



## LERADO GROUP (HOLDING) COMPANY LIMITED

(隆成集團(控股)有限公司)\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1225)

### Second Form of proxy for the Annual General Meeting (or any adjournment thereof)

I/ We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ Shares of HK\$0.10 each in the capital of  
LERADO GROUP (HOLDING) COMPANY LIMITED (“the Company”), **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him, the Chairman of the meeting as my/our proxy to attend and vote for me/us and on my/our behalf at the  
Annual General Meeting (or at any adjournment thereof) of the Company to be held at Pacific Room, 2nd Floor, Island  
Pacific Hotel, 152 Connaught Road West, Hong Kong on 23 May 2014 at 2:30 p.m. (the “Meeting”) for the purpose of  
considering and, if thought fit, passing the resolutions set out in the revised notice convening the said meeting (or any  
adjournment thereof) and to vote for me/us in my/our name(s) in respect of the said resolutions as indicated below or, if no  
such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To receive and consider the audited consolidated financial statements and the reports of the directors and independent auditor for the year ended 31 December 2013.		
2.	To re-elect Mr. Chen Chun Chieh as an executive director.		
3.	To re-elect Mr. Huang Zhi Wei as an independent non-executive director.		
4.	To re-elect Mr. Mak Kwong Yiu as an independent non-executive director.		
5.	To authorise the board of directors to fix the remuneration of the Directors.		
6.	To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company and to authorise the board of directors to fix their remuneration.		
7.	To give a general mandate to the board of directors to allot and issue additional shares not exceeding 20 per cent. of the issued share capital of the Company.		
8.	To give a general mandate to the board of directors to repurchase shares of the Company not exceeding 10 per cent. of the issued share capital of the Company.		
9.	To extend the general mandate given to the board of directors to allot and issue additional shares of an amount not exceeding the amount of shares repurchased by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signature(s)<sup>5</sup> \_\_\_\_\_

\* For identification purposes only

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy (the “**Second Form of Proxy**”) will be deemed to relate to all the shares of the Company registered in your name(s).
3. Insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided. **If no name is inserted, the Chairman of the meeting will act as your proxy.** Any member entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company. Any alteration made to this Second Form of Proxy must be initialled by the person who signs it.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast your vote at his/ her discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. This Second Form of Proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holding.
7. To be valid, this Second Form of Proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited (the “Share Registrar”), at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the meeting.
8. **IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY (THE “FIRST FORM OF PROXY”) WHICH WAS SENT TOGETHER WITH THE CIRCULAR AND THE NOTICE OF THE MEETING (THE “NOTICE OF MEETING”) BOTH DATED 21 MARCH 2014 SHOULD NOTE THAT:**
  - (a) **If no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution(s) properly put to the Meeting other than those referred to in the Notice of AGM and the First Form of Proxy, including the resolutions for the re-election of Mr. HUANG Zhi Wei and Mr. MAK Kwong Yiu as directors of the Company set out in this revised notice of meeting and the Second Form of Proxy.
  - (b) **If the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
  - (c) **If the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolutions. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.**
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish.
10. Shareholders are advised to read the Circular dated 21 March 2014 and the supplemental circular of the Company dated 7 May 2014, which contain information concerning the resolutions to be proposed in this revised Notice of Meeting.