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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed security dealer or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for independent advice.

If you have sold or transferred all your shares in Lerado Financial Group Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or the transferee or to the licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Dealings in the Shares may be settled through CCASS established and operated by HKSCC. You should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.



Lerado Financial Group Company Limited

隆成金融集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1225)

MAJOR TRANSACTION IN RELATION TO THE PROVISION OF FINANCIAL ASSISTANCE AND NOTICE OF SPECIAL GENERAL MEETING

Terms used in this cover shall have same meanings as defined in this circular.

A letter from the Board is set out on pages 3 to 8 of this circular. A notice convening the SGM to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Hong Kong, on Thursday, 26 June 2025 immediately following the conclusion of the annual general meeting of the Company is set out on pages SGM-1 to SGM-4 of this circular. A form of proxy for use at the SGM, together with the reply slip, is enclosed with this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish but the authority of your proxy will be invalidated forthwith.

23 May 2025

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DEFINITIONS

In this circular, the following terms and expressions shall have the following meanings unless the context otherwise requires:

“Announcement”	The announcement of the Company dated 31 March 2025 in relation to the provision of Loans
“Board”	the board of Directors
“Borrowers”	Borrower under the respective Renewed Confirmation
“Company”	Lerado Financial Group Company Limited, of which the shares are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	20 May 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Lender”	BlackMarble Capital Limited, the then indirect wholly-owned subsidiary of the Company which held a licensed money lender under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) at all the material times
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Renewed Confirmation(s)”	such renewal confirmations entered into between the Lender and the respective Borrower for the renewal of the loans which constituted a major transaction of the Company under Chapter 14 of the Listing Rules
“SFO”	Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong)

DEFINITIONS

“SGM”	a special general meeting to be held by the Company to consider and, if thought fit, approve, among other things, each of the Renewed Confirmation and the transactions contemplated thereunder
“Shareholders”	holders of the Shares
“Shares”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

LETTER FROM THE BOARD



Lerado Financial Group Company Limited

隆成金融集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1225)

Executive Directors:

Mr. CHEN Chun Chieh

Ms. HO Kuan Lai

Mr. LEUNG Kam Por, Ken

Registered Office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

Independent Non-Executive Directors:

Mr. YU Tat Chi Michael

Mr. YANG Haihui

Mr. LAM Williamson

Principal Place of Business in Hong Kong:

Flat F&G, 4/F., Golden Sun Centre

59-67 Bonham Strand West

Sheung Wan, Hong Kong

23 May 2025

To the Shareholders,

Dear Sirs,

**MAJOR TRANSACTION IN RELATION TO
THE PROVISION OF FINANCIAL ASSISTANCE
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement.

Between 7 April 2023 and 30 March 2024, the Lender, an indirect wholly-owned subsidiary of the Company and a registered money lender in Hong Kong as lender, in the ordinary course of business of the Group, entered into Renewed Confirmations for provision of loans to various individuals and corporations as borrowers on such terms and conditions therein contained.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information relating to, among other things, (i) further details of the Renewed Confirmations and the transactions contemplated thereunder; (ii) other information required to be disclosed under the Listing Rules; and (iii) a notice of the SGM.

THE RENEWED CONFIRMATIONS

Appendix I of this circular sets out the principal terms and conditions of the loans under the Renewed Confirmations.

All loans under the Renewed Confirmations are unsecured and there is also no guarantee provided for such loans.

INFORMATION OF THE BORROWERS

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Borrower, its ultimate beneficial owner(s) and the respective guarantors were all third parties independent of the Company and its connected persons.

INFORMATION OF THE COMPANY, THE GROUP (INCLUDING THE LENDER)

The Company is an investment holding company incorporated in Bermuda with limited liability and its shares are listed on the Main Board of the Stock Exchange.

The Group is principally engaged in (i) manufacturing and distribution of medical care products and plastic toys; (ii) securities brokerage, margin financing and underwriting and placements and provision of asset management services; and (iii) provision of loan services and other financial services.

At all the material times, the Lender was a registered money lender holding a valid money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) and had been principally engaged in the business of money lending services. Provision of the loans had been transactions carried out as part of the ordinary and usual course of business activities of the Group.

REASONS FOR AND BENEFITS OF ENTERING INTO THE RENEWED CONFIRMATIONS

The terms of each of the Renewed Confirmation (including the interest rate which are ranging from 7% to 10%) were arrived at after arm's length negotiations between the Lender and each of the Borrower having taken into account the original terms in relation to the loan, the prevailing market interest rates and practices. Each of the Renewed Confirmation was entered into by the Lender having regard to (i) the costs of borrowing in providing of loan to each of the Borrower; and (ii) the interest income to be generated under each of the Renewed Confirmation.

LETTER FROM THE BOARD

The Board assessed the renewal applications on a case-by-case basis, aiming to quantify and minimise the risk of loan recovery.

In relation to each loan renewal, the Group would carry out the following due diligence procedures:

A credit assessment report by independent professional firm which mainly contains bankruptcy or winding up search and litigation search, would be prepared for the approval by the Group. The most updated information includes but not limited to the repayment record of the Borrower, and the identification proof of the Borrower would be obtained from the Borrower. The Group would perform credit assessment based on the information as stated in the credit assessment report. First and foremost, the Group would consider the creditworthiness of each of the Borrower by taking into account the total amount of repayment made by such Borrower, the timing of the interest repayment and the repayment plan.

The Company would also perform the following detailed analysis and ongoing monitoring exercises in considering the approval of loan renewal. The Company would communicate with the Borrower and enquire about additional information including but not limited to the reason for renewal, use of borrowed funds and repayment plan, etc. The enhanced due diligence regarding the repayment ability of each of the Borrower would be performed including but not limited to obtaining the proof of source of income and the proof of net-worth such as tax demand note, tax return, bank statement, payroll slip, employer's letter, employment contract, rental income receipt, tenancy agreement, financial statements, and auditor's report (where applicable).

The Group had carried out such due diligence procedures before entering into the Renewed Confirmation with the Borrowers.

The terms of the Renewed Confirmations, including the extension of maturity date, were arrived after arm's length negotiations and are on normal commercial terms.

In view of the above, the Directors consider that the entering of the Renewed Confirmations are in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATION

Based on the Renewed Confirmations, each of the twenty-two loans under the Renewed Confirmation exceeded 25% but was less than 100% based on the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules. Accordingly, each of the loan under the Renewed Confirmation constituted a major transaction of the Company and was subject to the reporting, announcement, and shareholders' approval requirements under Chapter 14 of the Listing Rules.

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SGM

The SGM will be convened and held at Portion 2, 12/F, The Centre, 99 Queen's Road Central, Hong Kong on Thursday, 26 June 2025 immediately following the conclusion of the annual general meeting of the Company for the Shareholders to consider and, if thought fit, to approve the Renewed Confirmation and the transactions contemplated thereunder (including but not limited to the renewal of loans).

The notice convening the SGM is set out on pages SGM-1 to SGM-4 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. Voting on the proposed resolution at the SGM will be taken by poll.

The transfer books and register of members of the Company will be closed from Monday, 23 June 2025 to Thursday, 26 June 2025, both days inclusive to determine the entitlement of the Shareholders to attend at the SGM, during which period no share transfers can be registered. All transfers of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 24 June 2025.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, there is, and in the past twelve months prior to the entering of the Renewed Confirmations, save as the existing loans to be renewed under the Renewed Confirmations, there has been, no material loan arrangement between (a) each of the Borrowers; and (b) the Company, any connected person at the Company's level and/or any connected person of the Company's subsidiaries involved in the transaction.

The Board confirms that to the best of their knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis. There was no Shareholder or any of his associates has any interest in the Renewed Confirmations and the transactions (including but not limited to the loans) contemplated thereunder, no Shareholder is required to abstain from voting in respect of the proposed ordinary resolution to approve the Renewed Confirmations at the SGM.

LETTER FROM THE BOARD

ACTIONS AND MEASURES TAKEN OR ADOPTED BY THE COMPANY

The Company had failed to promptly comply with the notification, announcement, and shareholders' approval requirements under the Listing Rules regarding the transactions contemplated under the Renewed Confirmations (the “**Non-Compliance Matters**”).

The Company would stress that such Non-Compliance Matters were unintentional, it was a genuine belief by the then senior management of the Lender at the material time that loan renewal of each of the Renewed Confirmation would not fall under the notifiable transactions specified in Chapter 14 of the Listing Rules.

To avoid recurrence of the Non-Compliance Matters, and to ensure the Company will fully comply with the requirements under Chapter 14 of the Listing Rules, the Company will take the following remedial measures:

- (1) the Company has examined and closely monitored the latest status of all loans provided to the third parties from time to time (including but not limited to the original maturity date, the outstanding balance of any loan and the amount of unpaid interest, if any) to ascertain whether such loan(s) if extended, on a standalone or aggregated basis, will constitute notifiable transaction(s) of the Company under Chapter 14 of the Listing Rules by calculating the size tests at the particular date(s) of renewal of such loans. As such, all loans, when extended, will be assessed again for notifiable transactions under Chapter 14 of the Listing Rules to prevent re-occurrence of the Non-Compliance Matters. The Group has assigned two persons including an administrative officer and a director of the Lender who have experiences in money lending business to handle each loan transaction. When the administrative officer prepares the list and calculate the size test, the director of the Lender will counter check the completeness and correctness of the data by referring to the original loan agreements and the previous renewal confirmation (if any) and the size test. The compliance of the Listing Rules in relation to each loan renewal will be reviewed by the Company Secretary. Such measure has been in place as of the Latest Practicable Date.
- (2) The Company has enhanced its written policy and procedure on notifiable transactions to regulate the procedures on identification, approval and disclosure and monitoring of the notifiable transactions by requiring the subsidiaries of the Company to provide the list of all proposed transactions, including provision and renewal of loans, with the material terms which include the name of the borrower, the principal of the loan, the interest rate of the loan, the original maturity date, the outstanding balance of the loan and the amount of unpaid interest and if such loan is secured or if there is any guarantee provided together with the related size test, to the Company Secretary for review. Such policy has been distributed to the relevant personnel(s) of the Lender and that the relevant personnel(s) have acknowledged in writing that they have

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received such written policy and procedure, they understand the policy and procedure and will implement the same on all notifiable transactions including provision and renewal of loans. The Company Secretary should review and ascertain if those transactions will be conducted in compliance with the applicable requirements under the Listing Rules and the relevant rules and regulations. Such transactions can be executed if they do not fall within the notifiable transactions under the Listing Rules. If a transaction is identified as a notifiable transaction, the related documentation be reported to the Board for approval and that such transactions can only be executed having approved by the Board. In view that the involvement of the Company Secretary who is conversant with the Listing Rules to double check the compliance of the loan transactions, the Company considers that such a measure is suffice to address the non-compliance issue. Such enhance policy and procedure has been in place as of the Latest Practicable Date.

- (3) the Company will arrange external legal advisers to provide ongoing trainings on legal and regulatory requirements applicable to the transactions of the Group which may fall under Chapter 14 and Chapter 14A of the Listing Rules including the full scope of notifiable transactions and connected transactions, in particular, on the loan transactions of the Group to the Directors, senior management and relevant employees of the Group in addition to the regular continuous professional development that the directors are required to attend on a yearly basis. All relevant personnels responsible for identification the notifiable transactions including the Company Secretary and staff of the subsidiaries are required to attend. The training was done on 15 May 2025.

In view of the above remedial actions, the Directors consider that the implementation of such remedial measures will strengthen and reinforce the knowledge of the responsible staff, management and Directors and will improve the compliance ability of the Company and would prevent reoccurrence of similar non-compliance incidents.

RECOMMENDATION

Having considered the reasons set out herein, the Directors consider that the Renewed Confirmations were entered into after arm's length negotiation and the terms of the Renewed Confirmations are on normal commercial terms and fair and reasonable and in the interests of the Company and Shareholders as a whole. Accordingly, the Directors would have recommended the Shareholders to vote in favour of the ordinary resolution(s) to be proposed at the SGM to approve the Renewed Confirmations and the transactions contemplated thereunder.

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ADDITIONAL INFORMATION

Your attention is drawn to the additional information contained in the appendices to this circular.

By order of the Board
Lerado Financial Group Company Limited
MAN Yun Wah
Company Secretary

APPENDIX I

DETAILS OF THE RENEWED CONFIRMATIONS

No.	Date	Borrower	Amount of Loan <i>HK\$'000</i>	Interest per annum	Original Maturity Date	Latest Renewal Date	Latest Maturity Date	Amounts repaid prior to the Renewal Date <i>HK\$'000</i>
Renewed Confirmation 1	13 June 2016	Yan Xiaotong	18,273	10.00%	12 June 2017	13 June 2023	12 June 2024	1,484
Renewed Confirmation 2	22 June 2016	Gong Wenping	32,398	8.00%	21 June 2017	17 April 2023	20 June 2024	1,460
Renewed Confirmation 3	23 June 2016	Zhu Weiling	31,752	8.00%	22 June 2017	18 April 2023	21 June 2024	2,100
Renewed Confirmation 4	23 June 2016	Huang Binghua	31,752	8.00%	22 June 2017	18 April 2023	21 June 2024	2,100
Renewed Confirmation 5	28 June 2016	Deng Xin	31,725	8.00%	27 June 2017	19 April 2023	26 June 2024	2,100
Renewed Confirmation 6	15 August 2016	Lin Weibing	11,703	8.00%	14 August 2017	15 August 2023	14 August 2024	5,075
Renewed Confirmation 7	31 October 2016	Hongkong Dien Limited	9,617	8.00%	30 October 2017	31 October 2023	30 October 2024	4,825
Renewed Confirmation 8	22 November 2016	Lin Aihua	12,099	8.00%	22 November 2017	22 May 2023	21 May 2024	6,621
Renewed Confirmation 9	18 January 2017	Li Yong	15,453	8.00%	17 January 2018	18 January 2024	17 January 2025	900
Renewed Confirmation 10	1 March 2017	Chen Shaojie	28,941	7.00%	28 February 2018	29 February 2024	28 February 2025	1,400
Renewed Confirmation 11	8 March 2017	Liang Jianming	21,533	7.00%	7 March 2018	7 March 2024	7 March 2025	1,200
Renewed Confirmation 12	10 March 2017	Wu Wentong	27,487	7.00%	9 March 2018	9 March 2024	9 March 2025	1,300
Renewed Confirmation 13	20 March 2017	Yan Yanqin	18,044	8.00%	19 March 2018	19 March 2024	19 March 2025	1,380
Renewed Confirmation 14	7 April 2017	Chen Dan	19,678	8.00%	16 April 2018	7 April 2023	6 April 2024	1,300
Renewed Confirmation 15	11 April 2017	Cai Xueqing	15,226	8.00%	10 April 2018	11 April 2023	10 April 2024	900
Renewed Confirmation 16	26 April 2017	Wu Wenkui	20,310	8.00%	25 April 2018	26 April 2023	25 April 2024	600
Renewed Confirmation 17	26 April 2017	Lin Mei	15,144	8.00%	25 April 2018	26 April 2023	25 April 2024	5,766
Renewed Confirmation 18	27 April 2017	Zeng Changqing	19,800	9.00%	26 April 2018	27 April 2023	26 April 2024	300
Renewed Confirmation 19	27 April 2017	Chen Zhibiao	19,550	9.00%	26 April 2018	27 April 2023	26 April 2024	550
Renewed Confirmation 20	19 May 2017	He Guangzhen	14,279	9.00%	18 May 2018	19 May 2023	18 May 2024	8,411
Renewed Confirmation 21	22 May 2017	Cai Haibin	25,747	9.00%	21 May 2018	22 May 2023	21 May 2024	1,600
Renewed Confirmation 22	31 March 2021	Ip Kei Sang	<u>15,304</u>	10.00%	30 March 2022	30 March 2024	30 March 2025	400
Total amount of loans:			<u><u>455,815</u></u>					

1. CONSOLIDATED FINANCIAL STATEMENTS

The financial information of the Group for each of the two financial years ended 31 December 2022 and 2023 were disclosed in the annual reports of the Company for the years ended 31 December 2022 (pages 51 to 158) and 2023 (pages 36 to 131) respectively and for the financial year ended 31 December 2024 in its results announcement published on 31 March 2025 on both the website of the Stock Exchange (www.hkexnews.hk) and the Company (www.lerado.com). Please refer to the hyperlinks as stated below:

2022 annual report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0427/2023042705326.pdf>

Supplemental announcement of 2022 annual report

<https://www1.hkexnews.hk/listedco/listconews/sehk/2023/1003/2023100303362.pdf>

2023 annual report:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0430/2024043001815.pdf>

Supplemental announcement of 2023 annual report

<https://www1.hkexnews.hk/listedco/listconews/sehk/2024/1202/2024120203058.pdf>

2024 annual results announcement:

<https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0331/2025033102597.pdf>

2. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is principally engaged in (i) manufacturing and distribution of medical care products and plastic toys; (ii) securities brokerage, margin financing and underwriting and placements and provision of asset management services; and (iii) provision of loan services and other financial services.

As disclosed in 2024 financial results announcement dated 31 March 2025 of the Company, revenue of the Group amounted to approximately HK\$157.20 million for the year ended 31 December 2024. Gross profit and net loss for the Group amounted to approximately HK\$98.34 million and approximately HK\$174.30 million respectively for the year ended 31 December 2024. Total assets and total equity amount to approximately HK\$824.71 million and approximately HK\$249.25 million respectively as at 31 December 2024.

The Group has endeavored to develop and expand the financial sectors, including, money lending business, financing leasing and securities brokerage business in Hong Kong and the PRC. In order to further expand the business, the Company will focus on the existing businesses and wish to participate in providing other financial services, including but not limited to providing corporate finance, asset management, financial planning services, which can leverage with the Group's existing financial sectors.

The Group will adopt cautious flexible strategy to face the market changes. Going forward, with a view to achieving better return and enhancing the expansion of the Group, the Group will keep focus on the existing business and look for potential investment opportunities to diversify its business scope and leverage with the Group's business.

3. INDEBTEDNESS STATEMENT

Unlisted bonds and other liabilities

At the Latest Practicable Date, the Group had aggregate outstanding borrowings comprising (i) unsecured and unguaranteed bonds of HK\$363.10 million; (ii) trade and other payables in the sum of HK\$189.73 million; (iii) lease liabilities in the sum of HK\$0.88 million; and (iv) tax payable in the sum of HK\$9.06 million.

Save as disclosed, there are no any other borrowings or indebtedness in the nature of borrowing of the Company including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments, distinguishing between guaranteed, unguaranteed, secured and unsecured borrowings and debt.

Contingent liabilities

As at the Latest Practicable Date, the Company did not have any significant contingent liabilities.

4. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the existing cash and bank balances and the present internal resources available, the Group has sufficient working capital for its present requirements and for at least twelve months from the date of this circular in the absence of unforeseen circumstances.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

As at the Latest Practicable Date, none of the Directors, or the chief executive of the Company had interests or short positions in the shares, underlying shares and/or debentures (as the case may be) of the Company or its associated corporations (within the meaning of Part XV of the SFO which shall be recorded and maintained in the register pursuant to section 352 of the SFO, or which shall be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the “**Model Code**”).

3. SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as known to the Directors and the chief executive of the Company, the persons (other than the Directors and chief executives of the Company) who had an interest or short position in the Shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or held any option in respect of such capital:

Name of Shareholder	Capacity	Number of issued ordinary shares held (Note a)	Percentage of the issued share capital of the Company
Mr. Lai Shu Fun, Francis Alvin (Note b)	Interest of a corporation controlled	18,000,000 (L)	7.82%
Opus Platinum Growth Fund	Beneficial owner	18,000,000 (L)	7.82%

Note:

- (a) The Letter “L” denotes a long position.
- (b) Mr. Lai Shu Fun, Francis Alvin is indirectly interested in approximately 40.03% of the total issued share capital of Opus Platinum Growth Fund. Therefore Mr. Lai Shu Fun, Francis Alvin is deemed to be interested in the 18,000,000 shares held by Opus Platinum Growth Fund.

Save as disclose above, as at the Latest Practicable Date, the Directors and chief executives of the Company were not aware of any person (other than the Directors and chief executives of the Company) who had an interest or short position in the Shares or underlying shares with would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

4. DIRECTORS’ SERVICE CONTRACTS

As at the Latest Practicable date, none of Directors of the Company had entered or proposed to entered into any service contracts with the any member of the Group, excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. MATERIAL CONTRACTS

No material contracts (not being contract entered into in the ordinary course of business) were entered into by members of the Group within two years immediately preceding up to and including the Latest Practicable Date.

6. NO MATERIAL ADVERSE CHANGE

The Directors confirm that, as at the Latest Practicable Date, there were no material adverse changes in the financial or trading positions of the Group since 31 December 2024, the date to which the latest published audited consolidated financial statements of the Group were made up.

7. MATERIAL LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in other litigations or arbitration or claims which would materially and adversely affect the operations of the Company and no litigation, arbitration or claim which would materially and adversely affect the operations of the Company is known to the Directors to be pending or threatened by or against any member of the Group.

8. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective associates had any business or interests in business, apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

9. DIRECTORS' INTEREST IN CONTRACTS AND ASSETS

None of the Directors are interested in any contract or arrangement entered into by the Company or any of its subsidiaries which contract or arrangement is subsisting at the Latest Practicable Date and which is significant in relation to the business of the Group.

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 December 2024, the date to which the latest published audited consolidated financial statements of the Group were made up, acquired or disposed of by, or leased to the Company or any of its subsidiaries, or are proposed to be acquired or disposed of by, or leased to the Company or any of its subsidiaries.

10. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.learado.com) for 14 days from the date of this circular:

- (a) the annual reports of the Company for the two years ended 31 December 2022 and 2023 the annual results announcement for the financial year ended 31 December 2024;
- (b) the Renewed Confirmations being contracts pertaining to the transactions; and
- (c) this circular.

11. MISCELLANEOUS

- (a) The principal activity of the Company is an investment holding company. The Group is principally engaged in (i) manufacturing and distribution of medical care products and plastic toys; (ii) securities brokerage, margin financing and underwriting and placements and provision of asset management services; and (iii) provision of loan services and other financial services.
- (b) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (c) The registered office of the Company is situate at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.

- (d) The Company's branch share registrar in Hong Kong is Tricor Investor Services Limited which is situated at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (e) The principal share registrar of the Company is Conyers Corporate Services (Bermuda) Limited which is situated at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda.
- (f) The principal place of business of all Directors and authorized representatives of the Company is situated at Flat F&G, 4/F., Golden Sun Centre, 59-67 Bonham Strand West, Sheung Wan, Hong Kong.
- (g) The secretary of the Company is Man Yun Wah ("**Mr. Man**"). Mr. Man holds a Bachelor's Degree in Business Administration and Management and a Master's Degree in Corporate Governance. He is currently an associate member of both the Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. Mr. Man has extensive working experience in the company secretarial profession.
- (h) The English text of this circular and the accompanying form of proxy shall prevail over the respective Chinese text in the case of inconsistency.

NOTICE OF SGM



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 IS HEREBY GIVEN that a special general meeting (the “SGM”) of the Lerado Financial Group Company Limited (the “Company”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 26 June 2025 immediately following the conclusion of the annual general meeting of the Company, to consider and, if thought fit, pass the following ordinary resolutions (with or without modification):

ORDINARY RESOLUTIONS

“THAT:

1. the Renewed Confirmation 1 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
2. the Renewed Confirmation 2 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
3. the Renewed Confirmation 3 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
4. the Renewed Confirmation 4 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
5. the Renewed Confirmation 5 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
6. the Renewed Confirmation 6 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;

NOTICE OF SGM

7. the Renewed Confirmation 7 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
8. the Renewed Confirmation 8 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
9. the Renewed Confirmation 9 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
10. the Renewed Confirmation 10 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
11. the Renewed Confirmation 11 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
12. the Renewed Confirmation 12 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
13. the Renewed Confirmation 13 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
14. the Renewed Confirmation 14 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
15. the Renewed Confirmation 15 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
16. the Renewed Confirmation 16 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
17. the Renewed Confirmation 17 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;

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18. the Renewed Confirmation 18 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
19. the Renewed Confirmation 19 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
20. the Renewed Confirmation 20 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
21. the Renewed Confirmation 21 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
22. the Renewed Confirmation 22 (as defined in the circular of the Company dated 23 May 2025) and the transactions contemplated thereunder (including but not limited to the loan) be and are hereby approved;
23. any one director of the Company be and is hereby authorised to do all such act or things and sign all such documents, as he/she may in his/her absolute discretion consider necessary or desirable, to give effect to the Renewed Confirmations and the transactions contemplated thereunder (including but not limited to the loans).”

By order of the Board
Lerado Financial Group Company Limited
MAN Yun Wah
Company Secretary

Registered office:
Clarendon House
2 Church Street Hamilton HM11
Bermuda

*Headquarter and principal place
of business in Hong Kong:*
Flat F&G, 4/F., Golden Sun Centre
59-67 Bonham Strand West
Sheung Wan, Hong Kong

Hong Kong, 23 May 2025

NOTICE OF SGM

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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 authorised to sign the same.

As at the date of this notice, the executive Directors of the Company are Mr. CHEN Chun Chieh, Ms. HO Kuan Lai and Mr. LEUNG Kam Por Ken; and the independent non-executive Directors are Mr. YU Tat Chi Michael, Mr. YANG Haihui and Mr. LAM Williamson.