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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 a stockbroker, a licensed securities dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Leading Holdings Group Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Leading Holdings Group Limited

領地控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6999)

**(I) GENERAL MANDATES AND BUY-BACK MANDATE;
(II) RE-ELECTION OF RETIRING DIRECTORS;
AND
(III) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be convened and held at 46/F, Tower A, Leading International Finance Center, No. 151, 2nd Tianfu Street, Gaoxin District, Chengdu, Sichuan Province, PRC on Friday, 30 May 2025 at 10:00 a.m. is set out on pages 18 to 23 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company 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 (i.e. 10:00 a.m. on Wednesday, 28 May 2025) before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish.

16 April 2025

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DEFINITIONS

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

“Acting in Concert Deed”	the acting in concert deed dated 18 February 2020 and executed by the Ultimate Controlling Shareholders, details of which are set out in “Relationship with Controlling Shareholders — Acting in Concert Deed” of the prospectus of the Company dated 26 November 2020
“AGM”	the annual general meeting of the Company to be convened and held at 46/F, Tower A, Leading International Finance Center, No. 151, 2nd Tianfu Street, Gaoxin District, Chengdu, Sichuan Province, PRC on Friday, 30 May 2025 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the AGM set out on pages 18 to 23 of this circular or any adjournment thereof
“Articles” or “Articles of Association”	the third amended and restated articles of association of the Company currently in force
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares up to a maximum of 10% of the total number of Shares of the Company in issue (excluding the treasury Shares) as at the date of passing the relevant resolution granting such mandate
“Cayman Companies Act”	the Companies Act, Cap 22 (As Revised) of the Cayman Islands
“Company”	Leading Holdings Group Limited (領地控股集團有限公司), a company incorporated in the Cayman Islands on 15 July 2019 as an exempted company with limited liability, whose Shares are listed on the main board of the Stock Exchange (stock code: 6999)

DEFINITIONS

“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and deal with the Shares or resell treasury Shares with a total number not exceeding 20% of the total number of the Shares of the Company in issue (excluding treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	14 April 2025, being the latest practicable date for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	the People’s Republic of China
“Register of Members”	the register of members of the Company
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance of Hong Kong, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended from time to time
“treasury share(s)”	has the meaning ascribed to it under the Listing Rules
“Ultimate Controlling Shareholders”	Mr. Liu Yuhui, Mr. Liu Ce, Mr. Liu Haowei, Ms. Wang Tao, Ms. Long Yiqin and Ms. Hou Sanli
“%”	per cent

In this circular, the terms “close associate”, “core connected person”, “controlling shareholder”, “subsidiary” and “substantial shareholder” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



Leading Holdings Group Limited

領地控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6999)

Executive Directors:

Mr. Liu Yuhui (*Chairman*)

Mr. Luo Changlin

Independent non-executive Directors:

Ms. Luo Ying

Mr. Zhang Guanghu

Mr. Fang Min

Registered office

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business

in Hong Kong

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wan Chai, Hong Kong

16 April 2025

To the Shareholders

Dear Sir or Madam,

(I) GENERAL MANDATES AND BUY-BACK MANDATE;

(II) RE-ELECTION OF RETIRING DIRECTORS;

AND

(III) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to give you with information in respect of the resolutions to be proposed at the AGM including, among other matters, (i) the grant to the Directors the General Mandate, the Buy-back Mandate and the extension of the General Mandate; (ii) re-election of the retiring Directors; and (iii) to give the Shareholders notice of the AGM at which resolutions will be proposed for the Shareholders to consider and, if thought fit, approve the aforesaid matter.

LETTER FROM THE BOARD

A notice convening the AGM is set out on pages 18 to 23 of this circular.

2. GENERAL MANDATES TO ISSUE AND TO BUY BACK SHARES

At the annual general meeting of the Company held on 30 May 2024, the Directors were granted by the then Shareholder (i) a general unconditional mandate to allot, issue and deal with Shares or resell treasury Shares not exceeding 20% of the aggregate number of issued Shares as at the annual general meeting dated 30 May 2024 (excluding treasury Shares); (ii) a general unconditional mandate to buy back Shares up to 10% of the aggregate number of issued Shares as at the annual general meeting dated 30 May 2024 (excluding treasury Shares); and (iii) to extend the general mandate of (i) above to include Shares bought back pursuant to the general mandate of (ii) above. Such general mandates will expire at the conclusion of the forthcoming AGM.

At the AGM, separate ordinary resolutions will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with Shares or resell treasury Shares with a total number of Shares not exceeding 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing the resolution. The General Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company. The Company does not hold any treasury Shares as at the Latest Practicable Date. Based on 1,026,945,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the date of the AGM and the Company does not have treasury Shares, the Directors will be authorised to issue or resell treasury Shares involving maximum of 205,389,000 Shares under the General Mandate;
- (b) to grant the Buy-back Mandate to the Directors to exercise all powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Buy-back Mandate, the maximum number of Shares that the Company may be bought back shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding treasury Shares) as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue is 1,026,945,000 Shares and the Company does not hold any treasury Shares. Subject to the passing of the proposed ordinary resolution approving the grant of the Buy-back Mandate and assuming no further Shares are issued or bought back prior to the AGM and the Company does not have treasury Shares, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 102,694,500 Shares, being 10% of the

LETTER FROM THE BOARD

entire issued share capital of the Company (excluding treasury Shares) as at the date of passing of the resolution in relation thereto. The Buy-back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by the Articles or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company; and

- (c) subject to the passing of the aforesaid ordinary resolutions granting the General Mandate and the Buy-back Mandate, to extend the number of Shares to be allotted and issued or treasury Shares to be resold under the General Mandate by an additional number representing such number of Shares bought back under the Buy-back Mandate.

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution granting the Buy-back Mandate at the AGM.

3. RE-ELECTION OF RETIRING DIRECTORS

The Board currently consists of five Directors, namely Mr. Liu Yuhui and Mr. Luo Changlin as executive Directors and Ms. Luo Ying, Mr. Zhang Guanghu and Mr. Fang Min as independent non-executive Directors.

Pursuant to Article 83(3) of the Articles of Association, the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director so appointed shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election.

Pursuant to Article 84(1) of the Articles of Association, notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years.

Pursuant to Article 84(2) of the Articles of Association, a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to

LETTER FROM THE BOARD

retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation.

Accordingly, Mr. Luo Changlin and Mr. Fang Min will retire by rotation at the AGM and, being eligible, offer themselves for re-election. Mr. Zhang Guanghu shall be eligible for re-election at the AGM pursuant to Article 83(3) of the Articles of Association. The Board identified Mr. Zhang Guanghu as a candidate for the independent non-executive Director through business network.

The nomination committee of the Company (the “**Nomination Committee**”) has assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors based on the independence criteria as set out in Rule 3.13 of the Listing Rules and considered that all independent non-executive Directors remain independent. The Nomination Committee has also assessed and evaluated the performance of each of the re-election Directors based on the nomination policy of the Company which was disclosed in the annual report of the Company and found their performance satisfactory. The Board also believes that the valuable knowledge and experience of these re-elected Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole and diversity of the Board.

The biographical details of the above named Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

The re-election of each of the Directors is subject to a separate resolution as set out in the notice of the AGM in this circular.

4. CLOSURE OF REGISTER OF MEMBERS

The Register of Members will be closed from Tuesday, 27 May 2025 to Friday, 30 May 2025 (both days inclusive), for the purpose of determining the Shareholders’ entitlement to attend and vote at the AGM scheduled to be convened and held on Friday, 30 May 2025. The record date will be Friday, 30 May 2025. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar 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, not later than 4:30 p.m. on Monday, 26 May 2025.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

Set out on pages 18 to 23 of this circular is a notice convening the AGM at which, inter alia, resolutions will be proposed to Shareholders to consider and approve, among other matters, (i) the grant to the Directors the General Mandate, the Buy-back Mandate and the extension of the General Mandate; (ii) the re-election of the retiring Directors; and (iii) the Proposed Amendments and the adoption of the New Articles of Association.

Enclosed with this circular is a proxy form for use at the AGM. Whether or not Shareholders are able to attend the meeting, Shareholders are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the share registrar of the Company 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 (i.e. 10:00 a.m. on Wednesday, 28 May 2025) before the time appointed for holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM and any adjournment thereof should you so wish. In the event that a Shareholder having lodged a proxy form attends the AGM, his proxy form will be deemed to have been revoked.

All the resolutions set out in the notice of the AGM would be decided by poll in accordance with the Listing Rules and the Articles. The chairman will explain the detailed procedures for conducting a poll at the commencement of the AGM.

On a poll, every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy will have one vote for every fully paid Share held. A Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy who is entitled to more than one vote need not use all his/her/its votes or cast all his/her/its votes in the same way.

After the conclusion of the AGM, the poll results will be published on the websites of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.leading-group.com).

6. RECOMMENDATION

The Directors consider that (i) the grant to the Directors the General Mandate, the Buy-back Mandate and the extension of the General Mandate; and (ii) the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favor of all the resolutions proposed at the AGM.

LETTER FROM THE BOARD

7. RESPONSIBILITY STATEMENT

This 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 circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. GENERAL

Your attention is drawn to the additional information set out in the appendices to this circular.

9. MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
Leading Holdings Group Limited
Liu Yuhui
Chairman

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there was a total of 1,026,945,000 Shares in issue and the Company does not hold any treasury Shares. Subject to the passing of the resolution granting the Buy-back Mandate and on the basis that no further Shares are issued or bought back or cancelled after the Latest Practicable Date and up to the date of passing such resolution at the AGM and the Company does not have treasury Shares, the Company will be allowed under the Buy-back Mandate to buy back a maximum of 102,694,500 Shares, representing 10% of the existing issued Shares (excluding treasury Shares) as at the date of the passing of the relevant resolution at the AGM.

2. REASONS FOR BUY-BACKS

The Directors have no present intention to buy back any Shares but consider that the ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders. When exercising the Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury Shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or its earning per Share. On the other hand, Shares bought back and held by the Company as treasury Shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, the Articles of Association, and the laws of the Cayman Islands. If the Company should hold the Shares bought back as treasury shares, upon completion of the Shares buy-back, it will withdraw them from CCASS and register the Shares bought back in the Company's register of members in its own name as treasury shares. The Company will re-deposit its treasury shares into CCASS only if it has an imminent plan to resell them on the Stock Exchange, and it will complete the resale as soon as possible. The Company will, upon depositing any treasury shares in CCASS, give clear written instructions to its broker and share registrar that such Shares bought back would be treated as treasury shares under the Listing Rules. Share buy-backs will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders as a whole.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

As compared with the financial position of the Company as at 31 December 2024 (as disclosed in its latest audited financial statements for the year ended 31 December 2024), the Directors consider that there could be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed buy-backs were to be carried out in full during the proposed buy-back period. In the circumstances, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would have a material adverse impact on the working capital or gearing ratio of the Company.

3. FUNDING OF BUY-BACK

Any buy-back of securities of the Company would be funded entirely from the cash flow or working capital facilities available to the Company, and will, in any event be made out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands and the Listing Rules. Such funds include, but are not limited to, profits available for distribution. Purchases may only be effected out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its Articles and subject to the provisions of the Cayman Companies Act, out of capital. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorized by the Articles and subject to the provisions of the Cayman Companies Act, out of capital.

4. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules), has any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken that, so far as the same may be applicable, they will exercise the powers of the Company to buy back pursuant to the Buy-back Mandate and in accordance with the Listing Rules, the Articles and the laws of the Cayman Islands.

6. EFFECT OF TAKEOVERS CODE

A buy-back of Shares by the Company may result in an increase in the proportionate interests of a substantial Shareholder in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Company and as recorded in the register required to be kept by the Company under Section 336 of the SFO, as at the Latest Practicable Date, the Ultimate Controlling Shareholders, namely Mr. Liu Yuhui, Mr. Liu Ce, Mr. Liu Haowei, Ms. Wang Tao, Ms. Long Yiqin and Ms. Hou Sanli, by virtue of the Acting in Concert Deed through the investment holding companies controlled by them, will be entitled to exercise voting rights of 74.63% of the total number of Shares in issue as at the Latest Practicable Date.

In the event that the Directors exercise in full the power to buy back the Shares pursuant to the Shares Buy-back Mandate which is proposed to be granted, the Ultimate Controlling Shareholders would be increased to approximately 82.92% of the then total number of Shares of the Company in issue (excluding treasury Shares). The Directors are not aware of such an increase would give rise to an obligation to make a mandatory offer under the Takeovers Code if the Buy-back Mandate was to be exercised in full.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of buy-back, the exercise of the Buy-back Mandate whether in whole or in part will result in less than 25% of the total number of Shares in issue (excluding treasury Shares) being held by the public as required by Rule 8.08 of the Listing Rules. The Directors, however, have no present intention to exercise the Buy-back Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

7. SHARE PURCHASE MADE BY THE COMPANY

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) during the period of six months prior to the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT ON BUY-BACK MANDATE

8. SHARE PRICES

For each of the past 12 months up to and including the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2024		
April	0.180	0.115
May	0.380	0.137
June	0.350	0.270
July	0.285	0.200
August*	N/A	N/A
September	0.270	0.193
October	0.385	0.176
November	0.195	0.140
December	0.180	0.116
2025		
January	0.128	0.101
February	0.137	0.102
March	0.127	0.106
April (up to the Latest Practicable Date)	0.123	0.090

* No dealings in the Shares were made in August 2024.

9. GENERAL

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

The biographical details of the Directors proposed to be re-elected at the AGM are set out below:

(1) Mr. Luo Changlin (羅昌林)

Mr. Luo Changlin (羅昌林), aged 52, was appointed as our executive Director and chief financial officer on 16 December 2019. He is responsible for managing the financial operations and cost control of our Group. Mr. Luo joined our Group in January 2011 as the cost manager of the financial management center of our Group. He was later promoted as the general manager of the financial management center of our Group in March 2016 and as the assistant president of our Group in July 2018.

Mr. Luo has over 20 years of experience in financial management. Prior to joining the Group, from July 1996 to October 2004, Mr. Luo served as the project finance manager in the first branch of China No. 5 Metallurgical Construction Company (中國第五冶金建設有限公司一分公司) (now known as the first engineering branch of China MCC 5 Group Corp. Ltd. (中國五冶集團有限公司第一工程分公司)), a company which is principally engaged in engineering contracting and property development business wholly owned by Metallurgical Corporation of China Ltd. (中國冶金科工股份有限公司) which is listed on the Main Board of the Stock Exchange (stock code: 1618) and the Shanghai Stock Exchange (stock code: 601618). From December 2004 to December 2010, Mr. Luo worked at Sichuan Jianye Construction Engineering Co., Ltd. (四川建業建築工程有限公司) (now known as Central Asia Construction Engineering Co., Ltd. (中亞建業建設工程有限公司)), a company which is principally engaged in construction engineering, with his last position as the general manager of finance department.

Mr. Luo obtained a diploma in finance and accounting from Mianyang College of Economy and Technology (綿陽經濟技術高等專科學校) in the PRC in July 1996. He also obtained a bachelor's degree in accounting from China Central Radio and Television University (中央廣播電視大學) (now known as the Open University of China (國家開放大學)) in the PRC in July 2014. In December 2019, Mr. Luo obtained a master's degree in business administration from the University of Electronic Science and Technology of China (電子科技大學) in the PRC.

Mr. Luo has entered into a service agreement with the Company for a fixed term of three years commencing from 16 November 2023, which may be terminated by not less than three months' notice in writing served by either party on the other. Mr. Luo is entitled to receive emoluments of RMB444,000 per annum from the Group as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Luo (i) has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years, or other major appointments, or professional qualifications; and (ii) does not hold any other positions with the Company and its subsidiaries. As at the Latest Practicable Date, Mr. Luo does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

Mr. Luo does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. Luo has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(2) Mr. Fang Min (方敏)

Mr. Fang Min (方敏), aged 53, was appointed as an independent non-executive Director on 16 November 2020 and is responsible for providing independent advice on the operations and management of the Group. Mr. Fang Min is a member of the Audit Committee.

Mr. Fang has been teaching in the School of Economics of Peking University in the PRC since July 1999 and is now a professor in the School of Economics of Peking University. In September 2005, he was awarded the Second Prize of National Teaching Achievement Award (國家級教學成果獎二等獎) by Ministry of Education of the PRC (中華人民共和國教育部). In May 2009, he received the First Prize of Teaching Achievement Award of Beijing (Higher Education) (北京市教育教學成果(高等教育)一等獎) from the People's Government of Beijing (北京市人民政府). In May 2017, he received the Excellence Award in Finance Teaching of Cao Fengqi Finance Development Foundation (曹鳳岐金融發展基金金融教學優秀獎) from Cao Fengqi Finance Development Foundation of Peking University (北京大學曹鳳岐金融發展基金).

Mr. Fang obtained his bachelor's degree and master's degree in economics from Sichuan University (四川大學) in the PRC in July 1993 and July 1996, respectively. In July 1999, he obtained his doctor's degree in economics from Renmin University of China (中國人民大學) in the PRC. Mr. Fang obtained the Teacher's Qualification Certificate of PRC (中華人民共和國教師資格證書) from the Education Committee of Beijing (北京市教育委員會) in December 2002.

Mr. Fang has entered into a letter of appointment with the Company for fixed term of three years commencing from 16 November 2023, which may be terminated by not less than three months' notice in writing served by either party on the other. Mr. Fang is entitled to receive emoluments of RMB150,000 per annum from the Group as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Fang (i) has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years, or other major appointments, or professional qualifications; and (ii) does not hold any other positions with the Company and its subsidiaries. As at the Latest Practicable Date, Mr. Fang does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

Mr. Fang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. Fang has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(3) Mr. Zhang Guanghu (張光虎)

Mr. Zhang Guanghu (張光虎), aged 51, was appointed as an independent non-executive Director, the chairperson of Audit Committee, a member of Remuneration Committee and Nomination Committee on 14 February 2025 and is responsible for providing independent advice on the operations and management of the Group.

Mr. Zhang has around 30 years' experience in finance, accounting and tax and also has extensive experience in legal practice. From September 1995 to May 2005, Mr. Zhang successively served as accountant, accountant in charge and financial manager at different construction and real estate companies. From June 2005 to August 2006, Mr. Zhang served as tax planner at Sichuan Wanhao Tax Advisor Firm (四川萬豪稅務師事務所). From September 2006 to June 2013, Mr. Zhang served as project manager at ShineWing Certified Public Accountants LLP (信永中和會計師事務所), primarily responsible for the provision of audit, due diligence and internal control service for the listed companies. From July 2013 to November 2014, Mr. Zhang served as financial manager at Sichuan Shenghua Group Co., Ltd. (四川聖樺集團有限公司), primarily responsible for financial and accounting management. From December 2014 to July 2017, Mr. Zhang served as deputy general manager at Bazhong Bashan Ecological Animal Husbandry Technology Co., Ltd. (巴中市巴山生態牧業科技股份有限公司), a company listed on the NEEQ (stock code: 872245),

primarily responsible for the financial management and internal control. From August 2017 to June 2018, Mr. Zhang served as deputy general manager at Sichuan Daerzhi Information Technology Co., Ltd. (四川達爾志信息技術有限公司), primarily responsible for the financial management. From July 2018 to present, Mr. Zhang successively worked as practicing lawyer at Sichuan Pulian Law Firm (四川普聯律師事務所) and Beijing Huicheng (Chengdu) Law Firm (北京市惠誠(成都)律師事務所). From September 2021 to present, Mr. Zhang also served as a part-time financial consultant at Beijing Changcai Management Consulting Group Co., Ltd. (北京長財管理諮詢集團有限公司).

Mr. Zhang obtained a bachelor degree in accounting from Southwestern University of Finance and Economics (西南財經大學) in the People's Republic of China in 1995. He is also a Chinese Certified Public Accountant (currently a non-practising member) and is currently holding the lawyer practicing certificate in the PRC.

Mr. Zhang has entered into a letter of appointment with the Company for a term of three years commencing from 14 February 2025, which may be terminated by not less than three months' notice in writing served by either party on the other. Mr. Zhang is entitled to receive emoluments of RMB150,000 per annum from the Group as determined by the Board with reference to his duties and responsibilities and the prevailing market conditions.

Save as disclosed above, Mr. Zhang (i) has not held any directorships in other listed public companies in Hong Kong or overseas in the last three years, or other major appointments, or professional qualifications; and (ii) does not hold any other positions with the Company and its subsidiaries. As at the Latest Practicable Date, Mr. Zhang does not or is not deemed to have any interest or short position (within the meaning of Part XV of the SFO) in any Shares, underlying Shares or debentures of the Company.

Mr. Zhang does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company.

Mr. Zhang has confirmed that there is no other matter that needs to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Leading Holdings Group Limited

領地控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6999)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**AGM**”) of Leading Holdings Group Limited (the “**Company**”) will be convened and held at 46/F, Tower A, Leading International Finance Center, No. 151, 2nd Tianfu Street, Gaoxin District, Chengdu, Sichuan Province, PRC on Friday, 30 May 2025 at 10:00 a.m. for the following purposes:

To consider and if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors (the “**Director(s)**”) and auditors of the Company (the “**Auditors**”) for the year ended 31 December 2024.
2. (a) To re-elect the following retiring Directors (each as a separate resolution) of the Company:
 - (i) Mr. Luo Changlin as an executive Director of the Company;
 - (ii) Mr. Fang Min as an independent non-executive Director of the Company; and
 - (iii) Mr. Zhang Guanghu as an independent non-executive Director of the Company.
- (b) To authorise the board of Directors to fix the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the Auditors and authorise the board of Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

To consider and if thought fit, pass the following resolution (with or without modification) as an ordinary resolution of the Company:

4. **“That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities or to resell treasury shares of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) or treasury shares to be resold by the Directors during the Relevant Period pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed the aggregate of 20% of the total number of shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, the said approval shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(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 any applicable law or the Articles of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

To consider and if thought fit, pass the following resolutions (with or without modification) as an ordinary resolution of the Company:

5. “**That:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares of the Company, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period (as hereinafter defined) to procure the Company to buy back its shares at a price determined by the Directors;

- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation and subdivision shall be the same, and the said approval shall be limited accordingly; and

- (d) 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;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the Articles of the Company to be held; and

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

To consider and if thought fit, pass the following resolution (with or without modification) as ordinary resolution of the Company:

6. “**That** conditional upon the passing of resolutions nos. 4 and 5 above, the general mandate to the Directors pursuant to resolution no. 4 be and is hereby extended by the addition thereto of the total number of shares of the Company bought back by the Company under the authority granted pursuant to the resolution no. 5, provided that such number of added shares shall not exceed 10% of the total number of the shares of the Company in issue (excluding treasury shares) as at the date of passing this resolution.”

By order of the Board
Leading Holdings Group Limited
Liu Yuhui
Chairman

Hong Kong
16 April 2025

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*
40/F, Dah Sing Financial Centre
248 Queen’s Road East
Wan Chai, Hong Kong

Notes:

1. The resolution at the AGM (except those relate to the procedural or administrative matters, which should be taken by a show of hands as the chairman of the AGM may decide, in good faith) will be taken by a poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint on or more proxies to attend and vote on his behalf.
3. In order to be valid, a form of proxy must be deposited at the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours (i.e. 10:00 a.m. on Wednesday, 28 May 2025) before the time appointed for the holding of the above meeting or not less than 48 hours before the time appointed for the holding of any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending and voting in person if he is subsequently able to be present and in such event the form of proxy shall be deemed revoked.

NOTICE OF ANNUAL GENERAL MEETING

4. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
5. The form of proxy must be signed by the appointor or by his attorney authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
6. Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
7. For the purposes of holding the AGM, the register of members of the Company will be closed from Tuesday, 27 May 2025 to Friday, 30 May 2025 (both days inclusive), for the purpose of determining the entitlement to attend and vote at the AGM scheduled to be held on Friday, 30 May 2025. In order to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar 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, not later than 4:30 p.m. on Monday, 26 May 2025.
8. References to time and dates of this notice are to Hong Kong time and dates.

As at the date of this notice, the Board of Directors of the Company comprises Mr. Liu Yuhui and Mr. Luo Changlin as executive Directors and Ms. Luo Ying, Mr. Zhang Guanghu and Mr. Fang Min as independent non-executive Directors.