

DEFINITIONS

In this document, unless the context otherwise requires, the following expressions have the following meanings.

“Accountants’ Report”	the accountants’ report set out in Appendix I to this document
“affiliate(s)”	with respect to any specific person, 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 of Hong Kong (formerly known as Financial Reporting Council of Hong Kong)
“Alibaba Group”	a group of companies, which consist of (i) Guangzhou Juhe Information Technology Co. Ltd* (廣州聚禾信息科技有限公司), a company established in the PRC with limited liability on 19 January 2017; and (ii) Guangzhou Juyao Information Technology Co. Ltd* (廣州聚耀信息科技有限公司), a company established in the PRC with limited liability on 31 December 2015, which are one of our 5 largest suppliers in each year/period during the Track Record Period, and are subsidiaries of Alibaba Group Holding Limited, the shares of which are listed on the Main Board in 2019
“Articles of Association” or “Articles”	the articles of association of our Company conditionally adopted on 21 February 2024 and effective from the [REDACTED], a summary of which is set out in Appendix III to this document, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Beijing Lesimedia”	Beijing Lesimedia Technology Co., Ltd.* (北京樂思創信科技有限公司), a company established in the PRC with limited liability on 9 January 2009, and an indirect non-wholly owned subsidiary of our Company
“Beijing Leyugou”	Beijing Leyugou Lechuang Technology Co., Ltd.* (北京樂娛購樂創科技有限公司), a company established in the PRC with limited liability on 14 February 2022, and was owned as to 20% by our Group and 80% by Leyugou Funeng until it was deregistered on 2 March 2023
“Beijing Lexiao”	Beijing Lexiao Information Technology Co., Ltd.* (北京樂效信息科技有限公司) (formerly known as Tianjin Lexiao Information Technology Co., Ltd.* (天津樂效信息科技有限公司), a company established in the PRC with limited liability on 26 June 2018 and an indirect non-wholly owned subsidiary of our Company

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“Board” or “Board of Directors”	the board of Directors
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
“BVI”	the British Virgin Islands
“CAC”	the Cyberspace Administration of China
“[REDACTED]”	the issue of Shares to be made upon [REDACTED] of certain sums standing to the credit of the share premium account of our Company referred to in “A. Further information about our Company — 3. Resolutions in writing of the Shareholders” in Appendix IV to this document
“[REDACTED]”	[REDACTED]
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this document, Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan regions
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act” or “Cayman Companies Act”	the Companies Act (As Revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as the same may be amended, supplemented or otherwise modified from time to time
“Companies (WUMP) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) as the same may be amended, supplemented or otherwise modified from time to time
“Company”, “our Company” or “the Company”	Lesi Group Limited (樂思集團有限公司) (formerly known as Lesi Technology Holdings Limited (樂思科技控股有限公司) and Evercreate Technology Limited), an exempted company incorporated in the Cayman Islands with limited liability on 22 June 2020
“connected person(s)”	has the meaning ascribed to it under the Listing Rules

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“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules and unless the context requires otherwise, refers to the controlling Shareholders, namely (i) Ka Lok BVI, (ii) Quartet Yutong BVI, (iii) Mr. Zhao, (iv) Remit Sheng BVI, (v) Mr. Yu, (vi) Jing Sing BVI, (vii) Ms. Shu, (viii) Jiang Oofy BVI and (ix) Mr. Nie
“COVID-19”	a respiratory illness that was first reported in December 2019 and officially named by the World Health Organisation as COVID-19
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the PRC national securities markets
“Deed of Indemnity”	a deed of indemnity dated 21 February 2024 entered into by our Controlling Shareholders in favour of our Company (for itself and as trustee for each of its subsidiaries) in respect of, among other things, certain indemnities, further information of which is set out in “D. Other information — 2. Tax and other indemnities” in Appendix IV to this document
“Deed of Non-competition”	a deed of non-competition dated 21 February 2024 entered into by our Controlling Shareholders, in favour of our Company (for itself and as trustee for each of its subsidiaries) regarding the non-competition undertaking, further information of which is set out in “Relationship with Controlling Shareholders — Deed of Non-competition” in this document
“Director(s)”	the directors of our Company
“EIT”	the enterprise income tax of the PRC
“EIT Law”	the PRC Enterprise Income Tax Law* (《中華人民共和國企業所得稅法》) adopted by the National People’s Congress of the PRC on 16 March 2007 and become effective on 1 January 2008 and newly amended on 29 December 2018
“Extreme Conditions”	extreme conditions as announced by the government of Hong Kong
“[REDACTED]”	[REDACTED]
“GDP”	gross domestic product

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“[REDACTED]”	[REDACTED]
“Glitter Investments HK”	Glitter Investments Limited, a company incorporated in Hong Kong with limited liability on 11 February 2019, an indirect wholly-owned subsidiary of our Company
“[REDACTED]”	the [REDACTED] and the [REDACTED]
“Group”, “our Group”, “we” or “us”	our Company and our subsidiaries, at the relevant time, or where the context so requires in respect of the period before our Company became the holding company of its present subsidiaries, such subsidiaries as if they were subsidiaries of our Company at the relevant time
“HK\$”, “Hong Kong dollar(s)”, “HKD” or “cents”	Hong Kong dollars and cents respectively, the lawful currency for the time being of Hong Kong
“HK LesiTech”	Hong Kong LesiTech Co., Limited, a company incorporated in Hong Kong with limited liability on 14 May 2018, and an indirect non-wholly owned subsidiary of our Company
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“Hong Kong” or “HK” or “HKSAR”	the Hong Kong Special Administrative Region of the PRC
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Hunan Lesimedia”	Hunan Lesimedia Technology Co., Ltd.* (湖南樂思創信科技有限公司), a company established in the PRC with limited liability on 9 November 2021, and an indirect non-wholly owned subsidiary of our Company
“Hunan Lexiaoyun”	Hunan Lexiaoyun Information Technology Co., Ltd.* (湖南樂效雲信息科技有限公司), a company established in the PRC with limited liability on 11 March 2022, and an indirect non-wholly owned subsidiary of our Company
“IFRS”	the IFRS Accounting Standards issued by International Accounting Standards Board (“IASB”)

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“Independent Third Party(ies)”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) our Group, any Director, chief executive or substantial shareholder (within the meaning of the Listing Rules) of our Company, its subsidiaries or any of their respective associates
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“iResearch”	Shanghai iResearch Co., Ltd., a market research and consulting company, which is an Independent Third Party
“iResearch Report”	an independent market research report, commissioned by our Company on the mobile advertising industry in the PRC and prepared by iResearch
“Jiang Oofy BVI”	Jiang Oofy Holdings Limited, a company incorporated in BVI with limited liability on 27 July 2020, which is solely owned by Mr. Nie and is one of our Controlling Shareholders

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“Jiangsu Wansheng”	Jiangsu Wansheng Weiye Network Technology Co., Ltd.* (江蘇萬聖偉業網絡科技有限公司), a company established in the PRC with limited liability on 15 June 2011 and a wholly-owned subsidiary of Leo Group Co., Ltd.* (利歐集團股份有限公司), shares of which are listed on the Shenzhen Stock Exchange (stock code: 002131), an Independent Third Party
“Jing Sing BVI”	Jing Sing Holdings Limited, a company incorporated in BVI with limited liability on 21 May 2020, which is solely owned by Ms. Shu and is one of our Controlling Shareholders
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Ka Lok BVI”	Ka Lok Holdings Limited, a company incorporated in BVI with limited liability on 16 January 2019, which is owned by (i) Quartet Yutong BVI as to 57.77%, (ii) Remit Sheng BVI as to 35.55%, (iii) Jing Sing BVI as to 6.67% and (iv) Jiang Oofy BVI as to 0.01%, and is one of our Controlling Shareholders
“Khorgos Lechuang”	Khorgos Lechuang Information Technology Co., Ltd.* (霍爾果斯樂創信息科技有限公司), a company established in the PRC with limited liability on 9 January 2017, and an indirect non-wholly owned subsidiary of our Company
“Khorgos Lemon”	Khorgos Lemon Technology Co., Ltd.* (霍爾果斯檸檬科技有限公司), a company established in the PRC with limited liability on 23 July 2020, and an indirect non-wholly owned subsidiary of our Company
“Latest Practicable Date”	20 February 2024, being the latest practicable date for the purpose of ascertaining certain information in this document prior to its publication
“Leyugou Funeng”	Leyuguo Funeng (Ningbo) Technology Co., Ltd.* (樂娛購賦能(寧波)科技有限公司), a company established in the PRC with limited liability on 4 November 2019 and is wholly-owned by Leyugou (Ningbo) Technology Co., Ltd.* (樂娛購(寧波)科技有限公司), which is in turn wholly-owned by Gome Holdings Group Ltd.* (國美控股集團有限公司), an Independent Third Party

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or modified from time to time
“M&A Rules”	Provisions on the Merger and Acquisition of Domestic Enterprises by Foreign Investors* (《關於外國投資者併購境內企業的規定》), which was jointly issued by 6 PRC regulatory agencies, including the MOFCOM, the State Assets Supervision and Administration Commission, SAT, SAMR, CSRC and SAFE on 8 August 2006 and became effective on the same day and was amended by the MOFCOM on 22 June 2009
“Ma Family Trust”	The Ma LM Family Trust, the discretionary trust established by Mr. Ma (as the settler) and Trident Trust (as the trustee) on 3 December 2020 for the benefits of the children and remoter issue of Mr. Ma
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum of Association” or “Memorandum”	the second amended and restated memorandum of association of our Company adopted on 17 October 2022, with effect from 18 October 2022, as amended from time to time
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“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. Ma”	Mr. Ma Liangming (馬良銘), the settlor and protector of the Ma Family Trust, a director of the [REDACTED] Investor and an Independent Third Party
“Mr. Nie”	Mr. Nie Jiang (聶江), an executive Director, our chief operating officer, our joint company secretary and one of our Controlling Shareholders

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“Mr. Yu”	Mr. Yu Canliang (余燦良), an executive Director, our chief executive officer, one of our Controlling Shareholders and the spouse of Ms. Shu
“Mr. Zhao”	Mr. Zhao Libing (趙利兵), an executive Director, our chairman of the Board and one of our Controlling Shareholders
“Ms. Chang”	Ms. Chang Qing (常青), a non-executive Director
“Ms. Shu”	Ms. Shu Qing (舒清), an executive Director, our chief financial officer, one of our Controlling Shareholders and the spouse of Mr. Yu
“National People’s Congress” or “NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“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)
“New Atmedia BVI”	New Atmedia Investments Limited, a company incorporated in the BVI with limited liability on 28 January 2019 and a direct wholly-owned subsidiary of our Company
“New CAC Measures”	Cybersecurity Review Measures (《網絡安全審查辦法》) which came into effect on 15 February 2022
“Nomination Committee”	the nomination committee of the Board
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]

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“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“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》) released by the CSRC on 17 February 2023 and took effect on 31 March 2023
“Personal Information Protection Law”	the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》), as enacted by the SCNPC on 20 August 2021 and has come into effect on 1 November 2021, as amended, supplemented or otherwise modified from time to time
“PRC Company Law”	the Company Law of the PRC (《中華人民共和國公司法》), as enacted by the Standing Committee of the 8th National People’s Congress on 29 December 1993, and subsequently amended on 25 December 1999, 28 August 2004, 27 October 2005 and 28 December 2013 and 26 October 2018, as amended, supplemented or otherwise modified from time to time
“PRC government” or “State”	the central government of the PRC, including all governmental sub-divisions (such as provincial, municipal and other regional or local government entities)
“PRC Legal Adviser”	Jingtian & Gongcheng, our legal advisers as to the PRC laws
“[REDACTED] Investment”	the [REDACTED] investment in our Group pursuant to the [REDACTED] Investment Agreement and as described in “History and development — [REDACTED] Investment” in this document

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“[REDACTED] Investment Agreement”	the share subscription and acquisition agreement dated 10 April 2022 (as amended by a supplemental agreement dated 22 January 2024) entered into by our Company, Glitter Investments HK, Beijing Lesimedia, Mr. Zhao, Mr. Yu, Ms. Shu, Mr. Nie and the [REDACTED] Investor, pursuant to which (i) the [REDACTED] Investor agreed to acquire, and Mr. Zhao, Mr. Yu, Ms. Shu and Mr. Nie agreed to procure the sale of, 5% equity interest in Beijing Lesimedia held by Shanghai Lingxiang, at a consideration of RMB[REDACTED] and (ii) the [REDACTED] Investor agreed to sell, and Glitter Investments HK agreed to acquire, 5% equity interest in Beijing Lesimedia from the [REDACTED] Investor at a consideration of RMB11,010,000, further details of which are set out in “History and development — [REDACTED] Investment” in this document
“[REDACTED] Investor”	Ma LM Assets Management Pte. Ltd., a company incorporated in Singapore with limited liability on 7 December 2020, which is beneficially owned by Trident Trust (as trustee for the Ma Family Trust)
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Quartet Yutong BVI”	Quartet Yutong Holdings Limited, a company incorporated in BVI with limited liability on 22 May 2020, which is solely owned by Mr. Zhao and is one of our Controlling Shareholders
“Regulation S”	Regulation S under the U.S. Securities Act
“Remit Sheng BVI”	Remit Sheng Holdings Limited, a company incorporated in BVI with limited liability on 20 May 2020, which is solely owned by Mr. Yu and is one of our Controlling Shareholders
“Reorganisation”	the corporate reorganisation of our Group conducted in preparation for the [REDACTED], details of which are set out in “History and development — Reorganisation” in this document
“Remuneration Committee”	the remuneration committee of the Board
“RMB” or “Renminbi”	Renminbi, the lawful currency for the time being of the PRC

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“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局), the PRC governmental agency responsible for matters relating to foreign exchange administration, including local branches, when applicable
“SAMR”	the State Administration for Market Regulation (國家市場監督管理總局) (formerly known as the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局))
“SAT”	the State Administration of Taxation of the PRC (中國國家稅務總局)
“SCNPC”	The Standing Committee of the National People’s Congress (全國人民代表大會常務委員會)
“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 modified from time to time
“Shanghai Lingxiang”	Shanghai Lingxiang Enterprise Management Partnership (Limited Partnership)* (上海靈象企業管理合夥企業(有限合夥)) (formerly known as Nanping Tianxiang Enterprise Management Partnership (Limited Partnership)* (南平天象企業管理合夥企業(有限合夥)), a limited partnership established in the PRC on 26 June 2019, which is owned by (i) Mr. Zhao as to approximately 57.68%, (ii) Mr. Yu as to approximately 35.54%, (iii) Ms. Shu as to approximately 6.67%, (iv) Xiamen Haitan as to 0.1% (and as the general partner) and (v) Mr. Nie as to 0.01%
“Shanghai Zhuixia”	Shanghai Zhuixia Information Technology Co., Ltd.* (上海綴夏信息技術有限公司), a company established in the PRC with limited liability on 12 August 2020 and ceased to be our subsidiary upon completion of deregistration on 29 June 2022
“Share Option Scheme”	the share option scheme conditionally adopted by our Company, further details of which are described under “D. Other information — 1. Share Option Scheme” in Appendix IV to this document
“Share(s)”	ordinary share(s) of US\$0.001 each in the share capital of our Company
“Shareholder(s)”	holder(s) of the Share(s)

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“[REDACTED]”	[REDACTED]
“Sole Sponsor”	China Sunrise Capital Limited, a corporation licenced under the SFO to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined in the SFO
“[REDACTED]”	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“[REDACTED]”	[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
“System(s)”	[REDACTED], [REDACTED] or any other platform, facility or system established, operated and/or otherwise provided by or through [REDACTED]
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Track Record Period”	the years ended 31 December 2020, 2021 and 2022 and the nine months ended 30 September 2023
“Trident Trust”	Trident Trust Company (Singapore) Pte. Limited, a company incorporated in Singapore with limited liability and an Independent Third Party, and the trustee to the Ma Family Trust
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[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\$” or “USD”	United States dollars, the lawful currency for the time being of the United States

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“U.S. Person”	has the meaning given to it in Regulation S
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended from time to time
“VAT”	value-added tax
“[REDACTED]”	[REDACTED]
“[REDACTED]”	[REDACTED]
“Xiamen Haitan”	Xiamen Haitan Equity Investment Co., Ltd* (廈門海鄰股權投資有限公司) (formerly known as Nanping Yanping Haishi Enterprise Management Co., Ltd.* (南平延平海石企業管理有限公司)), a company established in the PRC with limited liability on 24 June 2019, which is owned by Mr. Zhao as to 90% and Mr. Yu as to 10%
“%”	per cent

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

In this document, unless otherwise stated, certain amounts denominated in Renminbi have been translated into Hong Kong dollars or U.S. dollars at an exchange rate of RMB0.9222 = HK\$1.00 or HK\$7.85 = US\$1.00, respectively, for illustration purpose only. Such conversions shall not be construed as representations that amounts in Renminbi were or could have been or could be converted into Hong Kong dollars or U.S. dollars at such rates or any other exchange rates on such date or any other date.

If there is any inconsistency between the Chinese names of laws and regulations, governmental authorities, institutions, natural persons or other entities or enterprises established in the PRC and their English translations, the Chinese names shall prevail. The English translation of company or entity names in Chinese or another language which are marked with “” and the Chinese translation of company or entity names in English which are marked with “*” is for identification purpose only.*

Unless otherwise specified, all relevant information in this document assumes no exercise of the [REDACTED] or any option that may be granted under the Share Option Scheme.