In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain technical terms are explained in the section headed "Glossary of Technical Terms."

"A Share(s)"	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in Renminbi
"Accountants' Report"	the accountants' report for the Track Record Period of our Company, the text of which is set out in Appendix I to this document
"AFRC"	the Accounting and Financial Reporting Council of Hong Kong
"Articles of Association" or "Articles"	the articles of association of our Company adopted on September 23, 2025, which shall become effective as of the date on which the H Shares are **[REDACTED]** on the Stock Exchange, as amended from time to time, a summary of which is set out in "Appendix III — Summary of Articles of Association"
"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Audit Committee"	the audit committee of our Board
"Board" or "Board of Directors"	the board of Directors
"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

[REDACTED]

"Chairman"	chairman of the Board
"China" or "PRC"	the People's Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to "China" and the "PRC" do not apply to Hong Kong, the Macao Special Administrative Region and Taiwan
"close associate(s)"	has the meaning ascribed to it under the Listing Rules
"Companies Ordinance"	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified 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, supplemented or otherwise modified from time to time
"Company" or "our Company"	LEO Group Co., Ltd. (利歐集團股份有限公司), a company established as a limited liability company in the PRC on May 21, 2001 which was converted into a joint stock company with limited liability on February 1, 2005, the A Shares of which have been listed on the Shenzhen Stock Exchange (stock code: 002131.SZ)
"Company Law" or "PRC Company Law"	the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time
"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
"core connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Corporate Governance Code"	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
"CSDC"	China Securities Depositary and Clearing Corporation Limited (中國證券登記結算有限責任公司)
"CSRC"	the China Securities Regulatory Commission (中國證券監督管理委員會)

[REDACTED]

"Director(s)"	the director(s) of our Company
"EIT Law"	the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time
"ESG"	environmental, social and governance

[REDACTED]

"Extreme Conditions"	the occurrence of "extreme conditions" as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below

[REDACTED]

"Frost & Sullivan"	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a professional market research and consulting company, which is an independent third party
"Frost & Sullivan Report"	a commissioned industry report prepared by Frost & Sullivan

[REDACTED]

"Group," "our Group," "our," "we" or "us"	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries or their predecessors (as the case may be)
"Guide" or "Listing Guide"	the Guide for New Listing Applicants, as published by the Stock Exchange on November 29, 2023 and effective on January 1, 2024, as amended or supplemented or otherwise modified from time to time
"H Share(s)"	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are to be **[REDACTED]** for and **[REDACTED]** in Hong Kong dollars and for which an application has been made for **[REDACTED]** and permission to **[REDACTED]** on the Stock Exchange
"H Shareholder(s)"	holder(s) of H Share(s)

[REDACTED]

"HKICPA"	the Hong Kong Institute of Certified Public Accountants

[REDACTED]

[REDACTED]

"Hong Kong" or "HK"	the Hong Kong Special Administrative Region of the PRC
"Hong Kong dollar(s)" or HKD" or "HK$"	Hong Kong dollars(s), the lawful currency of Hong Kong

[REDACTED]

"IASB"	International Accounting Standards Board
"IFRS Accounting Standards"	IFRS Accounting Standards as issued by the International Accounting Standards Board

"Independent Third Party(ies)"	Individual(s) or company(ies), who or which, to the best of our Directors' knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules

[REDACTED]

"International Sanctions"	any measures enacted by jurisdictions as trade or economic sanctions against foreign countries, governments, entities or persons by restricting the enacting jurisdictions' nationals from making assets or services available, directly or indirectly, to them, dealing with their assets or otherwise conducting commercial transactions with them

[REDACTED]

"Joint Sponsors"	Huatai Financial Holdings (Hong Kong) Limited and China Galaxy International Securities (Hong Kong) Co., Limited
"Latest Practicable Date"	May 22, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

"Leo Digital"	Leo Group Digital Technology Co., Ltd. (利歐集團數字科技有限公司), a limited liability company incorporated in the PRC on October 19, 2015 and one of our wholly-owned subsidiaries
"Leo Holdings"	Zhejiang Leo Holdings Group Co., Ltd. (浙江利歐控股集團有限公司), a limited liability company incorporated in the PRC on April 21, 2006 and held as to 57.14% by Mr. Wang Xiangrong and 42.86% by Mr. Wang Zhuangli
"Liongate Semiconductor"	Shanghai Liongate Semiconductor Co., Ltd (上海獅門半導體有限公司), a limited liability company incorporated in the PRC on September 23, 2020 and one of our majority-owned subsidiaries

[REDACTED]

"Listing Committee"	the listing sub-committee of the board of directors of the Stock Exchange

[REDACTED]

"Listing Rules"	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented or otherwise modified from time to time
"Main Board"	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the GEM (formerly known as the Growth Enterprise Market) of the Stock Exchange
"MIIT"	the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
"MOFCOM"	the Ministry of Commerce of the PRC (中華人民共和國商務部)
"NDRC"	the National Development and Reform Commission of the State Council of the PRC (中華人民共和國國家發展和改革委員會)
"Nomination Committee"	the nomination committee of our Board

[REDACTED]

[REDACTED]

"OFAC"	the Office of Foreign Assets Control of the U.S. Department of the Treasury
"Overseas Listing Trial Measures"	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) and five supporting guidelines promulgated by the CSRC on February 17, 2023 and effective on March 31, 2023
"PBOC"	the People's Bank of China (中國人民銀行), the central bank of the PRC
"PRC Company Law"	the Company Law of the People's Republic of China (《中華人民共和國公司法》)
"PRC government"	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organizations of such government or, as the context requires, any of them
"PRC Legal Advisors"	Zhejiang T&C Law Firm, our legal advisors as to PRC laws in connection with the **[REDACTED]**

[REDACTED]

"R&D"	research and development
"Regulation S"	Regulation S under the U.S. Securities Act
"Renminbi" or "RMB"	the lawful currency of the PRC
"Remuneration and Appraisal Committee"	the remuneration and appraisal committee of our Board
"Reporting Accountants"	Confucius International CPA Limited, our reporting accountant

"SAFE"	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
"SAMR"	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
"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 Sanctioned Country; 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)
"SCNPC"	the Standing Committee of the National People's Congress (全國人民代表大會常務委員會)
"SDN List"	Specially Designated Nationals and Blocked Persons list
"Securities and Futures Commission" or "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, supplemented or otherwise modified from time to time
"Shanghai Manku"	Shanghai Manku Advertising Co., Ltd. (上海漫酷廣告有限公司), a limited liability company incorporated in the PRC on October 12, 2005 and one of our wholly-owned subsidiaries
"Share(s)"	ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising the A Shares and H Shares
"Shareholder(s)"	holder(s) of our Share(s)
"Single Largest Shareholder Group"	Mr. Wang Xiangrong and Mr. Wang Zhuangli

[REDACTED]

"STA"	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局)

[REDACTED]

"State Council"	the State Council of the PRC (中華人民共和國國務院)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
"Strategy and Sustainability Committee"	the strategy and sustainability committee of our Board
"subsidiary(ies)"	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

"substantial shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Track Record Period"	the three years ended December 31, 2023, 2024 and 2025
"treasury Share(s)"	has the meaning ascribed to it under the Listing Rules

[REDACTED]

"U.S." or "United States"	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
"U.S. dollar(s)" or "US$"	United States dollar(s), the lawful currency of the United States
"U.S. persons"	U.S. persons as defined in Regulation S
"U.S. Securities Act"	United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time
"we," "us" or "our"	the Company or the Group, as the context requires
"%"	per cent

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

Certain amounts and percentage figures included in this document were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures preceding them.

Unless otherwise stated, shareholding percentages in this document does not take into account any treasury shares or shares which may be issued pursuant to the exercise of the **[REDACTED]** *and the 2022 Share Option Incentive Plan and based on the assumption that no changes are made to the total issued share capital of our Company since the Latest Practicable Date and up to the* **[REDACTED]**.

For the purpose of this document, references to "provinces" of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

Unless the content otherwise requires, references to "2023", "2024" and "2025" in this document refers to our financial year ended December 31 of such year.