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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Kader Holdings Company Limited, you should at once hand this circular together with the 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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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**KADER HOLDINGS COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 180)**

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Kader Holdings Company Limited to be held at 12th Floor, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 3 June 2008 at 10:30 a.m., is set out on pages 13 to 16 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the principal place of business of Kader Holdings Company Limited at 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so desire.

28 April 2008

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held on Tuesday, 3 June 2008, 10:30 a.m. at 12th Floor, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Company”	Kader Holdings Company Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Main board of The Stock Exchange of Hong Kong Limited
“Directors”	directors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong
“Shares”	shares of HK\$0.10 each in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases

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LETTER FROM THE BOARD

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**KADER**

*Manufacturing Trust*

**KADER HOLDINGS COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 180)**

***Directors:***

*Executive Directors:*

Kenneth Ting Woo-shou *SBS, JP, Managing Director*

Ivan Ting Tien-li

*Non-executive Directors:*

Dennis Ting Hok-shou *OBE, JP, Chairman*

Moses Cheng Mo-chi *GBS, OBE, JP*

Nancy Ting Wang Wan-sun

*Independent Non-executive Directors:*

Liu Chee-ming

Floyd Chan Tsoi-yin

Andrew Yao Cho-fai

***Registered Office:***

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

***Principal Place of Business***

***in Hong Kong:***

22 Kai Cheung Road

Kowloon Bay

Kowloon

Hong Kong

28 April 2008

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES  
AND ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to (i) the granting of general mandates to repurchase Shares and issue new Shares to the Directors and (ii) the details of the retiring Directors to be re-elected at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the Annual General Meeting of the Company held on 7 June 2007, ordinary resolutions were passed giving general mandates to the Directors (i) to repurchase Shares on the Stock Exchange of up to 10 per cent of the share capital of the Company in issue on 7 June 2007; and (ii) to allot, issue and deal with shares in the capital of the Company of aggregate nominal amount which shall not exceed (a) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on 7 June 2007, plus (b) the nominal amount of any shares repurchased by the Company of up to 10 per cent of the share capital of the Company pursuant to the general mandate given on 7 June 2007.

The aforesaid general mandates will lapse at the conclusion of the AGM (or any adjournment of it), unless renewed at the AGM. It is proposed that at the AGM, resolutions will be proposed to renew these mandates.

It is proposed to grant a general mandate to the Directors to repurchase Shares. As at Latest Practicable Date, the issued share capital of the Company comprised 665,411,594 shares. Assuming that there is no change in the issued share capital between the period from Latest Practicable Date and the date of passing the resolution, the Company would be allowed to repurchase a maximum of 66,541,159 shares as at the date of passing the resolution. The general mandate covers repurchase made or agreed to be made only ending at the conclusion of Annual General Meeting of the Company to be held in 2009.

It is proposed to grant a general mandate to the Directors to allot, issue and deal with shares of the Company not exceeding 20 per cent of the issued share capital of the Company in issue as at the date of the resolution granting the general mandate to provide flexibility to the Company to raise funds by issue of shares efficiently. If the resolution is passed, assuming no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing such resolution, the Directors are authorised to issue Shares up to a limit of 133,082,318 shares. The authority of the Directors to allot and issue Shares shall expire on the earlier of the conclusion of the Annual General Meeting to be held in 2009.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own Shares. An explanatory statement in relation to the proposed mandate is set out in Appendix I to this circular.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

At the AGM, Mr. Kenneth Ting Woo-shou (Managing Director appointed on 18 September 1989), Mr. Ivan Ting Tien-li (Executive Director appointed on 4 April 2006) and Mr. Andrew Yao Cho-fai (Independent Non-executive Director appointed on 30 September 2004) will retire by rotation in accordance with Bye-laws 109(A) (read in conjunction with 189(ix)) of the Bye-laws, and Mrs. Nancy Ting Wang Wan-sun (Non-executive Director appointed on 11 January 2008) will retire in accordance with Bye-laws 109(A) (read in conjunction with 189(v)) of the Bye-laws, and being eligible, offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### ANNUAL GENERAL MEETING

The resolutions will proposed to the Shareholders in respect of the ordinary business to be considered at the AGM, including the re-election of Directors and the special business of the Company to be considered at the AGM, being the proposed to approve general mandates to repurchase Shares and issue new Shares. The Notice of the AGM is set out on pages 13 to 16 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the principal place of business of Kader Holdings Company Limited at 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof if they so wish.

### RIGHT TO DEMAND POLL

Bye-law 78 of the Bye-laws of the Company sets out the procedure by which a poll may be demanded at the general meetings of the Company which is as follows:

At any general meeting a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any member or members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or

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## LETTER FROM THE BOARD

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- (iv) by a member or members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy and holding shares in the Company conferred a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

Unless a poll be so demanded and not withdrawn, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

### RECOMMENDATION

The Directors consider that the general mandates to repurchase Shares and issue new Shares, and re-election of retiring Directors are each in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendixes to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of  
**KADER HOLDINGS COMPANY LIMITED**  
**Kenneth Ting Woo-shou**  
*Managing Director*

The following is a summary of more important provisions of the Listing Rules relating to the repurchase of shares on the Stock Exchange by a company whose primary listing is on the Stock Exchange. This appendix serves as an explanatory statement, as required by the Listing Rules to provide requisite information to you for your consideration of general mandate to repurchase Shares.

### **1. SHARE CAPITAL**

It is proposed that up to 10 per cent of the Shares in issue at the date of passing the resolution to approve the general mandate may be repurchased. As at the Latest Practicable Date, the number of shares of the Company in issue was 665,411,594 shares of HK\$0.10 each. On the basis of such figure (and assuming no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of passing such resolution), the Directors are authorised to repurchase Shares up to a limit of 66,541,159 shares.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the ability to repurchase Shares is in the interests of the Company and its Shareholders. Repurchases may, depending on the circumstances, result in an increase of net assets or earnings per share or both. The Directors are seeking the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so when the Directors believe that such repurchases will benefit the Company and its Shareholders.

### **3. FUNDING OF REPURCHASES**

It is envisaged that the repurchases would be funded entirely from the Company's funds legally available for the purpose in accordance with the provisions of the Memorandum of Association and Bye-laws of the Company and the laws of Bermuda. Bermuda law provides that the amount of capital paid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company before such Shares are repurchased.

On the basis of the consolidated financial position of the Company as at 31 December 2007 the Directors consider that the exercise in full of the 10 per cent of mandate to repurchase Shares would not have a material adverse impact on the working capital or gearing position of the Company as compared with its position as at 31 December 2007. The Directors do not have any immediate plan to exercise the general mandate unless they consider the purchases are in the best interests of the Company.



**4. GENERAL INFORMATION**

There are no Directors or, to the best knowledge of the Directors having made all reasonable enquiries, associates of Directors of the Company, who have a present intention, in the event that the general mandate is approved by Shareholders, to sell Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

As at the Latest Practicable Date, H.C. Ting's Holdings Limited, the single largest shareholder of the Company, held 209,671,000 shares representing approximately 31.51 per cent of the issued share capital of the Company. Assuming the repurchase of Shares is exercised in full pursuant to the general mandate and the number of Shares held by H.C. Ting's Holdings Limited remains unchanged, H.C. Ting's Holdings Limited will hold approximately 35.01 per cent of the issued share capital of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise in full the power to repurchase Shares pursuant to the mandate to repurchase Shares. The Directors, however, do not propose to exercise the mandate to repurchase Shares to such an extent. Save as aforesaid, the Directors are not aware of any other consequences which would arise under the Takeovers Code as a consequence of any purchases pursuant to the general mandate.

No purchases have been made by the Company of its shares in the six months prior to the date of this circular.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company of a present intention to sell Shares to it and no such persons have undertaken not to sell any such Shares to the Company in the event that the general mandate is granted by Shareholders.

**5. SHARE PRICES**

The highest and lowest prices at which shares have been traded on the Stock Exchange in each of the previous twelve months are as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2007</b>		
April	0.440	0.320
May	0.650	0.385
June	0.710	0.455
July	0.570	0.480
August	0.550	0.400
September	0.540	0.445
October	0.500	0.445
November	0.495	0.450
December	0.520	0.475
<b>2008</b>		
January	0.530	0.440
February	0.520	0.475
March	0.520	0.485
April (up to the Latest Practicable Date)	0.530	0.470

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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### MR. KENNETH TING WOO SHOU

*(Managing Director appointed on 18 September 1989)*

Mr. Kenneth Ting Woo-shou, *SBS, JP*, aged 65, has been the Managing Director and Chief Executive Officer of the Company since its incorporation in 1989. He has been a director of Kader Industrial Company Limited since 1971 and was appointed the Chairman in 1993. He is a Chairman of the Company's Remuneration Committee.

Mr. Ting currently serves as the Chairman of the Hong Kong Ethics Development Advisory Committee, ICAC, the Non-executive Director of the Mandatory Provident Fund Schemes Authority, the President of the Hong Kong Plastics Manufacturers' Association Limited and HK Wuxi Trade Association Limited, the Honorary President of Federation of Hong Kong Industries, The Chinese Manufacturers' Association of Hong Kong and The Toys Manufacturers' Association of Hong Kong Limited. He is also a Non-executive Director of Times Ltd which is listed on The Stock Exchange of Hong Kong Limited.

He also serves as a member of a number of other trade organisations and public committees such as The Hong Kong General Chamber of Commerce, The Hong Kong Polytechnic University Court and The Hong Kong University of Science and Technology Court. He also serves as member of the Jiangsu Provincial Committee of Chinese People's Political Consultative Conference and the Guangdong Provincial Committee of the Chinese People's Political Consultative Conference (Yue Xiu District).

Mr. Ting is a director of H.C. Ting's Holdings Limited which is a substantial shareholder of the Company. He is the brother of Dr. Dennis Ting Hok-shou, father of Mr. Ivan Ting Tien-li and husband of Mrs. Nancy Ting Wang Wan-sun. Save as disclosed above, Mr. Ting does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Ting was interested in 358,783,814 ordinary shares of the Company, representing approximately 53.92% interest in the share capital of the Company as disclosed pursuant to Part XV of the Securities and Futures Ordinance ("SFO"), which comprised 244,175,800 shares of corporate interests, 1,452,629 shares of family interests and 113,155,385 shares of personal interests. Save as disclosed above, Mr. Ting was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

During the year ended 31 December 2007, Mr. Ting has received an aggregate remuneration, including bonus payment, of HK\$776,000 per annum. Such amount of emoluments is specified in his existing employment contract with the Company, which does not have a fixed term. No service contract has been entered into between Mr. Ting and the Company in respect of his appointment as managing director of the Company, which is for a non-specific term subject to re-election upon retirement by rotation under the Company's Bye-laws 109(A) and 189(ix). Mr. Ting entitled to receive Directors' fees of HK\$60,000 per annum as approved by the Shareholders at the Annual General Meeting of the Company held on 7 June 2007. Save as disclosed above, there are no other emoluments nor any bonus payments to be disclosed pursuant to the requirements of Rule 13.51(2)(g) of the Listing Rules.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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Save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders of the Company, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **MR. IVAN TING TIEN LI**

*(Executive Director appointed on 4 April 2006)*

Mr. Ivan Ting Tien-li, aged 33, was appointed as an Executive Director of the Company in April 2006. He holds a Bachelor's Degree in International Politics and Economics. He has been the Executive Director of Kader Industrial Company Limited, the major subsidiary of the Company since 1998. Apart from this, he also serves as director of certain other subsidiaries of the Company. Mr. Ting currently serves as the Vice Chairman of the Hong Kong Exporters' Association. He is also the Vice Chairman of the Young Entrepreneurs' Organisation - Hong Kong Chapter. Mr. Ting has not held any directorship in other listed public companies in the last three years. He is the son of Mr. Kenneth Ting Woo-shou, the Managing Director and Chief Executive Officer of the Company and Mrs. Nancy Ting Wang Wan-sun, Non-executive Director of the Company, and the nephew of Dr. Dennis Ting Hok-shou, the Non-executive Chairman of the Company.

Save as disclosed above, Mr. Ting does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Ting had a corporate interest of 13,966,303 ordinary shares of the Company, representing 2.1% interest in the share capital of the Company as disclosed pursuant to Part XV of the SFO. Save as disclosed above, Mr. Ting was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

During the year ended 31 December 2007, Mr. Ting has received an aggregate remuneration, including bonus payment, of HK\$786,000 per annum. Such amount of emoluments is specified in his existing employment contract with the Company, which does not have a fixed term. No service contract has been entered into between Mr. Ting and the Company in respect of his appointment as an executive director of the Company, which is for a non-specific term subject to re-election upon retirement by rotation under the Company's Bye-laws 109(A) and 189(ix). Mr. Ting entitled to receive Directors' fees of HK\$50,000 per annum as approved by the Shareholders at the Annual General Meeting of the Company held on 7 June 2007. Save as disclosed above, there are no other emoluments nor any bonus payments to be disclosed pursuant to the requirements of Rule 13.51(2)(g) of the Listing Rules.

Save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders of the Company, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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## **APPENDIX II      DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED**

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### **MRS. NANCY TING WANG WAN SUN**

*(Non-executive director appointed on 11 January 2008)*

Mrs. Nancy Ting Wang Wan-sun, aged 60, was appointed as Non-executive Director of the Company in January 2008. She has been the Executive Director of Kader Industrial Company Limited, the major subsidiary of the Company since 2001. Mrs. Ting has not held any directorship in other listed public companies in the last three years. She is the wife of Mr. Kenneth Ting Woo-shou, the Managing Director and Chief Executive Officer of the Company, mother of Mr. Ivan Ting Tien-li, the Executive Director of the Company, and sister-in-law of Dr. Dennis Ting Hok-shou, the Non-executive Chairman of the Company.

Save as disclosed above, Mrs. Ting does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mrs. Ting was interested in 114,608,014 ordinary shares of the Company, representing approximately 17.22% interest in the share capital of the Company as disclosed pursuant to Part XV of the SFO, which comprised 113,155,385 shares of family interests and 1,452,629 shares of personal interests. Save as disclosed above, Mrs. Ting was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mrs. Ting is engaged in a term of service of two years renewable for another two years upon expiry. She will entitle to any remuneration which are determined with reference to the prevailing market conditions, her performance and responsibilities as well as the profitability of the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders of the Company, and there is no information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **MR. ANDREW YAO CHO FAI**

*(Independent non-executive director appointed on 30 September 2004)*

Mr. Andrew Yao Cho-fai, aged 42, has been an Independent Non-executive Director of the Company since 30 September 2004. Mr. Yao graduated from the University of California, Berkeley and Harvard Graduate School of Business, is Chairman & CEO of Van Shung Chong Holdings Ltd (“VSC”), Hong Kong listed company 1001, also the founder and director of iSteelAsia Holdings Limited (now renamed North Asia Strategic Holdings Ltd) (Stock Code 8080). He is also Non-executive Director of Grand Investment International Ltd (Stock Code 1160). He is married with 3 children aged 10 (daughter) and 7 (twin sons). He is a member of the Company’s Audit Committee and Remuneration Committee.

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## APPENDIX II      DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

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Mr. Yao is the General Committee Member of Federation of Hong Kong Industries and he is also a Standing Committee Member of the Shanghai Municipal Committee of China People's Political Consultative Conference, Standing Committee Member of China Youth Federation, Vice Chairman of Shanghai Youth Federation, Chairman of Hong Kong United Youth Association, Director of Fudan University in Shanghai, Director of Harvard Business School, Chairman of HBS Global Alumni Conference 2004 in Shanghai, Founder of Young Presidents' Organisation (YPO) Shanghai Chapter, General Committee Member of Young Presidents' Organisation (YPO) Hong Kong Chapter. He was awarded the "Young Industrialist Award of Hongkong" in 2004. He was also appointed as a member of the University Court of The University of Hong Kong until November 2008 and recently appointed as a member of the Central Policy Unit of HKSAR and member of the Barristers Disciplinary Tribunal Panel.

Save as disclosed above, Mr. Yao does not hold any other position with the Company or its subsidiaries. Mr. Yao does not have any relationship with any other directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. As at the Latest Practicable Date, Mr. Yao does not have any interest in the shares of the Company.

Mr. Yao has entered into a term of service with the Company for two years commencing on 1 May 2007 until 30 April 2009, renewable for another two years upon expiry, and subject to re-election upon retirement by rotation under the Company's Bye-laws 109(A) and 189(ix).

Mr. Yao's remuneration is fixed at HK\$100,000 per annum by reference to his duties and responsibilities towards the Company. Mr. Yao did not receive any bonus payment. Save as disclosed above, there are no other emoluments nor any bonus payments to be disclosed pursuant to the requirements of Rule 13.51(2)(g) of the Listing Rules.

Save as disclosed above, there are no other matters that need to be brought to the attention of Shareholders of the Company, and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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**KADER**

*Manufacturing Trust*

### **KADER HOLDINGS COMPANY LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 180)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the shareholders of Kader Holdings Company Limited (the “Company”) will be held at 12th Floor, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 3 June 2008 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and Report of the Directors and Independent Auditor’s Report for the year ended 31 December 2007.
2. To declare a final dividend.
3. To re-elect directors and fix their remuneration for the ensuing year.
4. To re-appoint auditors and authorise the directors to fix their remuneration for the ensuing year.
5. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this Resolution:

**“Relevant Period”** means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(B) **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period of all the powers of the Company to allot and issue shares in the capital of the Company or securities convertible into such shares, or options, warrants or similar rights to subscribe for any shares of the Company or such convertible securities, and to make or grant offers, agreements or options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements or options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval be limited accordingly;



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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable law to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or 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) “**THAT** conditional upon the passing of Resolutions No. 5(A) and 5(B) set out in the notice of the meeting of which this Resolution forms part, the general mandate granted under Resolution No. 5(B) above be extended by the addition of an amount representing the aggregate nominal amount of shares repurchased by the Company pursuant to and in accordance with the said Resolution No. 5(A) to the aggregate nominal amount of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with the said Resolution No. 5(B).”

By order of the Board  
**Charles Chan Chung-cheung**  
*Company Secretary*

Hong Kong, 28 April 2008

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member who is a holder of two or more shares and who is entitled to attend and vote at the meeting convened by this Notice is entitled to appoint more than one proxies to attend and to vote in his place. A proxy may also demand a poll in accordance with Bye-law 78. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any 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 deposited at the principal place of business of the Company at 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong, not less than 48 hours before the time fixed for the meeting or any adjournment thereof.
3. Where there are joint holders of any share, any one of such joint holders may vote at the meeting either personally 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 personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such share.
4. The register of members of the Company will be closed from 27 May 2008 to 3 June 2008, both days inclusive, during which period the registration of transfers of shares will be suspended. To rank for the final dividend, all transfers should be lodged with the Company's Registrars, Computershare Hong Kong Investor Services Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on 26 May 2008.