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## **LERADO GROUP (HOLDING) COMPANY LIMITED**

**(隆成集團(控股)有限公司)\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1225)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “SGM”) of Lerado Group (Holding) Company Limited (the “Company”) will be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Tuesday, 10 November 2015 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments the following resolutions which will be proposed as ordinary resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 26 October 2015 (the “Circular”)):

#### **AS ORDINARY RESOLUTIONS**

1. **“THAT**

- (i) the authorised share capital of the Company be increased from HK\$100,000,000 (divided into 1,000,000,000 ordinary shares of nominal value of HK\$0.1 each (“Shares”)) to HK\$1,000,000,000 (divided into 10,000,000,000 Shares) by the creation of 9,000,000,000 additional Shares, and that each such new Share, upon issue, shall rank *pari passu* in all respects with the existing issued Shares and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association and bye-laws of the Company (“**Increase in the Authorised Share Capital**”); and
- (ii) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute and deliver all such documents, including under the seal of the Company, where applicable, as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of the Increase in the Authorised Share Capital.”

\* *for identification purpose only*

2. “**THAT** subject to and conditional upon (i) The Stock Exchange of Hong Kong Limited granting or agreeing to grant (subject to allotment) and not having withdrawn or revoked the listing of, and permission to deal in, all the Offer Shares (as defined below) by no later than the Prospectus Posting Date (as defined in the circular of the Company dated 26 October 2015 (“**Circular**”)); (ii) the filing and registration of all relevant documents with the Registrar of Companies in Hong Kong by no later than the Prospectus Posting Date (as defined in the Circular); and (iii) the Underwriting Agreement (as defined below) not being terminated by the Underwriter (as defined in the Circular) pursuant to the terms thereof on or before the Latest Time for Termination (as defined in the Circular):
- (a) the allotment and issue of not less than 2,879,030,172 Shares and not more than 2,960,330,172 Shares (“**Offer Shares**”) by way of open offer (“**Open Offer**”) at a subscription price of HK\$0.15 per Offer Share on the basis of three (3) Offer Shares for every one (1) existing Share to the holders of the Shares (“**Qualifying Shareholders**”) whose names appear on the register of members of the Company on Tuesday, 24 November 2015 (or such other date as the Underwriter (as defined below) (“**Record Date**”) may agree with the Company) other than those Shareholders of the Company whose names appear on the register of members of the Company at the close of business on the Record Date and whose addresses as shown on such register are outside Hong Kong whom the directors of the Company, based on legal advice provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Offer Shares to such shareholders on account either of legal restrictions under the laws of the relevant places or the requirements of the relevant regulatory body or stock exchange in those places (“**Non-Qualifying Shareholders**”) as described in further detail in the Circular and on and subject to such terms and conditions as may be determined by the directors of the Company and otherwise pursuant to and subject to the fulfilment of the conditions set out in the underwriting agreement (“**Underwriting Agreement**”) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 14 August 2015 and made between the Company and Gransing Securities Co., Limited (“**Underwriter**”), and the transactions contemplated thereunder, be and are hereby approved;
  - (b) the board of directors of the Company (“**Board**”) or a committee thereof be and is/are hereby authorised to allot and issue the Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangement in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirement of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
  - (c) the entering into the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified in all respects and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Offer Shares, if any, by the Underwriter) be and are hereby approved, confirmed and ratified; and

- (d) any one or more of the directors of the Company be and is/are hereby authorised to sign and execute and deliver any such documents and do all such acts and things incidental to the Open Offer as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to the Open Offer, the Underwriting Agreement and the transactions contemplated thereunder or in this resolution.”

By the order of the Board  
**Lerado Group (Holding) Company Limited**  
**Huang Ying Yuan**  
*Chairman*

Hong Kong, 26 October 2015

*Notes:*

- (1) Any Shareholder of the Company entitled to attend and vote at the SGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his or her stead. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him/her behalf. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy of that power or authority) must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.
- (3) Completion and delivery of a form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the instrument appoint a proxy shall be deemed to be revoked.
- (4) Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the SGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
- (5) A form of proxy for use at the SGM is attached herewith.
- (6) Any voting at the SGM shall be taken by poll.
- (7) The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other.
- (8) As at the date hereof, the executive directors of the Company are Mr. HUANG Ying Yuan, Mr. HUANG Shen Kai, Mr. CHEN Chun Chieh and Mr. LAI Kin Chung, Kenneth; and the independent non-executive directors of the Company are Mr. MAK Kwong Yiu, Mr. YE Jianxin and Mr. CHERN Shyh Feng.