"Accountants' Report"	the accountants' report set out in Appendix I to this document
"affiliate(s)"	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
"AFRC"	Accounting and Financial Reporting Council
"Articles" or "Articles of Association"	the amended and restated articles of association of our Company conditionally adopted on [•] and will come into effect upon **[REDACTED]** (as amended, supplemented or otherwise modified from time to time), a summary of which is set out in Appendix [III] to this document
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Bad Weather Signal"	means a No. 8 typhoon warning signal or above, a black rainstorm warning signal and/or "extreme conditions" as announced by the Hong Kong Government *Note:* According to the "Code of Practice in Times of Adverse Weather and 'Extreme Conditions'", the Hong Kong Government may issue an announcement on "extreme conditions" in the case where a Super Typhoon or other natural disaster of a substantial scale seriously affects the working public's ability to resume work or brings safety concern for a prolonged period. When "extreme conditions" are in force, the Hong Kong Government will review the situation and will announce whether to extend the "extreme conditions" prior to the expiry of the specified period.
"Board"	our board of Directors
"Business Day" or "business day"	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
"BVI"	British Virgin Islands

[REDACTED]

"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Centrum"	Centrum International Holding Limited, a business company incorporated in the BVI with limited liability on 30 August 2024, which is wholly owned by Mr. Hung
"China" or "PRC"	the People's Republic of China, for the purpose of this document only, excluding Hong Kong, the Macao Special Administrative Region and Taiwan

[REDACTED]

"Companies Act"	the Companies Act, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, modified and supplemented from time to time
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
"Companies (Winding Up and Miscellaneous Provisions) Ordinance"	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
"Company" or "our Company"	FOCUS INTERNATIONAL GROUP LTD. (焦點國際有限公司) (formerly known as FOCUS INTERNATIONAL LTD.), an exempted company with limited liability incorporated in the Cayman Islands on 5 January 2023 and registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 11 February 2025
"Comprehensively Sanctioned Countries"	any country or territory subject to a general and comprehensive export, import, financial or investment embargo under sanctions related law or regulation of the Relevant Jurisdiction. For the purpose of this document, Comprehensively Sanctioned Countries include Cuba, Iran, North Korea, Syria, the Crimea Region of Russia/Ukraine, the self-proclaimed Luhansk People's Republic (LPR) and Donetsk People's Republic (DPR) regions and Zaporizhzhia and Kherson regions
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"connected transaction(s)"	has the meaning ascribed to it under the Listing Rules
"Controlling Shareholders"	has the meaning ascribed to it under the Listing Rules and in the context of this document, refers to Mr. Zhou, Ms. He, Wansheng and Wanrong
"COVID-19"	Coronavirus Disease 2019
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)
"Director(s)" or "our Director(s)"	director(s) of our Company
"EAR"	United States Export Administration Regulations, 15 C.F.R. Parts 730–774
"EIT Law"	Enterprise Income Tax Law of the People's Republic of China (中華人民共和國企業所得稅法), as amended, supplemented or otherwise modified from time to time
"ESG"	Environmental, social and governance

DEFINITIONS

"EU"	the European Union, including its member states
"Exchange Participant(s)"	a person: (a) who, in accordance with the Listing Rules, may trade on or through the Stock Exchange; and (b) whose name is entered in a list, register or roll kept by the Stock Exchange as a person who may trade on or through the Stock Exchange

[REDACTED]

"Focus Global"	FOCUS GROUP GLOBAL LTD., a company incorporated in the BVI with limited liability on 2 February 2023, which is a direct wholly owned subsidiary of our Company
"Focus Technology"	FOCUS TECHNOLOGY GROUP CO., LIMITED (焦點科技集團有限公司), a limited liability company incorporated in Hong Kong on 2 March 2023, which is wholly owned by Focus Global, and is an indirect wholly owned subsidiary of our Company
"Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent industry research consultant commissioned to prepare the Frost & Sullivan Report
"Frost & Sullivan Report"	the market research report prepared by Frost & Sullivan
"FY"	the financial year ended/ending 31 December
"General Rules of HKSCC"	General Rules of HKSCC published by the Stock Exchange and as amended from time to time

[REDACTED]

"Group", "our Group", "we" or "us"	our Company and its subsidiaries or, where the context so requires, in respect of the period before our Company becoming the holding company of our present subsidiaries, the present subsidiaries of our Company and the businesses carried out by them or their predecessors (as the case may be)
"Guide"	the Guide for New Listing Applicants issued by the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Happy Medicine Care"	Happy Medicine Care International Holding Limited, a business company incorporated in the BVI with limited liability on 3 September 2024, which is a direct wholly owned subsidiary of our Company

[REDACTED]

[REDACTED]

"HK$" or "HK dollars"	Hong Kong dollars and cents, respectively, the lawful currency of Hong Kong
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited

[REDACTED]

"HKSCC Nominees"	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
"HKSCC Participant"	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant
"HK Yueda"	HK Yueda International Group Co., Limited (香港悅達國際集團有限公司), a limited liability company incorporated in Hong Kong on 11 September 2024 which is wholly owned by Happy Medicine Care, and is an indirect wholly owned subsidiary of our Company
"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

"IFRSs"	International Financial Reporting Standards, which include standards, amendments and interpretations promulgated by the International Accounting Standards Board and the International Accounting Standards and interpretation issued by the International Accounting Standards Board
"Independent Third Party(ies)"	individual(s) or company(ies) who is (are) not a connected person(s) of our Company within the meaning ascribed under the Listing Rules

[REDACTED]

[REDACTED]

"International Sanctions"	all applicable laws and regulation to economic sanctions, export controls, trade embargoes and wider prohibitions and restrictions on international trade and investment related activities, including those adopted administered and enforced by the U.S. Government, the UK, the EU and its member states, UN or Government of Australia
"International Sanctions Legal Advisors"	Hogan Lovells International LLP, our legal advisors as to U.S. regulatory laws and International Sanctions laws in connection with the **[REDACTED]**.

[REDACTED]

[REDACTED]

"Jiaodian"	Quanzhou Focus Hygiene Products Co., Ltd.* (泉州市焦點衛生生用品有限公司), a company established under the laws of the PRC with limited liability on 21 February 2014 which is 99% owned by Focus Technology and 1% owned by HK Yueda, and is an indirect wholly owned subsidiary of our Company
[REDACTED]	the **[REDACTED]** as named in "Directors and Parties Involved in the **[REDACTED]**"

[REDACTED]

[REDACTED]

"Latest Practicable Date"	23 March 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

[REDACTED]

[REDACTED]

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as amended from time to time)
"MOF"	the Ministry of Finance of the PRC (中華人民共和國財政部)
"MOFCOM"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"Mr. Hung" or "**[REDACTED]** Investor"	Mr. Hung Po (洪波), being the sole shareholder of Centrum and our **[REDACTED]** investor
"Mr. Zhou"	Mr. Zhou Hang (周航), an executive Director, chairman of our Board, CEO, and one of our Controlling Shareholders who is also the spouse of Ms. He
"Ms. He"	Ms. He Shanshan (何姍姍), an executive Director and one of our Controlling Shareholders who is also the spouse of Mr. Zhou
"NDRC"	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

"PBOC"	the People's Bank of China (中國人民銀行)
"PRC Company Law"	the Company Law of the PRC (中華人民共和國公司法), as adopted by the Standing Committee of the National People's Congress (全國人民代表大會常務委員會) on 29 December 1993, and latest amended on 29 December 2023
"PRC government" or "State"	the Central People's Government of the PRC, including all political subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof, or where the context requires, any of them
"PRC Legal Advisers"	Tian Yuan Law Firm, the PRC legal advisers to our Company for the **[REDACTED]**
"**[REDACTED]**Investment"	the **[REDACTED]** investment in our Company undertaken by the **[REDACTED]** Investor, details of which are set out in "History, Reorganisation and Corporate Structure – **[REDACTED]** Investment"

[REDACTED]

"province"	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
"Quanzhou Jinshan"	Quanzhou Jinshan Investment Company Limited* (泉州金杉投資有限公司), a company established under the laws of the PRC with limited liability on 7 November 2019, which was owned as to 100% by Jiaodian, immediately prior to its deregistration on 7 March 2023
"Quanzhou Tieban"	Quanzhou Tieban Technology Company Limited* (泉州貼伴科技有限公司) (formerly known as Xiamen Tieban Technology Co., Ltd.* (廈門市貼伴科技有限公司)), a company established under the laws of the PRC with limited liability on 17 May 2019, which was owned as to 100% by Yuejian, immediately prior to its deregistration on 17 January 2024

"Regulation S"	Regulation S under the US Securities Act
"Relevant Persons"	means the Company, together with its investors and shareholders and persons who might directly or indirectly, be involved in permitting the **[REDACTED]**, trading clearing and settlement of its shares including the Stock Exchange and related group companies
"Relevant Regions"	Iran, Hong Kong, Yemen, Ukraine (excluding Crimea, LPR, DPR, Kherson and Zaporizhzhia regions), Russia (excluding Crimea, LPR, DPR, Kherson and Zaporizhzhia regions), Turkey, Egypt, Sudan, Ethiopia, Somalia, and Iraq
"Relevant Jurisdiction"	any jurisdiction that is relevant to the Company and has sanctions related law or regulation restricting, among other things, its nationals and/or entities which are incorporated or located in that jurisdiction from directly or indirectly making assets or services available to or otherwise dealing in assess or certain countries, governments, person or entities targeted by such law or regulation. For the purpose of this document, Relevant Jurisdictions include the U.S., UK, EU, UN and Australia
"Renminbi" or "RMB"	Renminbi, the lawful currency of the PRC
"Reorganisation"	the reorganisation of the group of companies now comprising our Group conducted in preparation for the **[REDACTED]**, details of which are set out in the section headed "History, Reorganisation and Corporate Structure" in this document
"Sanctioned Target"	any person or entity (i) designated on any list of targeted persons or entities issued under the sanctions-related law or regulation of a Relevant Jurisdiction; (ii) that is, or is owned or controlled by, a government of a Comprehensively Sanctioned Countries; or (iii) that is the target of sanctions under the law or regulation of a Relevant Jurisdiction because of a relationship of ownership, control, or agency with a person or entity described in (i) or (ii).
"SAT"	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
"Secondary Sanctionable Activity"	certain activity by the Company that may result in the imposition of sanctions against the Relevant Person(s) by a Relevant Jurisdiction (including designation as a Sanctioned Target or the imposition of penalties), even though the Company is not incorporated or located in that Relevant Jurisdiction and does not otherwise have any nexus sutra that Relevant Jurisdiction
"SFC"	the Securities and Futures Commission of Hong Kong

"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, modified and supplemented from time to time
"Share(s)"	the ordinary share(s) with par value of [HK$0.0001] each in the share capital of our Company
"Shareholder(s)"	holder(s) of Share(s)
"Share Option Scheme"	the share option scheme conditionally approved and adopted by our Company on [•], the principal terms of which are set out in the paragraph headed "E. Share Option Scheme" in Appendix IV to this document
"Sole Sponsor"	VBG Capital Limited, a licenced corporation under the SFO to engage in type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities

[REDACTED]

"State Council"	State Council of the People's Republic of China (中華人民共和國國務院)
"Stock Borrowing Agreement"	the stock borrowing agreement expected to be entered into between [•] and the **[REDACTED]**, pursuant to which the **[REDACTED]** may borrow up to an aggregate of [•] Shares to cover any **[REDACTED]** in the **[REDACTED]**
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules
"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs, as amended, modified and supplemented from time to time
"Taxation"	all forms of tax, duty, rate, levy, charge or other imposition or withholding whenever created, imposed or arising and whether of Hong Kong or elsewhere, including all forms of profit tax, provisional profit tax, interest tax, salaries tax, property tax, tax on capital gains, sales and value added tax, estate duty, death duty, inheritance tax, capital duty, stamp duty, payroll tax, withholding tax, rates, customs and other import and excise duties, and generally any tax, duty, impost, levy or rate or any amount payable to the revenue, customs of fiscal authorities whether in Hong Kong or elsewhere
"Track Record Period"	FY2023, FY2024 and FY2025

[REDACTED]

[REDACTED]

"UN"	the United Nations
"US" or "United States"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"US Securities Act"	the United States Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
"US$" or "US dollars"	United States dollars, the lawful currency of the United States
"Wanrong"	WANRONG INTERNATIONAL LTD. (萬榮國際有限公司), a business company incorporated in the BVI with limited liability on 29 November 2022, which is wholly owned by Ms. He
"Wansheng"	WANSHENG INTERNATIONAL LTD. (萬盛國際有限公司), a business company incorporated in the BVI with limited liability on 29 November 2022, which is wholly owned by Mr. Zhou
"Yuejian"	Fujian Yuejian Care Products Co., Ltd.* (福建省悦健護理用品有限公司), a company established under the laws of the PRC with limited liability on 1 December 2020 which is wholly owned by Jiaodian and an indirect wholly owned subsidiary of our Group
"%"	per cent

Certain amounts and percentage figures included in this document have been subject to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them. Any discrepancies in any table or chart between the total shown and the sum of the amounts listed are due to rounding.

The English names of the PRC entities, PRC laws or regulations, and the PRC governmental authorities referred to in this document are translations from their Chinese names and are for identification purposes. If there is any inconsistency, the Chinese names shall prevail.