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Lerado Financial Group Company Limited

隆成金融集團有限公司

(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 Financial Group Company Limited (the “**Company**”) will be held at 9:00 a.m. on Friday, 12 August 2016 at Portion 2, 12/F., The Centre, 99 Queen’s Road Central, Central, Hong Kong or at any adjournment thereof, for the purpose of considering and, if thought fit, passing (with or without amendment) the following resolutions of the Company (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 27 July 2016):

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting approval of the listing of, and permission to deal in, the Consolidated Shares (as defined below), with effect from the business day (as defined below) immediately following the business date on which this resolution is passed:
 - (a) every five (5) issued and unissued shares of HK\$0.1 each in the share capital of the Company be consolidated into one (1) share of HK\$0.5 each (the “**Consolidated Share**”) in the share capital of the Company (the “**Share Consolidation**”);
 - (b) the Consolidated Shares shall rank *pari passu* in all respects with each other and have the same rights and privileges as regards dividend, capital, redemption, attendance at meetings, voting, etc. and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company;

- (c) all fractional Consolidated Shares will be disregarded and will not be issued to the holders of the existing shares of HK\$0.1 each in the share capital of the Company but all fractional Consolidated Shares will be aggregated, sold and retained for the benefit of the Company, if possible and applicable; and
- (d) the directors of the Company be and are hereby generally authorised to do all such acts, deeds and things and execute all such documents, including under the seal of the Company, where applicable, as they may consider necessary or expedient to complete, implement and give effect to any and all the arrangements set out in this resolution.

For the purpose of this resolution, “business day” means a day on which commercial banks in Hong Kong are generally open for business (other than Saturday, Sunday and public holiday).”

2. **“THAT**

- (i) Subject to the Share Consolidation becoming effective, the authorised share capital of the Company be increased from HK\$1,000,000,000 (divided into 2,000,000,000 Consolidated Shares of nominal value of HK\$0.5 each) to HK\$5,000,000,000 (divided into 10,000,000,000 Consolidated Shares of nominal value of HK\$0.5 each) by the creation of an additional 8,000,000,000 Consolidated Shares, and that each such new Consolidated Share, upon issue, shall rank *pari passu* in all respects with the Consolidated Shares in issue 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 (the **“Increase in 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 Authorised Share Capital.”

3. **“THAT** conditional upon fulfilment or waiver (where applicable) of the conditions of the Underwriting Agreement (as defined below):

- (a) the allotment and issue of not less than 1,535,482,758 Consolidated Shares and not more than 1,547,952,006 Consolidated Shares (in their nil-paid and fully-paid form) (the **“Rights Shares”**) by way of rights issue (the **“Rights Issue”**) at a subscription price of HK\$0.2 per Rights Share on the basis of two (2) Rights Shares for every one Consolidated Share to the qualifying holders of the Shares (the **“Qualifying Shareholders”**) of the Company whose names appear on the register of members of the Company on Wednesday, 24 August 2016 (or such later date as the Company and the Underwriters (as defined below) may agree to be the record date for such Rights Issue) (the **“Record Date”**) other than those shareholders with addresses on the Record Date are outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place (the **“Non-Qualifying Shareholders”**) as

described in further details in the Company's circular dated 27 July 2016 and on and subject to such terms and conditions as may be determined by the Directors and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the "**Underwriting Agreement**" including all supplemental agreement(s) relating thereto, if any) (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 29 June 2016 and made between the Company and Black Marble Securities Limited and Mak Kwong Yiu as underwriters (collectively, the "**Underwriters**"), and the transactions contemplated thereunder, be and are hereby approved;

- (b) any one Director be and is hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Non-Qualifying Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
- (c) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company be and are hereby approved;
- (d) the absence of arrangements for application for the Rights Shares by the Qualifying Shareholders in excess of their entitlements under the Rights Issue (the "**EA Absence**") be and are hereby approved, confirmed and ratified; and
- (e) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the EA Absence, the Underwriting Agreement and the transactions contemplated thereunder or in this resolution."

By order of the Board
Lerado Financial Group Company Limited
Mak Kwong Yiu
Chairman

Hong Kong, 27 July 2016

Notes:

1. Any shareholder entitled to attend and vote at the SGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, 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 the SGM (or any adjournment thereof).
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 appointing 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 were 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 person authorized to sign the same.

As at the date of this notice, the executive directors of the Company are Mr. MAK Kwong Yiu (Chairman and Chief Executive Officer), Mr. HUANG Ying Yuan (Honorary Chairman), Mr. CHEN Chun Chieh, Mr. HUANG Shen Kai and Mr. LAI Kin Chung, Kenneth; and the independent non-executive directors of the Company are Mr. LAM Chak Man, Mr. YE Jianxin, Mr. CHERN Shyh Feng and Mr. HSU Hong Te.