

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 independent professional adviser.

If you have sold or transferred all your Shares, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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ibotech 艾伯科技
IBO TECHNOLOGY COMPANY LIMITED
艾伯科技股份有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2708)

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF A DIRECTOR
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular of the Company dated 29 July 2019 and the notice convening an annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 10 September 2019, at 23/F, Sunshine Plaza, 353 Lockhart Road, Wanchai, Hong Kong. A supplemental notice of the Annual General Meeting is set out on page 7 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) is also enclosed with this supplemental circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return it 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 but in any event not later than 48 hours before the time appointed for holding the Annual General Meeting of the Company or any adjourned meeting.

Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the Annual General Meeting of the Company or any adjourned meeting should you so wish.

15 August 2019

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IBO TECHNOLOGY COMPANY LIMITED

艾伯科技股份有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2708)

Executive Directors:

Mr. Lai Tse Ming (*Chairman*)
Mr. Gao Weilong (*Chief Executive Officer*)
Ms. Cheng Yan
Mr. Teng Feng
Mr. Yu Kin Keung
Mr. Lyu Huiheng

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Independent Non-executive Directors:

Dr. He Tianxiang
Dr. Wong Kwok Yan
Mr. Hung Muk Ming

*Head office and principal place of
business in PRC:*

4/F, Block C, Unis Inforport
Langshan Rd 13
Hi-Tech Industrial Park (North) Nanshan
Shenzhen, PRC

15 August 2019

To the Shareholders:

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO THE RE-ELECTION OF A DIRECTOR
AT THE ANNUAL GENERAL MEETING
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the circular of the Company dated 29 July 2019 (the “**Circular**”) which contains, inter alia, the notice of the Annual General Meeting (the “**Original Notice**”). Unless otherwise defined, capitalised terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

The purpose of this supplemental circular is to provide you with further information relating to the resolution to approve the re-election of an additional Director who was appointed after the Latest Practicable Date and accordingly will retire at the Annual General Meeting pursuant to the Articles, and to give you a supplemental notice of the Annual General Meeting and the Second Proxy Form.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTOR

Subsequent to the Latest Practicable Date and as disclosed in the announcement of the Company dated 7 August 2019 in relation to, among other things, Ms. Cheng Yan (程雁) (“**Ms. Cheng**”) was appointed as an executive Director of the Company with effect from 7 August 2019. According to article 83(3) of the Articles, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Ms. Cheng shall retire from office as an executive Director at the Annual General Meeting and she, being eligible, offers herself for re-election. Ms. Cheng will be subject to retirement by rotation and re-election at the annual general meetings of the Company at least once every three years.

The biographical details of Ms. Cheng are set out below:

Ms. Cheng, aged 55, was appointed as an executive Director and the vice chairperson of the Company with effect from 7 August 2019. She is mainly responsible for corporate strategies, overall investment and financing management of the Company, etc. Ms. Cheng has been involved in financial investments for over 20 years. She has been a senior advisor to China Shandong Hi-Speed Financial Group Limited (formerly known as China Innovative Finance Group Limited) (stock code: 412) since October 2017, and served as an executive director and the chief executive of the aforesaid company from December 2016 to September 2017. Ms. Cheng had been an executive director and the chairperson of Huarong International Financial Holdings Limited (stock code: 993) from October 2015 to November 2015, prior to serving as deputy general manager of China Huarong International Holdings Limited between November 2015 and September 2016. She had also been the managing director, executive head of the global customer center and vice chairperson of the investment banking division of BOCI Holdings (Asia) Limited between April 2005 and September 2016; as well as senior manager with a number of large enterprises and financial institutions. Ms. Cheng specialises in the building of corporate business models and core competitive strengths, as well as the design of project investment models and deal structures. She has extensive experience in industrial investment and development, direct investments, asset management, investment banking and fund management, with a special focus on research relating to corporate innovation and sustainable growth.

Ms. Cheng was an independent non-executive director (and chairman of nomination committee and member of strategic and development committee and audit committee) of Fuyao Glass Industry Group Co., Ltd. (stock code: 3606) from November 2014 to January 2018.

Ms. Cheng received a Bachelor degree in accounting from Anhui University of Finance and Economics and an Executive Master Degree of Business Administration from Guanghua School of Management, Peking University. She worked as a Senior Visiting Scholar at the John F. Kennedy School of Government of Harvard University in 2009. Ms. Cheng is a candidate of Doctor of Philosophy in Global Finance at the PBC School of Finance at Tsinghua University.

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Ms. Cheng is currently a representative from Hong Kong and Macau of the Beijing Municipal Committee of the Chinese People's Political Consultative Conference, a standing committee member of the Beijing Overseas Association, the director of the Chinese Financial Association of Hong Kong, the vice chairman of the China-Hong Kong Economic and Trading International Association, and the deputy director of the Committee of Economics of the China Democratic League Central Committee.

Ms. Cheng has entered into a service agreement with the Company for acting as an executive Director for a term of three years commencing on 7 August 2019. She is entitled to receive total annual emolument of HK\$5,200,000, including director's fee of HK\$1,300,000 and basic emolument and allowances of HK\$3,900,000, which has been determined by the Board on the recommendation of the remuneration committee of the Company by reference to her qualifications and experience, the duties and responsibilities undertaken by her and the prevailing market conditions.

According to the service agreement, the Company has also agreed to grant in aggregate 20,000,000 Share Options to Ms. Cheng to subscribe for the same number of Shares in accordance with the Share Option Scheme. The grant of such Share Options to Ms. Cheng shall be subject to compliance with the requirements under Chapter 17 of the Listing Rules, including the approval by the Shareholders at the extraordinary general meeting of the Company.

The Board has proposed to grant (the "**Proposed Grant**") in aggregate 20,000,000 Share Options to Ms. Cheng to subscribe for 20,000,000 Shares pursuant to the Share Option Scheme. Details of the Proposed Grant were:

Date of the Proposed Grant	Number of Share Options	Vesting period of Share Options	Exercisable period of Shares Options	Exercise price per Share <i>HK\$</i>
7 August 2019	6,000,000	7 August 2019– 6 August 2020	7 August 2020– 6 August 2023	1.6
7 August 2019	6,000,000	7 August 2019– 6 August 2021	7 August 2021– 6 August 2023	1.6
7 August 2019	8,000,000	7 August 2019– 6 August 2022	7 August 2022– 6 August 2023	1.6

In accordance with Rule 17.04(1) of the Listing Rules and the terms of the Share Option Scheme, the Proposed Grant has been approved by the independent non-executive Directors.

Pursuant to Rule 17.03(4) of the Listing Rules, the total number of Shares issued and to be issued upon exercise of the Share Options granted to each participant of the Share Option Scheme in any 12-month period must not exceed 1% of the Shares in issue unless approved by the Shareholders in a general meeting of the Company. Given that the Proposed Grant will result in the Shares issued and to be issued upon exercise of all Share Options already granted

LETTER FROM THE BOARD

and to be granted (including Share Options exercised and outstanding) to Ms. Cheng collectively in the 12-month period up to and including 7 August 2019 representing in aggregate over 1% of the Shares in issue, the Proposed Grant shall be subject to the approval by the Shareholders at an extraordinary general meeting of the Company (the “EGM”), at which Ms. Cheng and her associates (as defined in the Listing Rules) shall be abstained from voting pursuant to Rule 17.03(4) of the Listing Rules.

A circular containing, among other things, information relating to the Proposed Grant and a notice of the EGM are expected to be despatched to the Shareholders in due course. Further details of the Proposed Grant are set out in the announcement of the Company dated 7 August 2019.

Save as disclosed above, Ms. Cheng confirmed she (i) did not hold any directorships in the last three years prior to 12 August 2019, being the latest practicable date before the printing of this supplemental circular for ascertaining certain information for the purpose of inclusion in this supplemental circular (the “**Supplemental Circular Latest Practicable Date**”), in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (ii) does not hold any other positions with the Company or other members of the Group; (iii) does not have any relationship with other Directors, senior management or substantial or controlling Shareholders, if any, of the Company; and (iv) does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there was no other matter with respect to Ms. Cheng that needs to be brought to the attention of the Shareholders and there was no information relating to Ms. Cheng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules as of the Supplemental Circular Latest Practicable Date.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING AND SECOND PROXY FORM

Since the Original Notice and the form of proxy (the “**First Proxy Form**”) sent together with the Circular do not contain the proposed resolution in relation to the re-election of Ms. Cheng as an executive Director as set out in this supplemental circular, a supplemental notice of the Annual General Meeting is set out on page 7 of this supplemental circular and the Second Proxy Form is enclosed with this supplemental circular to include such proposed resolution.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the Second Proxy Form in accordance with the instructions printed thereon and return to same to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”) 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 the Annual General Meeting or any adjourned meeting thereof (the “**Closing Time**”). **Completion and return of the Second Proxy Form will not preclude you from subsequently attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.**

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A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend the Annual General Meeting on his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:

- (i) if no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for the proposed re-election of Ms. Cheng as an executive Director as set out in the supplemental notice of the Annual General Meeting and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution.
- (ii) if the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder.
- (iii) if the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.

VOTING BY WAY OF A POLL

According 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, 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. Therefore, poll voting for all proposed resolutions of the Company will be proceeded with at the Annual General Meeting.

The poll results will be published on the Stock Exchange's website and the Company's website after the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors believe that the proposed re-election of Ms. Cheng as an executive Director as set out in this supplemental circular is in the best interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all resolutions to be proposed at the Annual General Meeting.

Shareholders are advised to read this supplemental circular together with the Circular for information relating to the voting arrangement.

RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors 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 supplemental 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 supplemental circular misleading.

By order of the Board
IBO Technology Company Limited
Lai Tse Ming
Executive Director



IBO TECHNOLOGY COMPANY LIMITED

艾伯科技股份有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2708)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting (the “**Original Notice**”) of IBO Technology Company Limited (the “**Company**”) dated 29 July 2019, by which the Company convenes an annual general meeting to be held at 10:00 a.m., on Tuesday, 10 September 2019, at 23/F, Sunshine Plaza, 353 Lockhart Road, Wanchai, Hong Kong (the “**Annual General Meeting**”) and this supplemental notice shall be read together with the Original Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held as originally scheduled. In addition to the resolutions set out in the Original Notice, the Annual General Meeting will be held to consider and, if thought fit, pass the following resolution:

ORDINARY RESOLUTION

7. “To re-elect Ms. Cheng Yan as an executive director of the Company.”

By order of the Board
IBO Technology Company Limited
Pang Chun Yip
Company Secretary

Hong Kong, 15 August 2019

Notes:

1. A second form of proxy (the “**Second Proxy Form**”) containing the ordinary resolution numbered 7 is enclosed with the supplemental circular of the Company dated 15 August 2019 (the “**Supplemental Circular**”). Please refer to the section headed “Supplemental Notice of Annual General Meeting and Second Proxy Form” on pages 4 to 5 of the Supplemental Circular for arrangements on the completion and submission of the Second Proxy Form.
2. Please refer to the Original Notice for details of the other ordinary resolutions to be considered at the Annual General Meeting, closure of the register of members of the Company and eligibility for attending the Annual General Meeting, proxy and other relevant matters.
3. As of the date of this supplemental notice, the executive Directors are Mr. Lai Tse Ming, Mr. Gao Weilong, Mr. Teng Feng, Mr. Yu Kin Keung, Mr. Lyu Huiheng and Ms. Cheng Yan; and the independent non-executive Directors are Dr. He Tianxiang, Dr. Wong Kwok Yan, and Mr. Hung Muk Ming.