



KADER HOLDINGS COMPANY LIMITED

開達集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 180)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR

In accordance with Article 114 of the Bye-laws of Kader Holdings Company Limited (the “Company”), no person (other than a retiring Director) shall be eligible for election to the office of Director at any general meeting unless:

- (a) he/she is recommended by the Board of Directors for election; or
- (b) notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his/her willingness to be elected shall have been delivered to the Company at the registered office or Registration Office. The length of period, during which such notices may be given, will be at least seven days commencing no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and ending no later than seven days prior to the date of such meeting (the “Specified Period”).

Accordingly, if a shareholder of the Company wishes to propose a person for election as a Director at a general meeting of the Company, the following documents must be validly served to the attention of Company Secretary of the Company at 11/F., 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong within the Specified Period:

- (1) a written and signed notice of intention to propose a resolution for election of a person as Director at the general meeting. The notice must include (a) the name of the nominating shareholder; (b) his/her contact details; and (c) the number of shares of the Company held by the nominating shareholder; and
- (2) a written notice signed by the nominated candidate of his/her willingness to be elected together with the information set out below:
 - (a) full name and age;
 - (b) positions held by the nominated candidate with the Company and other members of the Group (if any);

- (c) experience of the nominated candidate including (i) other directorships held in the last three years in public companies of which the securities are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which the shareholders should be aware, pertaining to the ability or integrity of the nominated candidate;
- (e) length or proposed length of service with Company;
- (f) relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”)) of the Company, or an appropriate negative statement;
- (g) interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) a declaration made by the nominated candidate in respect of the information required to be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements nor there are any other matters relating to that nominated candidate’s standing for election as a Director that should be brought to shareholders’ attention; and
- (i) contact details.

After receiving the aforementioned documents within the Specified Period, a resolution will be moved at the general meeting to seek the shareholders’ approval of the election of the nominated candidate as a Director.

Hong Kong, 29 March 2012