

29 April 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND  
REPURCHASE SHARES  
AND  
RE-ELECTION OF THE RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### INTRODUCTION

The purpose of this circular is to provide you with information regarding the proposals for the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors, and to seek your approval at the AGM in connection with, inter alia, such matters.

### ISSUE MANDATE

At the annual general meeting held on 27 May 2024, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to allot, issue and deal with Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew such general mandate at the AGM.

As at the Latest Practicable Date, the number of issued shares of the Company is 319,564,892 Shares. Assuming that there is no change in the issued shares of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate as at the date of passing the resolution approving the Issue Mandate will be 63,912,978 Shares representing not more than 20% of the total number of issued shares of the Company.

Ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate, and authorise the extension of the Issue Mandate, details of which are set out in the ordinary resolutions no. 4 and no. 6 respectively in the notice of the AGM.

### REPURCHASE MANDATE

Also at the annual general meeting held on 27 May 2024, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase its own Shares. Such general mandate will lapse at the conclusion of the AGM. It is therefore proposed to renew the Repurchase Mandate at the AGM.

As at the Latest Practicable Date, the number of the issued shares is 319,564,892 Shares. Assuming that there is no change in the issued shares of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Repurchase Mandate, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the resolution approving the Repurchase Mandate will be 31,956,489 Shares.

An ordinary resolution will be proposed at the AGM to grant to the Directors the Repurchase Mandate, details of which are set out in the ordinary resolution no. 5 in the notice of the AGM. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of total number of issued shares of the Company as at the date of passing of the Repurchase Mandate.

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## LETTER FROM THE BOARD

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An explanatory statement as required under the Listing Rules, giving certain information regarding the Repurchase Mandate, is set out in the Appendix I to this circular.

### RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of Eleven Directors, Mr. Mai Zhaoping, Mr. Zhang Xueqin, Ms. Mai Qiqi, Mr. Chan Chun Leung, Ms. Xu Tingting, Mr. Mai Ziye, Mr. Lam Chi Wai, Dr. Lin Tat Pang, Mr. Lai Chi Leung, Mr. Zhang Dingfang and Mr. Gu Tianlong.

In accordance with Article 16.18 of the Articles of Association, Ms. Xu Tingting, Mr. Mai Ziye, Dr. Lin Tat Pang and Mr. Gu Tianlong will retire by rotation at the AGM, being eligible, and offer themselves for re-election.

Having regard to the experience, skill and expertise of the retiring Directors as well as the overall board diversity of the Company, the nomination committee of the Company recommended re-election of the aforesaid retiring Directors to the Board. Accordingly, the Board has proposed that each of the above retiring Directors, namely Ms. Xu Tingting, Mr. Mai Ziye, Dr. Lin Tat Pang and Mr. Gu Tianlong, stands for re-election as Director by way of separate resolution at the Annual General Meeting.

Brief biographical details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The notice convening the AGM, which contains, inter alia, ordinary resolutions to approve the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors is set out on pages 14 to 19 of this circular.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must 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 manner prescribed under Rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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### ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed herein. Whether or not you intend to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude the Shareholders from attending and voting at the AGM, or any adjourned meeting, should they so wish.

### RECOMMENDATION

The Directors believe that the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors are in the best interests of the Company as well as to the Shareholders. Accordingly, the Directors recommend that all the Shareholders should vote in favour of all the relevant resolutions relating to aforesaid matters.

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



This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration.

### **1. EXERCISE OF THE REPURCHASE MANDATE**

Exercise in full of the Repurchase Mandate, on the basis of 319,564,892 Shares in issue at the Latest Practicable Date, could result in up to 31,956,489 Shares being repurchased by the Company during the period up to (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 or any applicable laws to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

### **2. REASONS FOR REPURCHASES**

Repurchases of Shares will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders. 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.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands. The law of the Cayman Islands provides that the amount to be repaid in connection with a share repurchase may be paid from the profits of the Company and/or the proceeds of a new issue of Shares made for the purpose of the repurchase or out of capital, if the Company can, immediately following such payment, pay its debts as they fall due in the ordinary course of business. The Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

### **4. DIRECTORS STATEMENTS AND CONNECTED PERSONS**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the 2024 annual report of the Company) in the event that the Repurchase Mandate is exercised in full. 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 working capital requirements of the Company or on its gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

The Directors will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

The Directors confirmed that neither this explanatory statement nor the proposed share repurchase has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 5. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase 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 purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to register kept by the Company pursuant to Section 336 of the SFO, (a) Mr. Mai Zhaoping, being the sole ultimate beneficial owner of Mars Development Limited, was interested in 239,215,679 Shares, representing approximately 74.85% of the entire issued shares of the Company through (i) the direct interest of Mars Development Limited in the Company; (ii) the interest of Mars Development Limited in 60% of the entire issued share capital in Leadway Development Limited (formerly known as HNA ECOTECH PIONEER ACQUISITION) (the immediate parent of the Group); and (iii) the acting in concert arrangement with Mr. Zhang Xueqin pursuant to the Deed of Concert Parties dated 12 January 2022 (the "**Deed of Concert Parties**"); and (b) Mr. Zhang Xueqin, being the sole ultimate beneficial owner of Megacore Development Limited, was interested in 239,465,679 Shares, representing approximately 74.94% of the entire issued shares of the Company through (i) the direct interest of Megacore Development Limited in the Company; (ii) the interest of Megacore Development Limited in 40% of the entire issued share capital in Leadway Development Limited (the immediate parent of the Group); and (iii) the acting in concert arrangement with Mr. Mai Zhaoping pursuant to the Deed of Concert Parties. Based on such shareholdings and in the event that the Directors exercised in full the power to repurchase Shares pursuant to the Repurchase Mandate, the shareholding of Mr. Mai Zhaoping and Mr. Zhang Xueqin would be increased to approximately 83.17% and 83.26% respectively of the total number of issued shares of the Company and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Buy-Back Mandate to the extent that the number of Shares held by the public would be reduced to less than 25% of the total number of Shares in issue.

## **6. SHARE PURCHASED MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## **7. SHARE PRICES**

The table below is a summary of the highest and lowest traded prices in each of the previous twelve months prior to the Latest Practicable Date.

	<b>Highest Traded Price <i>HK\$</i></b>	<b>Lowest Traded Price <i>HK\$</i></b>
<b>2024</b>		
April	0.800	0.780
May	0.780	0.540
June	0.750	0.500
July	0.650	0.530
August	0.600	0.450
September	0.450	0.395
October	0.500	0.445
November	0.500	0.400
December	0.510	0.400
<b>2025</b>		
January	0.420	0.405
February	0.450	0.370
March	0.480	0.350
April (up to the Latest Practicable Date)	0.500	0.360

The following are the particulars of the Directors proposed to be re-elected at the AGM:

**Ms. Xu Tingting**

Ms. Xu Tingting (許婷婷), aged 41, was appointed as an executive Director of the Company on 4 February 2022 and chief operating officer of the Company on 7 March 2022. She is also the legal representative of several subsidiaries of the Group.

Ms. Xu graduated from South China Agricultural University (華南農業大學) in July 2007, majoring in accounting and obtained a bachelor's degree in accounting and management. In addition, she obtained the qualification of an intermediate accountant from the Guangdong Provincial Department of Human Resources and Social Security in August 2009 and was qualified as a certified public accountant in the mainland China in March 2011. Ms. Xu was a financial manager of Dongguan Zhenglian Financial Consulting Co., Ltd.\* (東莞市正聯財務諮詢有限公司) from September 2007 to March 2011. She has also served as a chief accountant of Dongguan Zhenglian C.P.A. Limited (general partner)\* (東莞市正聯會計師事務所(普通合夥)) since April 2011. In addition, Ms. Xu has been appointed as an independent non-executive director of Dongguan Rural Commercial Bank Co., Ltd.\* (東莞農村商業銀行股份有限公司) (a company listed on the Main Board of the Stock Exchange with stock code: 9889) since October 2019.

Ms. Xu has entered into a service agreement with the Company pursuant to which she has agreed to act as an executive Director for a term of three years commencing from 4 February 2025 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the service contract. For the year ended 31 December 2024, Ms. Xu received a basic salary of HK\$720,000, which is determined with reference to her background, experience, qualifications, duties and responsibilities with the Company, the remuneration policy of the Company, and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Ms. Xu is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Ms. Xu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Ms. Xu has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to her re-election as Director.

\* For identification purpose only

**Mr. Mai Ziye**

Mr. Mai Ziye (麥子曄), aged 31, was appointed as a non-executive Director of the Company on 7 March 2022.

Mr. Mai obtained Bachelor of Arts from The University of Toronto in June 2019. Mr. Mai has been an executive director and the chief executive officer of Huizhou Province Hongzhuo Investment Company\* (惠州市鴻卓投資公司) since March 2020 and a vice chairman of Guangdong Honggao Construction Group Co., Ltd\* (廣東鴻高建設集團有限公司) since March 2020. Mr. Mai is the son of Mr. Mai Zhaoping (麥照平), an executive Director of the Company and co-chairman of the Board.

Mr. Mai has entered into a letter of appointment with the Company pursuant to which he has agreed to act as a non-executive Director for a term of three years commencing from 7 March 2025 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Mai is not entitled to receive any director's emolument for acting as a non-executive Director. Mr. Mai is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Mai (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Mai has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

**Dr. Lin Tat Pang**

Dr. Lin Tat Pang (連達鵬), aged 68, was appointed as an independent non-executive Director of the Company and the chairman of the audit committee of the Company on 22 December 2017, and a member of the nomination committee of the Company and the chairman of the remuneration committee of the Company on 31 December 2018.

\* For identification purpose only

Dr. Lin is also an independent non-executive director of three companies listed on the Main Board of the Stock Exchange, including China Aluminum Cans Holdings Limited (stock code: 6898) since June 2013, CT Vision S.L. (International) Holdings Limited (stock code: 994) since June 2022 and 3D Medicines Inc. (stock code: 1244) since December 2022. Dr. Lin has over 40 years of experience in accounting, finance and public offerings. Dr. Lin served as assistant accountant, accounting manager and chief accountant in Sun Hung Kai Securities Limited during 1980 to 1988. He joined Sun Hung Kai Investment Services Limited and Sun Hung Kai Forex & Bullion Co. Limited as executive director in December 1989. He was also appointed as company secretary of Sun Hung Kai & Co. Limited (a company listed on the Main Board of the Stock Exchange with stock code: 00086) in November 1990. Subsequently, he worked for Hong Kong Exchanges and Clearing Limited and the Stock Exchange between December 1992 and March 2013, and his last position was senior consultant to the Listing, Listing & Regulatory Affairs Division of Hong Kong Exchanges and Clearing Limited.

Dr. Lin obtained his Doctor of Laws, Master of Laws and Bachelor of Laws from Peking University in 2009, 1998 and 1992 respectively. He also completed his Postgraduate Certificate in Hong Kong Law in City University of Hong Kong in 1993. Dr. Lin is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Chartered Association of Certified Accountants, United Kingdom. He is also a member of the Chartered Institute of Arbitrators, United Kingdom.

Dr. Lin has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for a term of two years commencing from 21 December 2023 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Dr. Lin will receive a basic remuneration of HK\$180,000 per annum, which is determined with reference to the remuneration policy of the Company, his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Dr. Lin is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Dr. Lin (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Dr. Lin has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

**Mr. Gu Tianlong**

Mr. Gu Tianlong (古天龍), aged 60, was appointed as an independent non-executive Director of the Company on 7 March 2022, and appointed as a member of the audit committee, remuneration committee and nomination committee of the Company on 30 March 2022.

Mr. Gu obtained a bachelor's degree in Machinery Manufacturing Technology and Equipment\* (機械製造工藝及設備) at Taiyuan Institute of Technology North Area\* (太原工學院) in August 1984 and obtained a doctor's degree in Industrial Automation (工業自動化學) from Zhejiang University (浙江大學) in December 1996. Mr. Gu has obtained various awards, including "National Outstanding Teacher\*" (全國模範教師) in September 1998, "Millions of Talent Projects, National Candidate\*" (新世紀百千萬人才國家級人選) in April 2004 and "Overseas Chinese (Innovative Talents) Contribution Award\*" (中國僑界(創新人才)奉獻獎) in September 2014. From 2018 to 2022, Mr. Gu was appointed as the vice president (副主任委員) of Committee on Professional Education (Computer) of Higher Education Institute, Ministry of Education\* (教育部高等學校計算機類專業教學指導委員會). Since 2018, Mr. Gu was appointed as a committee member of Electronics Science & Technology Committee of Ministry of Industry and Information Technology (工業和信息化部電子科學技術委員會) for a term of five years.

In October 2018, Mr. Gu was appointed as the director (主任) of Discrete Mathematics Professionals Committee\* (離散智能計道算專業專業委員會) of China Association for Artificial Intelligence\* (人工智能學會) for a term of five years.

Mr. Gu has entered into a letter of appointment with the Company pursuant to which he has agreed to act as an independent non-executive Director for a term of one year commencing from 7 March 2025 unless terminated by three months' written notice or in certain circumstances as in accordance with the terms of the letter of appointment. Pursuant to the letter of appointment, Mr. Gu will receive a basic remuneration of HK\$90,000 per annum, which is determined with reference to the remuneration policy of the Company, his background, experience, qualifications, duties and responsibilities with the Company and the prevailing market conditions, and such other benefits as may be determined by, and at the discretion of, the Board from time to time. Mr. Gu is subject to retirement and re-election at the AGM in accordance with the Articles of Association.

As at the Latest Practicable Date, save as disclosed above, Mr. Gu (i) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; (ii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO; (iii) does not hold any other positions with any members of the Group; and (iv) does not have any directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Gu has confirmed that there is no other information required to be brought to the attention of the Shareholders and the Company or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules in relation to his re-election as Director.

\* For identification purpose only



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## NOTICE OF ANNUAL GENERAL MEETING

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**LEADWAY TECH**

高維科技

### **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, 28 May 2025 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 2024.
2. (a) To re-elect the following retiring directors of the Company:
  - (i) Ms. Xu Tingting
  - (ii) Mr. Mai Ziye
  - (iii) Dr. Lin Tat Pang
  - (iv) Mr. Gu Tianlong
- (b) To authorise the board of directors to fix the remuneration of directors.
3. To re-appoint McMillan Woods (Hong Kong) CPA Limited as auditor and to authorise the board of directors to fix the remuneration of auditor.



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## NOTICE OF ANNUAL GENERAL MEETING

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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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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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).”

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

Hong Kong, 29 April 2025

*Principal place of business in Hong Kong:*

Units 4108–4110, 41st Floor  
Manhattan Place  
23 Wang Tai Road  
Kowloon Bay  
Hong Kong

*Registered Office:*

190 Elgin Avenue  
George Town  
Grand Cayman, KY1-9008  
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, 23 May 2025 to Wednesday, 28 May 2025, 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, 22 May 2025.
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 Ms. Xu Tingting, Mr. Mai Ziyi, Dr. Lin Tat Pang and Mr. Gu Tianlong 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 29 April 2025.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 29 April 2025.
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).