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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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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 transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSAL FOR REMOVAL OF DIRECTORS,
PROPOSAL FOR APPOINTMENT OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of Lerado Financial Group Company Limited to be held at the Portion 2, 12/F, The Center, 99 Queen's Road Central, Hong Kong on Wednesday, 10 February 2021 at 10:00 a.m. is set out on pages 12 to 14 of this circular.

Whether or not you intend to be present and vote at the special general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54 Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the special general meeting or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting at the special general meeting in person should you so wish. If you attend and vote at the special general meeting, the authority of your proxy will be revoked.

26 January 2021

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix – Details of Directors Proposed for Appointment	7
Notice of Special General Meeting	12

DEFINITIONS

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

“Announcement”	the update announcement of the Company dated 25 January 2021 in relation to, among other matters, the progress of the resumption of trading of Shares of the Company and the resumption conditions
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company, and “Bye-law” shall mean a bye-law of the Bye-laws
“Company”	Lerado Financial Group Company Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Ex-Executive Director A”	Mr. Mak Kwong Yiu, former chairman of the Board, chief executive officer and executive Director
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Implicated Persons”	collectively, Ex-Executive Director A and the Three Companies
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 January 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, which for the purpose of this circular, excludes Hong Kong, the Macau Administrative Region of the People’s Republic of China and Taiwan

DEFINITIONS

“Proposed Appointment of Directors”	the proposed appointment of (i) each of Mr. CHEN Chun Chieh, Ms. HO Kuan Lai and Mr. LEUNG Kam Por Ken as executive Director, and (ii) each of Mr. YU Tat Chi Michael, Mr. YANG Haihui and Mr. LAM Williamson as independent non-executive Director
“Proposed Removal of Directors”	the proposed removal of (i) each of Mr. CHEN Chun Chieh, Ms. HO Kuan Lai and Mr. LEUNG Kam Por Ken from his/her office as executive Director, and (ii) each of Mr. YU Tat Chi Michael, Mr. YANG Haihui and Mr. LAM Williamson from his office as independent non-executive Director
“Remuneration Committee”	the remuneration committee of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“SGM”	the special general meeting of the Company to be held at the Portion 2, 12/F, The Center, 99 Queen’s Road Central, Hong Kong on Wednesday, 10 February 2021 at 10:00 a.m., for the purpose of considering and if thought fit, approving the resolutions proposed in this circular
“Share(s)”	share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Three Companies”	Checkmate Finance HK Limited, Focus On Limited and Wealth Success Holdings Limited

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

Independent non-executive Directors:

Mr. YU Tat Chi Michael

Mr. YANG Haihui

Mr. LAM Williamson

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Principal place of business
in Hong Kong:*

20/F

Skyway Centre

23-25 Queen's Road West

Sheung Wan, Hong Kong

26 January 2021

To: the Shareholders of the Company

Dear Sir or Madam,

**PROPOSAL FOR REMOVAL OF DIRECTORS,
PROPOSAL FOR APPOINTMENT OF DIRECTORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement, in relation to, among other matters, the progress of the resumption of trading of Shares of the Company and the resumption conditions.

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the SGM relating to the Proposed Removal of Directors and the Proposed Appointment of Directors.

LETTER FROM THE BOARD

PROPOSALS FOR REMOVAL AND APPOINTMENT OF DIRECTORS

At a Board meeting held on 22 January 2021, the Board resolved to convene the SGM for the purpose of considering and approving the Proposed Removal of Directors and the Proposed Appointment of Directors in accordance with its Bye-laws.

Reason for the Proposed Removal of Directors and the Proposed Appointment of Directors

Given that one of the conditions for the resumption of trading of the Shares requested by the Securities and Futures Commission of Hong Kong was that the incumbent Directors shall seek Shareholders' approval of their directorships in the SGM and that the votes by the Implicated Persons will not be counted towards the vote at the SGM, resolutions of the Proposed Removal of Directors and the Proposed Appointment of Directors, with effect on the date of the SGM or 10 March 2021 (as the case may be), shall be put forth for the Shareholders to vote.

In the event that all of the Directors are removed from the Board pursuant to the results of the SGM, the independent non-executive Directors shall continue to remain on the Board until the effective date of their removal on 10 March 2021, and during such period, such Directors will consider the composition of the Board and endeavour to make appropriate arrangements to appoint new Directors as soon as practicable.

Applicable laws and procedures

Pursuant to Bye-law 86(4) of the Bye-laws, the Shareholders may, at any general meeting convened and held in accordance with these Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his/her removal.

Accordingly, ordinary resolutions regarding the Proposed Removal of Directors will be presented at the SGM in accordance with the Bye-laws.

Pursuant to Bye-law 86(5) of the Bye-laws, a vacancy on the Board created by the removal of a Director under the provisions of Bye-law 86(4) of the Bye-laws may be filled by the election or appointment by the Shareholders at the meeting at which such Director is removed to hold office until the next following general meeting of the Company and shall then be eligible for re-election at such meeting.

Accordingly, ordinary resolutions regarding the Proposed Appointment of Directors will be presented at the SGM in accordance with the Bye-laws. The Directors appointed or elected at the SGM shall be eligible for re-election at the next following general meeting of the Company.

LETTER FROM THE BOARD

SGM

At the SGM, ordinary resolutions for the Proposed Removal of Directors and the Proposed Appointment of Directors will be proposed. The notice of SGM is set out on pages 12 to 14 of this circular. All the resolutions proposed to be approved at the SGM will be taken by poll in accordance with the Listing Rules. Further announcement on the poll results of the SGM will be made by the Company in compliance with the Listing Rules.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you intend to be present and vote at the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54 Hopewell Centre, 183 Queen's Road East, 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. The completion and delivery of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof if you so wish.

VOTING AT SGM BY WAY OF POLL

If you attend and vote at the SGM, the authority of your proxy will be revoked. Pursuant to Rule 13.39(4) of the Listing Rules, voting by the Shareholders at the SGM will be by poll, except where the chairman of the SGM, in good faith, decides to allow a resolution which related purely to a procedural or administrative matter to be voted by a show of hands.

According to one of the conditions for the resumption of trading of the Shares, the votes by the Implicated Persons will not be counted towards the vote on any of the resolutions at the SGM.

So far as the Directors are aware and having made all reasonable enquiries, save as disclosed above, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolutions to be proposed at the SGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Friday, 5 February 2021 to Wednesday, 10 February 2021, both days inclusive. In order to be eligible for attending and voting at the SGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54 Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Thursday, 4 February 2021.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors (including all the independent non-executive Directors) take a neutral stance as to the resolutions to be proposed at the SGM on the Proposed Removal of Directors and the Proposed Appointment of Directors, as set out in the notice of SGM.

Yours faithfully,
By Order of the Board
Lerado Financial Group Company Limited
Ho Kuan Lai
Executive Director

The following are the particulars of the Directors proposed to be appointed pursuant to Bye-law 86(5) of the Bye-laws at the SGM.

MR. CHEN CHUN CHIEH

Mr. CHEN Chun Chieh (“**Mr. Chen**”), aged 44, was appointed an executive director of the Company on 3 April 2008. Mr. Chen obtained a master’s degree in business administration from Lawrence Technical University, U.S.A. Mr. Chen has been working for the Group since 2002 and was participating in business development in the PRC market. Mr. Chen is responsible for the strategic planning of the Group.

Mr. Chen does not have any interest in the Shares within the meaning of Part XV of the SFO and has no relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company.

Mr. Chen has not entered into a director service agreement with the Company. For the year ended 31 December 2019, Mr. Chen received an emolument of approximately HK\$1,320,000, which was determined by the Board with reference to his duties and experience.

Mr. Chen did not hold any other position in the Company or any directorship in any listed public companies in the last three years.

MS. HO KUAN LAI

Ms. HO Kuan Lai (“**Ms. Ho**”), aged 49, is currently an associate member of the Singapore Institute of Chartered Secretarial & Administrator. She had been a non-executive director of Laura Ashley Holdings (a company listed on the main board of the London Stock Exchange, stock code: ALY) between 17 June 2013 and 3 August 2014, and an executive director of Morning Star Resources Limited (a company listed on the main board of the Stock Exchange, stock code: 542) between 1 February 2010 and 7 October 2010 and previously held senior management position of a sizable group of companies in Malaysia and United Kingdom. Ms. Ho has abundant experience in management of sizable group of companies.

Ms. Ho does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and Ms. Ho has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

The Company has entered into a service agreement with Ms. Ho. For the year ended 31 December 2019, Ms. Ho received an emolument of approximately HK\$960,000, which was determined by the Board with reference to her duties and experience.

Save as disclosed above, Ms. Ho does not hold any other position in the Company or any other member of the Group, nor any directorship in any listed public companies in the last three years.

MR. LEUNG KAM POR KEN

Mr. LEUNG Kam Por Ken (“**Mr. Leung**”), aged 41, holds a bachelor of engineering degree from Hong Kong Polytechnic University. Mr. Leung held a number of senior positions in various organizations including management consulting firm, licensed corporation and conglomerate. He has over 15 years of senior managerial experience of which 4 years working for licensed corporation to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Future Ordinance, and 3 years working as a director of a sizable company which mainly carries on money lending business. He also has extensive experience in different industries and is specializing in manufacturing, supply chain, finance, money lending, business consultancy and general management.

Mr. Leung does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and Mr. Leung has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

The Company has entered into a service agreement with Mr. Leung. For the year ended 31 December 2019, Mr. Leung received an emolument of approximately HK\$231,000, which was determined by the Board with reference to his duties and experience.

Save as disclosed above, Mr. Leung does not hold any other position in the Company or any other member of the Group, nor any directorship in any listed public companies in the last three years.

MR. YU TAT CHI MICHAEL

Mr. YU Tat Chi Michael (“**Mr. Yu**”), aged 56. Mr. Yu holds a bachelor of commerce degree from the University of New South Wales, Australia. He is a fellow member of the CPA Australia and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yu is also a founding member of The Hong Kong Independent Non-Executive Director Association. Mr. Yu has many years of experience in accounting, corporate finance and asset management. He had held senior management positions in several listed companies in Hong Kong. He is currently an independent non-executive director of Golden Resources Development International Limited (a company listed on the Main Board of the Stock Exchange, stock code: 677) since 30 August 2012, EVOC Intelligent Technology Company Limited (a company listed on the Main Board of the Stock Exchange, stock code: 2308) since 30 May 2016, Applied Development Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 519) since 14 September 2016, China Netcom Technology Holdings Limited (a company listed on GEM of the Stock Exchange, stock code: 8071) since 31 August 2017 and Unity Investments Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 913) since 17 August 2020. Mr. Yu has extensive experience in the field of accounting. The Company considers that Mr. Yu can provide independent and comprehensive advice to the Company.

No service agreement or letter of appointment was entered into between Mr. Yu and the Company. For the year ended 31 December 2019, Mr. Yu received an emolument of approximately HK\$216,000, which was determined by the Board with reference to his duties and experience.

Mr. Yu does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and Mr. Yu has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Yu does not hold any other position in the Company or any other member of the Group, nor any directorship in any listed public companies in the last three years.

MR. YANG HAIHUI

Mr. YANG Haihui (“**Mr. Yang**”), aged 29. Mr. Yang holds a bachelor of software engineering from the Beijing Normal University, Zhuhai. He currently serves managerial position of Jinshang Capital Investment Management Co. Ltd., primarily responsible for risk management in terms of investment, lending and product portfolio. He has extensive experience in risk management. The Company considers that Mr. Yang can provide independent advice to the Company and enhance the risk management of the Company.

No service agreement or letter of appointment was entered into between Mr. Yang and the Company. For the year ended 31 December 2019, Mr. Yang received an emolument of approximately HK\$120,000, which was determined by the Board with reference to his duties and experience.

Mr. Yang does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and Mr. Yang has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Yang does not hold any other position in the Company or any other member of the Group, nor any directorship in any listed public companies in the last three years.

MR. LAM WILLIAMSON

Mr. LAM Williamson (“**Mr. Lam**”), aged 46, has been appointed as an independent non-executive Director with effect from 20 July 2018. Mr. Lam is a fellow member of The Hong Kong Institute of Certified Public Accountants and a member of the CPA (Australia). He holds a bachelor of business degree from Monash University, Australia and a master of professional accounting degree from the Hong Kong Polytechnic University. Mr. Lam had held directorships and senior finance positions in various listed companies in Hong Kong. Mr. Lam is currently an independent non-executive director of Elife Holdings Limited (a company listed on the Main Board of the Stock Exchange, stock code: 223) since 1 January 2011.

No service agreement or letter of appointment was entered into between Mr. Lam and the Company. For the year ended 31 December 2019, Mr. Lam received an emolument of approximately HK\$144,000, which was determined by the Board with reference to his duties and experience.

Mr. Lam does not have any interests in the shares of the Company within the meaning of Part XV of the SFO, and Mr. Lam has no relationships with any directors, senior management or substantial or controlling shareholders of the Company.

Save as disclosed above, Mr. Lam does not hold any other position in the Company or any other member of the Group, nor any directorship in any listed public companies in the last three years.

OTHERS

There is no other information relating to the above Directors that is required to be disclosed pursuant to Rule 13.51(2) sub-paragraphs (h) to (v) of the Listing Rules, and save as disclosed in this circular, there is no other matter in relation to their proposed reappointment which needs to be brought to the attention of the Shareholders.

NOTICE OF SPECIAL GENERAL MEETING



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 the Portion 2, 12/F, The Center, 99 Queen’s Road Central, Hong Kong on Wednesday, 10 February 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “That Mr. CHEN Chun Chieh be and is hereby removed as a director of the Company with immediate effect.”
2. “That Ms. HO Kuan Lai be and is hereby removed as a director of the Company with immediate effect.”
3. “That Mr. LEUNG Kam Por Ken be and is hereby removed as a director of the Company with immediate effect.”
4. “That Mr. YU Tat Chi Michael be and is hereby removed as a director of the Company with effect from 10 March 2021.”
5. “That Mr. YANG Haihui be and is hereby removed as a director of the Company with effect from 10 March 2021.”
6. “That Mr. LAM Williamson be and is hereby removed as a director of the Company with effect from 10 March 2021.”

NOTICE OF SPECIAL GENERAL MEETING

7. “That conditional upon the above resolution 1 being duly passed, Mr. CHEN Chun Chieh be and is hereby appointed as an executive director of the Company with immediate effect.”
8. “That conditional upon the above resolution 2 being duly passed, Ms. HO Kuan Lai be and is hereby appointed as an executive director of the Company with immediate effect.”
9. “That conditional upon the above resolution 3 being duly passed, Mr. LEUNG Kam Por Ken be and is hereby appointed as an executive director of the Company with immediate effect.”
10. “That conditional upon the above resolution 4 being duly passed, Mr. YU Tat Chi Michael be and is hereby appointed as an independent non-executive director of the Company with effect from 10 March 2021.”
11. “That conditional upon the above resolution 5 being duly passed, Mr. YANG Haihui be and is hereby appointed as an independent non-executive director of the Company with effect from 10 March 2021.”
12. “That conditional upon the above resolution 6 being duly passed, Mr. LAM Williamson be and is hereby appointed as an independent non-executive director of the Company with effect from 10 March 2021.”

By Order of the Board
Lerado Financial Group Company Limited
Ho Kuan Lai
Executive Director

Hong Kong, 26 January 2021

Registered office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal place of business
in Hong Kong:*
20/F
Skyway Centre
23-25 Queen’s Road West
Sheung Wan, Hong Kong

NOTICE OF SPECIAL GENERAL MEETING

Notes:

- (i) Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (ii) In the case of joint holders of any Shares such persons shall not have the right of voting individually in respect of such shares but shall elect one of their number to represent them and to vote whether personally or by proxy in their name. In default of such election the person whose name appears first in order in the register of members of the Company in respect of such share shall be the only person entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at 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 the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked. The proxy form will be published on the website of the Stock Exchange.
- (iv) The register of members of the Company will be closed from Friday, 5 February 2021 to Wednesday, 10 February 2021 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for the entitlement to attend and vote at the forthcoming SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 22 Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 4 February 2021.

As at the date of this notice, the executive Directors 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.