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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.

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**KADER**

*Manufacturing Trust*

**KADER HOLDINGS COMPANY LIMITED**

**開達集團有限公司**

*(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 11th Floor, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 5 June 2012 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 Annual General 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.

23 April 2012

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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, 5 June 2012, 10:30 a.m. at 11th 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”	17 April 2012, 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)
“Shareholders”	holders of the Shares
“Shares”	shares of HK\$0.10 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“2011 Annual Report”	annual report of the Company for the year ended 31 December 2011

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LETTER FROM THE BOARD

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**KADER**

*Manufacturing Trust*

**KADER HOLDINGS COMPANY LIMITED**

**開達集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 180)**

***Directors:***

*Executive Directors:*

Kenneth Ting Woo-shou *SBS, JP, Chairman*

Ivan Ting Tien-li *Managing Director*

Nancy Ting Wang Wan-sun

*Non-executive Directors:*

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

Bernie Ting Wai-cheung

*Independent Non-executive Directors:*

Liu Chee-ming

Floyd Chan Tsoi-yin

Andrew Yao Cho-fai *JP*

Desmond Chum Kwan-yue

Ronald Montalto

***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

23 April 2012

*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, among other things, (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 2 June 2011, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to repurchase Shares on the Stock Exchange of up to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on 2 June 2011; and (ii) to allot, issue and deal with Shares in the share capital of the Company not exceeding (a) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on 2 June 2011, 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 granted on 2 June 2011.

The aforesaid general mandates will lapse at the conclusion of the AGM (or any adjournment of it), unless renewed at the AGM. The Directors consider that these mandates increase the flexibility in dealing with the Company's affairs and are in the interests of both the Company and the Shareholders as a whole, and that resolutions will be proposed to renew these mandates at the AGM.

It is proposed that a new general mandate will be granted to the Directors at the AGM to repurchase Shares up to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution (the "Share Repurchase Mandate") as set out in the notice of AGM. A resolution as set out in the notice of AGM authorising the extension of the general mandate to the Directors to issue securities of the Company to include the aggregate nominal amount of such Shares repurchased (if any) under the Share Repurchase Mandate is to be proposed at the AGM. As at the Latest Practicable Date, the issued share capital of the Company comprise 665,411,594 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date to the date of passing of 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 the next annual general meeting of the Company to be held in 2013.

In addition, it is proposed that a new general mandate will be granted to the Directors at the AGM to allot, issue and deal with Shares of the Company not exceeding 20 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution granting the general mandate to provide flexibility to the Company to raise funds by issue of Shares efficiently as set out in the notice of AGM. Subject to the passing of the resolution 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 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 next annual general meeting of the Company to be held in 2013.

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 be proposed at the AGM in relation to the proposed Share Repurchase Mandate which 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. Ivan Ting Tien-li, Dr. Moses Cheng Mo-chi, Mr. Floyd Chan Tsoi-yin and Mr. Andrew Yao Cho-fai will retire by rotation in accordance with Bye-law 109(A) (read in conjunction with Bye-law 189(ix)) of the Bye-laws, and being eligible, offer themselves for re-election. Biographical details of the retiring 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 in respect of the ordinary business of the re-election of Directors and the special business of the general mandates to repurchase Shares and issue new Shares will be proposed to the Shareholders at the AGM. The Notice of the AGM is set out on pages 13 to 16 of this circular. A copy of the 2011 Annual Report is dispatched to the Shareholders together with 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 the Company 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.

### **VOTING BY WAY OF POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, the chairman of the AGM will therefore demand a poll for every resolution put to the vote of the AGM pursuant to Bye-law 78 of the Bye-laws. The results of the vote by poll will be announced by the Company after the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions for approval of the granting of the general mandates to repurchase Shares and issue new Shares, and to add the aggregate nominal amount of Shares that may be repurchased to the aggregate nominal amount of the Shares that may be allotted pursuant to the general mandate to issue Shares, and the 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.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices 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**  
*Chairman*

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 with regard to the general mandate to repurchase Shares.

### **1. SHARE CAPITAL**

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. Subject to the passing of the resolution granting the proposed mandate to repurchase Shares and on the basis that 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 as a whole. Repurchases may, depending on the circumstances, result in an increase of net assets or earnings per share of the Company 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 as a whole.

### **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 applicable 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 2011 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 such position as contained in the latest published audited financial statements of the Company. The Directors do not have any immediate plan to exercise the Share Repurchase 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 any Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Share Repurchase 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 Share Repurchase Mandate, that no further Shares are issued or repurchased prior to the AGM and that the number of Shares held by H.C. Ting's Holdings Limited remains unchanged, the interests of H.C. Ting's Holdings Limited will be increased to approximately 35.01 per cent of the issued share capital of the Company and may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code. 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 repurchases pursuant to the general mandate.

No repurchases have been made by the Company of its Shares on the Stock Exchange in the previous 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 that they have a present intention to sell any Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Company is authorised to make repurchases of the Shares.

**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>2011</b>		
April	0.500	0.460
May	0.520	0.470
June	0.530	0.475
July	0.520	0.460
August	0.510	0.440
September	0.440	0.360
October	0.420	0.400
November	0.405	0.360
December	0.400	0.360
<b>2012</b>		
January	0.435	0.375
February	0.420	0.370
March	0.420	0.335
April (up to the Latest Practicable Date)	0.350	0.335

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

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The biographical details of the retiring Directors proposed to be re-elected at the forthcoming AGM are set out as follows:

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

Mr. Ivan Ting Tien-li, aged 37, was appointed as the Managing Director of the Company in July 2010. He 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 an Executive Director of Kader Industrial Company Limited 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. Save as disclosed above, 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 Chairman of the Company and Mrs. Nancy Ting Wang Wan-sun, the Executive Director of the Company, and the cousin of Mr. Bernie Ting Wai-cheung, the Non-executive Director 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 was personally interested in 14,336,303 Shares of the Company, representing approximately 2.15% 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 2011, Mr. Ting has received an aggregate remuneration, including bonus payment, of HK\$841,000 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 the 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 is entitled to receive a Directors' fee of HK\$50,000 per annum as approved by the shareholders at the Annual General Meeting of the Company held on 2 June 2011. 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 the 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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### DR. MOSES CHENG MO CHI

Dr. Moses Cheng Mo-chi, *GBS, OBE, JP*, aged 62, was appointed as an Independent Non-executive Director of the Company in March 1999, and was redesignated as a Non-executive Director of the Company in September 2004. He is a member of the Company's Audit Committee.

Dr. Cheng is the senior partner of Messrs. P.C. Woo & Co. Dr. Cheng was a member of the Legislative Council of Hong Kong. He is the founder chairman of the Hong Kong Institute of Directors of which he is now the Honorary President and Chairman Emeritus. Dr. Cheng currently holds directorships in City Telecom (H.K.) Limited, China Mobile Limited, China Resources Enterprise, Limited, Towngas China Company Limited, Hong Kong Exchanges and Clearing Limited, K. Wah International Holdings Limited, Liu Chong Hing Investment Limited, Guangdong Investment Limited and Tian An China Investments Company Limited, all being public listed companies in Hong Kong. He is also an Independent Non-executive Director of ARA Asset Management Limited, a company whose shares are listed on Singapore Exchange Limited. His other directorships in public listed companies in the last three years include Galaxy Entertainment Group Limited, China COSCO Holdings Company Limited and ARA Asset Management (Singapore) Limited (a public listed company in Singapore). Save as disclosed above, Dr. Cheng has not held any directorship in other listed public companies in the last three years.

Save as disclosed above, Dr. Cheng does not hold any other position with the Company or its subsidiaries. Dr. Cheng 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, Dr. Cheng was personally interested in 11,000 Shares of the Company, representing less than 1% interest in the share capital of the Company as disclosed pursuant to Part XV of the SFO. Save as disclosed above, Dr. Cheng was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Dr. Cheng has entered into a term of service with the Company for two years commencing on 1 May 2011 until 30 April 2013, 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).

Dr. Cheng's remuneration is fixed at HK\$60,000 per annum by reference to his duties and responsibilities towards the Company. Dr. Cheng 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 the 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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### MR. FLOYD CHAN TSOI YIN

Mr. Floyd Chan Tsoi-yin, aged 68, has been an Independent Non-executive Director of the Company since 30 September 2004. Mr. Chan is a member of the American Institute of Certified Public Accountants and a fellow of the Hong Kong Institute of Certified Public Accountants. He had been a partner of BDO Seidman in the United States for many years. He was the Asia Pacific Regional Coordinator of BDO International and a member of BDO McCabe Lo Limited's executive committee in Hong Kong. He has significant experience in assisting clients in exploring business opportunities in the Asia Pacific region, particularly the Southeast Asian developing countries and The People's Republic of China. He is also closely involved with assisting clients in developing business in North America and Europe. Save as disclosed above, Mr. Chan has not held any directorship in other listed public companies in the last three years. He is a member of the Company's Audit Committee, Remuneration Committee and Nomination Committee.

Save as disclosed above, Mr. Chan does not hold any other position with the Company or its subsidiaries. Mr. Chan 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. Chan does not have any interest in the Shares of the Company.

Mr. Chan has entered into a term of service with the Company for two years commencing on 1 May 2011 until 30 April 2013, 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. Chan's remuneration is fixed at HK\$100,000 per annum by reference to his duties and responsibilities towards the Company. Mr. Chan 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 the 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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### MR. ANDREW YAO CHO FAI

Mr. Andrew Yao Cho-fai, *JP*, aged 46, has been an Independent Non-executive Director of the Company since 30 September 2004. He is a member of the Company's Audit Committee and currently, the Chairman of the Remuneration Committee. Mr. Yao, graduated from the University of California, Berkeley and Harvard Graduate School of Business, is the Chairman & Chief Executive Officer of Van Shung Chong Holdings Ltd. He retired as a Non-executive Director of North Asia Strategic Holdings Limited which is a company listed in GEM Board of The Stock Exchange of Hong Kong Limited with effect from 15 September 2011. Save as disclosed above, Mr. Yao has not held any directorship in other listed public companies in the last three years.

Mr. Yao is a Standing Committee Member of the Shanghai China People's Political Consultative Conference, Standing Committee Member of All-China Youth Federation, Vice Chairman of Shanghai Youth Federation, Former Chairman of Hong Kong United Youth Association and Board Member of Fudan University in Shanghai, Former Court Member of The University of Hong Kong and Member of the Barristers Disciplinary Tribunal Panel. He was awarded the "Young Industrialist Award of Hong Kong" in 2004. He was awarded Justice of Peace by the HKSAR in 2008.

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 2011 until 30 April 2013, 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 the 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**

**開達集團有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 180)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Kader Holdings Company Limited (the “Company”) will be held at 11th Floor, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Tuesday, 5 June 2012 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 2011.
2. To re-elect directors and fix their remuneration for the ensuing year.
3. To re-appoint auditors and authorise the directors to fix their remuneration for the ensuing year.
4. 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 (as hereinafter defined) of all powers of the Company to repurchase issued shares in the share capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be 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 of this Resolution and the said approval shall 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, issue and deal with Shares 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) and issued 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; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the Bye-laws of the Company from time to time, shall not exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall 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 or any class thereof on the register of members of the Company 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. 4(A) and 4(B) set out in the notice of the meeting of which this Resolution forms part, the general mandate granted under Resolution No. 4(B) above be and is hereby 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. 4(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. 4(B).”

By order of the Board  
**Lao Wai Keung**  
*Company Secretary*

Hong Kong, 23 April 2012

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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, in the event of a poll, vote in his/her place. 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 Thursday, 31 May 2012 to Tuesday, 5 June 2012, both days inclusive, during which period no transfers of shares will be effected. In order to be entitled to attend and vote at the forthcoming annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Registrar, 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 Wednesday, 30 May 2012.