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LEEPORT (HOLDINGS) LIMITED

力 豐 (集 團) 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock code: 387)

MAJOR TRANSACTION

REDEMPTION OF SHARES IN FEMTO S.A.R.L.

AND

PROPOSED DECLARATION OF SPECIAL DIVIDEND

THE SHARE REDEMPTION AGREEMENT

The Board is pleased to announce that, on 1 August 2025 (after trading hours), World Leader, a wholly-owned subsidiary of the Company, entered into the Share Redemption Agreement with the Target Company, pursuant to which World Leader has conditionally agreed to sell, and the Target Company has conditionally agreed to redeem, the Target Shares at the consideration of EUR7,500,000 (equivalent to approximately HK\$68,119,000) in cash. As at the date of this announcement, the Target Company indirectly wholly owns Prima.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Share Redemption exceeds 25% but all of them are less than 75%, the Share Redemption constitutes a major transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.44 of the Listing Rules, Shareholders' approval may be obtained by written Shareholders' approval in lieu of convening a general meeting if (a) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Share Redemption Agreement and the transactions contemplated thereunder; and (b) the written approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the issued share capital of the Company having the right to attend and vote at the general meeting to approve the Share Redemption Agreement and the transactions contemplated thereunder.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, no Shareholder has any material interest in the Share Redemption Agreement and the transactions contemplated thereunder, and therefore no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Share Redemption Agreement and the transactions contemplated thereunder.

The Company has obtained the written approval in respect of the Share Redemption from Mr. Lee Sou Leung, Joseph, who is an Executive Director and the controlling shareholder of the Company interested in 171,205,982 Shares (representing approximately 74.41% of the issued share capital of the Company) as at the date of this announcement. Accordingly, no Shareholders' meeting will be convened by the Company to approve the Share Redemption.

A circular containing, among other things, (i) further details about the Share Redemption; and (ii) other information as required under the Listing Rules, is expected to be despatched to the Shareholders, for information purpose only, in accordance with the Listing Rules on or before 21 August 2025.

Shareholders and potential investors of the Company should note that Completion is subject to fulfillment of the condition as set out in the Share Redemption Agreement and the Share Redemption may or may not proceed to Completion. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

INTRODUCTION

The Board is pleased to announce that, on 1 August 2025 (after trading hours), World Leader, a wholly-owned subsidiary of the Company, entered into the Share Redemption Agreement with the Target Company, pursuant to which World Leader has conditionally agreed to sell, and the Target Company has conditionally agreed to redeem, the Target Shares for the consideration of EUR7,500,000 (equivalent to approximately HK\$68,119,000) in cash. As at the date of this announcement, the Target Company indirectly wholly owns Prima.

THE SHARE REDEMPTION AGREEMENT

The principal terms of the Share Redemption Agreement are set out below:

Date of the Share Redemption Agreement

1 August 2025

Parties

- (a) World Leader, as the seller
- (b) The Target Company, as the purchaser

Subject Matter

Pursuant to the Share Redemption Agreement, the Target Company has conditionally agreed to redeem the Target Shares.

Consideration and payment terms

The consideration under the Share Redemption Agreement is EUR7,500,000 (equivalent to approximately HK\$68,119,000), which shall be payable by the Target Company in full and in cash to World Leader in immediate available funds to World Leader's designated bank account on the Redemption Date.

The consideration under the Share Redemption Agreement was determined after arm's length negotiation between World Leader and the Target Company, and primarily based on the appraised value of the Target Shares of EUR7,300,000 as at the Valuation Date, as determined by the Valuer using the market approach based on comparing the value of the Target Shares with the value of the shares of twelve other comparable listed companies, which have similar business nature, revenue segmentation and having sufficient public financial information and trading data, details of which will be set out in the circular to be despatched to the Shareholders.

VALUATION

After considering the use of three valuation approaches, namely the (i) market approach; (ii) cost approach; and (iii) income approach (also known as the discounted cash flow method), the Valuer adopted the market approach for its valuation of the Target Shares for the reasons set out below:

- (i) The income approach provides an indication of value by converting future cash flows to a single current asset value and is commonly applied to an aggregation of assets consisting of all assets of a business enterprise, including working capital and tangible and intangible assets. Value is derived based upon the present worth of economic benefits of ownership of asset. The Valuer did not adopt the income approach as the cash flow projections for the business of the Target Company would require numerous assumptions on projected growth/changes in revenue streams, cost of revenue, operating expenses, administrative expenses, projected movements in working capital balances and expected capital expenditure, which are not easily verifiable, supportable or reliably measured;

- (ii) The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction. Value is established based on cost of reproducing or replacing the asset, less depreciation or amortization from functional and economic obsolescence, if present and measurable. The Valuer did not adopt the cost approach as it considers such approach ignores the economic benefits of ownership of the business of the Target Company; and
- (iii) The market approach provides an indication of value by comparing a business, business ownership interest, security, or intangible asset with identical or comparable subjects for which the pricing information is available. Value is established based on the principle of comparison, meaning that if one thing is similar to another and could be used for the other, then they must be similar. Furthermore, the price of two alike and similar items should be approximate to one another. GPCM is one of the methods under the market approach, which estimates the value of a business by reference to the valuation multiples of publicly listed comparable companies with similar business models, capital structure, risk profiles and growth aspects.

As the GPCM is one of the most commonly used methods for the valuations of private operating companies like the Target Company, the Valuer has adopted the GPCM under the market approach. The multiples applicable to the Target Company are derived with reference to the valuation multiples of comparable companies (the “**Comparable Companies**”) of the Target Company.

Market comparables

To ensure relevance and consistency, the Valuer has selected twelve Comparable Companies meeting the following criteria:

- (i) the revenue from the manufacturing business of laser metalworking machinery and sheet metal processing machinery for the Comparable Companies should account for over 50% of total revenue in their latest financial year prior to the Valuation Date, according to their latest published annual reports and company websites;
- (ii) the financial information of the Comparable Companies must be publicly available; and
- (iii) the Comparable Companies’ historical trading data must be sufficient and available, and the stocks of the Comparable Companies do not have extended periods of trade suspensions.

Details of these Comparable Companies, including their (i) company names, (ii) stock code, (iii) percentage of revenue attributable to metalworking machinery manufacturing business which are for industrial use (the “**Attribute Revenue %**”), (iv) company descriptions and (v) size-adjusted EV/EBITDA as at 30 June 2025 are summarised in the following table:

Name	Stock Code	Attributable Revenue %	Company Description	Size-adjusted EV/EBITDA as at 30 June 2025
Quaser Machine Tools, Inc. (“ Quaser ”)	4563 TT	59%	Quaser Machine Tools, Inc. manufactures metal working machinery products. Quaser produces cutting machinery, welding machinery, molding machinery, and other products.	9.28
Amada Co., Ltd. (“ Amada ”)	6113 JP	75%	Amada Co., Ltd. manufactures metal cutting, forming, shearing, and punching machines. Amada also develops factory automation systems and electronic equipment in addition to machine tools.	5.47
HK Co., Ltd. (“ HK Co ”)	044780 KS	80%	HK Co., Ltd. develops, designs, and manufactures a diverse line of laser machine tools. HK Co’s products include laser cutting machines, laser welding machines, and laser engraving machines.	N/A (Adjusted EV/EBITDA derived to be negative and therefore excluded)
World Precision Machinery Limited (“ World Precision ”)	BWPM SP	87%	World Precision Machinery Limited manufactures and supplies stamping machines and related metal components. World Precision’s other products include bending, cutting and CNC punching machines.	5.08
Bystronic AG (“ Bystronic ”)	BYS SW	100%	Bystronic AG manufactures sheet metal processing equipment. Bystronic offers laser cutting systems, tube processing, press brakes, and automation bending equipment.	N/A (Adjusted EV/EBITDA derived to be negative and therefore excluded)

Name	Stock Code	Attributable Revenue %	Company Description	Size-adjusted EV/EBITDA as at 30 June 2025
Han's Laser Technology Industry Group Co., Ltd. ("Han's Laser")	002008 CH	77%	Han's Laser Technology Industry Group Co., Ltd. develops, manufactures, and markets laser-based products used for cutting, welding, marking, and drilling a wide range of industrial materials.	16.23
Jiangsu Yawei Machine Tool Co., Ltd. ("Jiangsu Yawei")	002559 CH	70%	Jiangsu Yawei Machine Tool Co., Ltd. operates as a diverse metal component and machinery company. Jiangsu Yawei manufactures turret punches, press brakes, shears and sheet metal, and coil metal processing lines.	Not Adopted (Adjusted EBITDA derived to be 22.02; it is considered an outlier under the Grubbs' Test, which excludes multiples disconnected from the core peer group)
Takeda Machinery Co., Ltd. ("Takeda")	6150 JP	73%	Takeda Machinery Co., Ltd. manufactures and wholesales steel related machinery and sheet metal machinery. Takeda's products include frame processors, benders, cutters, and surface treatment machines.	3.90
Okuma Corporation ("Okuma")	6103 JP	97%	Okuma Corporation's main business revolves around CNC machine tools, specifically multitasking machines that integrate various machining processes. Okuma is also known for its product, LASER EX series, which combines subtractive and additive manufacturing capabilities, including laser metal deposition, hardening, and more.	7.33

Name	Stock Code	Attributable Revenue %	Company Description	Size-adjusted EV/EBITDA
				as at 30 June 2025
Yamazen Corporation ("Yamazen")	8051 JP	65%	Yamazen Corporation is a manufacturing and trading company which specializes in machinery and tools. The company provides machine tools including laser cutting machines.	3.46
Nadex Co., Ltd. ("Nadex")	7435 JP	67%	Nadex Co., Ltd. is primarily involved in the manufacturing and sales of welding equipment, with a focus on laser cutting and welding technology as part of its business.	3.98
DMG Mori Co., Ltd. ("DMG Mori")	6141 JP	67%	DMG Mori Co., Ltd. is a manufacturer of machine tools, and their business includes laser technology for various applications. DMG Mori utilise laser technologies in their CNC laser machines, including fiber lasers and ultrashort pulse lasers, for diverse material processing.	7.19

Pricing multiples, adjustments and inputs of the valuation

In the course of valuing the Target Company pursuant to the GPCM, the Valuer has taken into account the EV/EBITDA as the multiple, which is considered by the Valuer as the most appropriate multiple for comparing companies with different financial leverage (debt) since it is less likely to be distorted by non-cash items such as depreciation and amortisation and incorporates both the Target Company's profitability and future earnings expectations, providing a clear benchmark against the other market comparables.

To account for the impact of varying market capitalizations between the comparable companies and the Target Company, the EV/EBITDA ratio was adjusted based on the formula below to reflect the size difference:

$$\frac{1}{\frac{EV}{EBITDA} \text{ Multiple}} + \text{Size Premium } \Delta$$

Size Premium Δ = Size premium of the Target Company — Size premium of each of the Comparable Companies

The average of size-adjusted EV/EBITDA of the selected comparable companies (after excluding outlier) is 6.88. The Valuer has used this as the benchmark multiple to be applied to the valuation of the Target Shares.

As the Comparable Companies differ in size, the Valuer considers that when calculating valuation multiples, adjustments for differences in company size should be considered. In conducting this adjustment exercise, the Valuer has adopted the size premiums for the companies referencing the CRSP Deciles Size Premium Studies by Duff & Phelps. Accordingly, the distinct size premiums are assigned based on market capitalization categories: 0.66% for Mid Cap, 1.24% for Low Cap, and 2.91% for Micro Cap companies.

Discount for Lack of Marketability

DLOM is commonly considered in the valuations of privately held companies to reflect difference in the marketability of the shares of the subject private companies and that of the selected publicly traded comparable companies. The Valuer selected the appropriate DLOM based on the latest available 2024 Stout Restricted Stock Study on Determining Discount for Lack of Marketability, which incorporated an examination of 779 private placement transactions of unregistered common stock, with and without registration rights, issued by publicly traded companies from July 1980 through March 2024. The discount of 20.4% implied by these 779 private placement transactions in comparison with the corresponding publicly traded common stocks is generally considered an appropriate proxy for DLOM for closed held private businesses.

Key Assumptions

In the course of the valuation of the Target Shares, the following specific key assumptions and caveats have been made by the Valuer:

- (i) It is assumed that the Target Company will continue to operate as a laser and sheet metal processing machinery manufacturer in the foreseeable future;
- (ii) It was assumed that the financial and operational information and information on the capital structure of the Target Company provided by the Company are accurate and truthful;
- (iii) As the financial statements of the Target Company and Prima as at 30 June 2025 are not available to us, and the audited financial statements as at 31 December 2024 of Prima were issued on 14 April 2025, the Valuer has principally relied upon the financial statements of the Target Company and Prima as at 31 December 2024 to conduct the valuation. It is assumed that the annualised net profits and the financial positions of the Target Company and Prima did not change materially from 31 December 2024 to the Valuation Date;

- (iv) It was assumed that the difference of the book values of assets and liabilities of the Target Company and Prima between the last reporting date and the Valuation Date would be immaterial;
- (v) It was assumed that other than Prima, the Target Company did not have any other subsidiaries that held material assets and/or liabilities as of the Valuation Date;
- (vi) It was assumed that there were no hidden or unexpected conditions associated with the assets valued that might adversely affect the reported value;
- (vii) There would be no major changes in existing political, legal, fiscal or economic conditions in the country or district where the business was in operation;
- (viii) There would be no major changes in the current taxation law in the areas in which the Target Company carried on its business, that the rate of tax payable remains unchanged and that all applicable laws and regulations would be complied with;
- (ix) The inflation, interest rates and currency exchange rates would not differ materially from those presently prevailing;
- (x) The Target Company would retain their management and technical personnel to maintain their ongoing operations;
- (xi) There would be no major business disruptions through international crisis, industrial disputes, industrial accidents or severe weather conditions that would affect the existing business;
- (xii) The Target Company would remain free from claims and litigation against the business or its customers that would have a material impact on the valuation;
- (xiii) The Target Company were unaffected by any statutory notice and the operation of the business would not give rise to any contravention of any statutory requirements; and
- (xiv) The laser and sheet metal processing machinery manufacturing business was not subject to any unusual or onerous restrictions or encumbrances.

Condition precedents

Completion of the Share Redemption is conditional upon:

- (i) obtaining the written approval of the Shareholders pursuant to Rule 14.44 of the Listing Rules; and
- (ii) the Target Company EGM.

Completion

Subject to the condition precedents having been satisfied, Completion is expected to take place on or around 1 August 2025 (Luxembourg time).

Upon Completion, World Leader will cease to hold any Target Shares.

INFORMATION ON WORLD LEADER AND THE COMPANY

World Leader is a limited liability company incorporated in Hong Kong. It is principally engaged in investment holding and is a wholly-owned subsidiary of the Company.

The Company is incorporated in Bermuda with limited liability. The principal activities of the Group comprise the distribution and maintenance of a wide range of machine tools, sheetmetal machinery, electronics equipment, precision measuring instruments, cutting tools, professional tools and other equipment for the manufacturing industry in Hong Kong, the PRC and Southeast Asia.

INFORMATION ON THE TARGET COMPANY

The Target Company is a private company incorporated under the laws of Luxembourg with limited liability (*société à responsabilité limitée*) (Registration Number: B270139). As of the date of this announcement, the Target Company is investment-holding in nature and wholly owns Prima Industrie S.p.A. (“**Prima**”), a company incorporated in Italy with limited liability and a major supplier of sheetmetal machinery to the Group. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Target Company is majority owned indirectly as to (i) 46.8% by Alpha 7 and (ii) 46.8% by Peninsula Investments.

Alpha 7 is established under the laws of Luxembourg. It is a private equity fund managed by Alpha Private Equity Funds Management Company S.à r.l. (“**Alpha Management**”), a limited liability company incorporated under the laws of Luxembourg. As advised by the Target Company, Alpha Management is majority owned by Bender Invest SCSp, which in turn is managed by MIPA Invest SA. MIPA Invest SA is not individually controlled by any single shareholder. As advised by the Target Company and based on publicly available information, the Alpha group is a private equity group specialising in mid-cap operations in continental Europe. Its investment portfolio includes companies within the sectors of industrial manufacturing, consumer and leisure, fashion and design and service and distribution. Alpha 7 has a wide investor base which includes institutional investors such as pension funds, insurance companies, banks, endowments and funds of funds as well as family offices and entrepreneurs.

Peninsula Investments is established under the laws of Luxembourg. It is a private equity investment vehicle managed by Peninsula Capital S.à r.l., a limited liability company incorporated under the laws of Luxembourg. As advised by the Target Company, Peninsula Capital is a pan-European private equity firm, mainly focused on Southern European markets (Italy, Spain and France) on behalf of top tier institutional investors in the retail, industrial, transportation, healthcare, technology and financial sectors. The sole limited partner of Peninsula Investments is Qatar Investment Authority, the sovereign fund of the state of Qatar.

Financial Information

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, as at the date of this announcement, the Target Company is an investment holding company which wholly owns Prima with no other commercial activities, and as the Target Company is exempted from preparing consolidated accounts in accordance with the current legal and regulatory requirements in Luxembourg, its annual accounts are prepared on a non-consolidated basis.

Given that the Prima Group is the sole operating subsidiary of the Target Company, the financial position of which is not consolidated in the annual accounts of the Target Company, for clarity and completeness, the profit/loss before and after taxation as well as the net asset value of each of (i) the Target Company and (ii) the Prima Group, as at 31 December 2023 and 2024 are set out below.

The Target Company

According to the unaudited financial statements of the Target Company prepared in accordance with IFRS for the two years ended 31 December 2023 and 2024, the profit/loss before and after taxation of the Target Company for the two years ended 31 December 2023 and 2024 and its net asset value as at 31 December 2023 and 2024 are set out below:

	For the year ended/ As at 31 December 2023 (unaudited) EUR	For the year ended/ As at 31 December 2024 (unaudited) EUR
Profit / (Loss) before taxation	(188,000) (approximately HK\$(1,646,000))	(21,000) (approximately HK\$(172,000))
Profit / (Loss) after taxation	(193,000) (approximately HK\$(1,690,000))	(26,000) (approximately HK\$(213,000))
Net asset value	194,962,000 (approximately HK\$1,706,892,000)	194,936,000 (approximately HK\$1,595,649,000)

The Prima Group

According to the audited consolidated financial statements of the Prima Group prepared in accordance with IFRS for the two years ended 31 December 2023 and 2024, the profit/loss before and after taxation of the Prima Group for the two years ended 31 December 2023 and 2024 and its net asset value as at 31 December 2023 and 2024 are set out below:

	For the year ended/ As at 31 December 2023 (audited) EUR	For the year ended/ As at 31 December 2024 (audited) EUR
Profit / (Loss) before taxation	243,000 (approximately HK\$2,127,000)	13,101,000 (approximately HK\$107,238,000)
Profit / (Loss) after taxation	(2,465,000) (approximately HK\$21,581,000)	8,027,000 (approximately HK\$65,705,000)
Net asset value	191,921,000 (approximately HK\$1,680,268,000)	207,335,000 (approximately HK\$1,697,141,000)

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiry, the Target Company and its ultimate beneficial owners are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE SHARE REDEMPTION

The Board has regularly evaluated the global economic prospects and reviewed the Group's investment portfolio. After considering the volatility of the global economy as a result of geopolitical tension, heightened policy uncertainty and increased trade costs, as well as taking into account the Group's current financial position, the Directors are of the view that the Share Redemption presents an advantageous opportunity for the Group.

World Leader acquired the Target Shares in February 2023 at a consideration of EUR5,000,000. By disposing of the Target Shares at the consideration of EUR7,500,000, the Group will be able to realise and lock in the appreciated value it has gained over time. The Share Redemption will generate additional working capital for the Group, reduce gearing and finance costs of the Company and allow the Group to allocate more resources to its other existing businesses.

Following the Completion, (i) the Group's net gearing ratio is expected to be reduced from approximately 21.7% as at 31 December 2024 to approximately 12.4 %; and (ii) taking into account that approximately HK\$44,763,000 of the net proceeds will be utilised as general working capital of the Group as detailed above, which will in turn reduce the need of bank borrowing to the same extent, the finance cost is expected to be reduced by approximately HK\$938,000 during the second half of the year ending 31 December 2025.

The terms of the Share Redemption Agreement were arrived at after arm's length negotiation between World Leader and the Target Company. Based on the foregoing, the Directors consider that the terms of the Share Redemption Agreement are on normal commercial terms, which are fair and reasonable and in the interest of the Company and its Shareholders as a whole.

FINANCIAL EFFECTS OF THE SHARE REDEMPTION AND INTENDED USE OF PROCEEDS

The carrying value of the Target Shares as shown in the audited consolidated accounts of the Company as at 31 December 2024 was HK\$70,000,000, as compared to the carrying value of EUR7,300,000 (equivalent to approximately HK\$67,000,000) as at 30 June 2025 as determined by the independent professional valuer.

Immediately after Completion, the Company will cease to have any interest in the Target Shares and the value of the Target Shares will no longer be recognised in the audited consolidated accounts of the Group.

Subject to review and confirmation by the auditors, based on the consideration of EUR7,500,000 (equivalent to approximately HK\$68,119,000) less the carrying value of the Target Shares at EUR7,300,000 (approximately HK\$67,000,000) as at 30 June 2025 before any related expenses, the Directors expect to recognise a gain from the Share Redemption for the second half of the year ending 31 December 2025. It is estimated that the net proceeds from the Share Redemption (after deduction of professional fees and ancillary expenses) would be approximately HK\$67,771,000.

The Company intends to use the net proceeds from the Share Redemption in the following manner:

- (i) EUR4,928,000 (equivalent to approximately HK\$44,763,000), representing approximately 66.1% of the net proceeds, will be used as general working capital of the Group; and
- (ii) EUR2,533,000 (equivalent to approximately HK\$23,008,000), representing approximately 33.9% of the net proceeds, will be used for distribution of the Special Dividend to the Shareholders.

As of 31 December 2024, the Group had term loans from banks that are due for repayment within one year of approximately HK\$52.8 million. These loans are all revolving loans and have been kept rolling over with the banks without the need for permanent repayment. Considering the revolving nature of these loans coupled with additional unutilised loan facilities offered by the banks, the Board is of the view that declaring the Special Dividend, rather than applying the entire proceeds from the Share Redemption solely for general working capital, would be more favourable for the Shareholders as it will generate immediate return to them.

PROPOSED DECLARATION OF SPECIAL DIVIDEND

Subject to the written approval of the Shareholders and Completion, the Board intends to declare a Special Dividend of HK\$0.1 per Share to the Shareholders whose names appear on the register of members of the Company on a record date to be determined.

As at the date of this announcement, the total number of issued Shares (assuming no issue of new Shares or repurchase of Shares on or before the record date of the Special Dividend) of the Company is 230,076,062. The total amount of the Special Dividend, if paid out, will be approximately HK\$23,008,000. Further announcement(s) regarding book close dates, record date and payment date of the Special Dividend will be made as and when appropriate.

IMPLICATIONS UNDER THE LISTING RULES

As one or more of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Share Redemption exceeds 25% but all of them are less than 75%, the Share Redemption constitutes a major transaction of the Company under Chapter 14 of the Listing Rules, and is subject to the reporting, announcement, circular and shareholders' approval requirements under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.44 of the Listing Rules, Shareholders' approval may be obtained by written Shareholders' approval in lieu of convening a general meeting if (a) no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Share Redemption Agreement and the transactions contemplated thereunder; and (b) the written approval has been obtained from a Shareholder or a closely allied group of Shareholders who together hold more than 50% of the issued share capital of the Company having the right to attend and vote at the general meeting to approve the Share Redemption Agreement and the transactions contemplated thereunder.

As at the date of this announcement, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, no Shareholder has any material interest in the Share Redemption Agreement and the transactions contemplated thereunder, and therefore no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of the Share Redemption Agreement and the transactions contemplated thereunder.

The Company has obtained a written approval in respect of the Share Redemption from Mr. Lee Sou Leung, Joseph, who is an Executive Director and the controlling shareholder of the Company interested in 171,205,982 Shares (representing approximately 74.41% of the issued share capital of the Company) as at the date of this announcement. Accordingly, no Shareholders' meeting will be convened by the Company to approve the Share Redemption.

A circular containing, among other things, (i) further details about the Share Redemption; and (ii) other information as required under the Listing Rules, is expected to be despatched to the Shareholders, for information purpose only, in accordance with the Listing Rules on or before 21 August 2025.

Shareholders and potential investors of the Company should note that Completion is subject to fulfillment of the condition as set out in the Share Redemption Agreement and the Share Redemption may or may not proceed to Completion. Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Alpha 7”	Alpha Private Equity Fund 7 (SCA) SICAR, a corporate partnership limited by shares and an investment company in risk capital established under the laws of Luxembourg
“Alpha Management”	has the meaning ascribed to it under the section headed “ <i>Information on the Target Company</i> ”
“Board”	the board of Directors
“Company”	Leeport (Holdings) Limited, a company incorporated under the laws of Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange (stock code: 387)
“Comparable Companies”	has the meaning ascribed to it under the section headed “ <i>Valuation</i> ”
“Completion”	completion of the Share Redemption in accordance with the terms of the Share Redemption Agreement
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“DLOM”	discount for lack of marketability
“EUR”	Euro, the official currency of the European Union
“EV/EBITDA”	enterprise value-to-earnings before interest, tax, depreciation and amortization
“GPCM”	guideline public company method
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the official currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

“IFRS”	International Financial Reporting Standards issued by the International Accounting Standards Board endorsed by the European Union and by the relevant local legislation and regulations
“Independent Third Party(ies)”	third party(ies) and their ultimate beneficial owner(s) which are independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Peninsula Investments”	Peninsula Investments, S.C.A., a joint-stock company limited by shares incorporated under the laws of Luxembourg
“PRC”	the People’s Republic of China and for the purpose of this announcement, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Prima”	has the meaning ascribed to it under the section headed “ <i>Information on the Target Company</i> ”
“Prima Group”	Prima and its subsidiaries
“Redemption Date”	the date of the Target Company EGM
“Share Redemption”	the redemption of the Target Shares by the Target Company pursuant to the terms and conditions of the Share Redemption Agreement
“Share Redemption Agreement”	the conditional share redemption agreement dated 1 August 2025 entered into between World Leader and the Target Company in relation to the Share Redemption
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Special Dividend”	the special cash dividend of HK\$0.1 per Share to be declared and paid by the Company to the Shareholders subject to the passing of an ordinary resolution by the Shareholders and Completion
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Target Company”	FEMTO S.à r.l., a private limited liability company incorporated under the laws of Luxembourg (<i>Société à responsabilité limitée</i>) (Registration Number: B270139)
“Target Company EGM”	the extraordinary general meeting of the shareholders of the Target Company to be held on or around 1 August 2025 (Luxembourg time) to approve the Share Redemption
“Target Group”	the Target Company and its subsidiaries
“Target Shares”	500,000 Class C Shares of the Target Company that are held by World Leader, representing approximately 2.55% of the total issued share capital in the Target Company as at the date of this announcement
“Valuation Date”	30 June 2025
“Valuation Report”	the valuation report in respect of the Target Shares dated 1 August 2025 issued by the Valuer
“Valuer”	APAC Asset Valuation and Consulting Limited, an independent professional valuer engaged by the Company to perform the valuation of the Target Shares, with over 10 years professional experience of providing comprehensive and all-rounded valuation and consultancy services to private and public companies, business owners, accounting firms, asset management companies, investment funds and small and medium enterprises
“World Leader”	World Leader Limited, a limited liability company incorporated under the laws of Hong Kong (Business Registration Number: 35018783) and a wholly-owned subsidiary of the Company as at the date of this announcement
“%”	per cent.

For the purpose of this announcement, the exchange rate at EUR1.00 = HK\$9.0825 has been used (with the exception of the financial information of the Target Company and the Prima Group for the year ended 31 December 2023 and 31 December 2024, where the exchange rates at EUR1.00 = HK\$8.755 and EUR1.00 = HK\$8.1855 have been used respectively), where applicable, for illustration purpose only.

Certain amounts and percentage figures included in this announcement have been subject to rounding adjustments.

By Order of the Board
Leeport (Holdings) Limited
Chan Ching Huen, Stanley
Executive Director and Company Secretary

Hong Kong, 1 August 2025

As at the date of this announcement, the executive Directors are Mr. LEE Sou Leung, Joseph and Mr. CHAN Ching Huen, Stanley, Mr. POON Yiu Ming, the non-executive Director Ms. TSE Sui Yin, Sally and the independent non-executive Directors are Mr. ZAVATTI Salvatore, Mr. WONG Tat Cheong, Frederick and Mr. KRACHT Jurgen Ernst Max.

* *For identification purpose only*