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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 THE 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 Shanghai Room I, Level 8, Langham Place Hotel, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on 16 September 2014 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the agreement dated 16 June 2014 (the “**Agreement**”) entered into between Lerado Group Limited (the “**Seller**”), a wholly-owned subsidiary of the Company, and the Company entered into the Agreement with Maxi Miliaan BV (the “**Buyer**”) and Dorel Industries Inc., pursuant to which the Seller has conditionally agreed to sell, and the Buyer has conditionally agreed to buy, the issued shares of each of the eight wholly-owned subsidiaries of the Company, namely (1) Glory Time Investments Limited, (2) Lerado Overseas Limited, (3) Lerado Success Inc., (4) Lerado China Limited, (5) Lerado Global (MCO) Limited, (6) Actfaster International Limited, (7) Lerado Industrial Limited, and (8) Link Treasure Limited at a consideration of HK\$930 million (subject to adjustment), a copy of the Agreement is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, and the transactions contemplated under the Agreement, be and are hereby approved, confirmed and ratified; and

* *For identification purposes only*

- (b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute the Agreement and all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the Agreement.”
2. “**THAT** Mr. Huang Shen Kai be re-elected as an executive director of the Company.”

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

Hong Kong, 28 August 2014

Notes:

1. A form of proxy for use at the SGM is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be lodged at the office of the of the Company’s Hong Kong branch share registrar, 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 adjourned meeting thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Where there are joint registered holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, whether in person or by proxy, the joint registered holder present whose name stands first on the register of members in respect of the shares shall be accepted to the exclusion of the votes of the other registered holders.

As at the date of this notice, the executive directors of the Company are Mr. Huang Ying Yuan, Mr. Huang Shen Kai and Mr. Chen Chun Chieh; the independent non-executive directors of the Company are Mr. Lim Pat Wah, Patrick, Mr. Huang Zhi Wei and Mr. Mak Kwong Yiu.