
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**

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, 4 June 2013 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.

26 April 2013

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DEFINITIONS

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, 4 June 2013, 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”	19 April 2013, 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
“2012 Annual Report”	annual report of the Company for the year ended 31 December 2012

LETTER FROM THE BOARD



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 and Managing Director)
Nancy Ting Wang Wan-sun

Non-executive Directors:

Ivan Ting Tien-li
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

26 April 2013

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.

LETTER FROM THE BOARD

GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE NEW SHARES

At the annual general meeting of the Company held on 5 June 2012, 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 5 June 2012; 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 5 June 2012, 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 5 June 2012.

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 2014.

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 2014.

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.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

At the AGM, Mrs. Nancy Ting Wang Wan-sun, Mr. Liu Chee-ming, Mr. Desmond Chum Kwan-yue and Mr. Ronald Montalto 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.

Pursuant to the Code Provision A.4.3 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Since his appointment on 18 June 1998, Mr. Liu Chee-ming has served as an independent non-executive director for more than nine years. Mr. Liu has never been involved with the daily operations and business decisions of the Company. During his years of service with the Company as an independent non-executive director, Mr. Liu has contributed by providing an independent viewpoint, enquiry and advice to the Company. The Company has received from Mr. Liu an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is satisfied with his independence and believes he is still independent. Given the extensive knowledge and experience of Mr. Liu, the Board believes that his re-election is in the best interests of the Company and its Shareholders and therefore he should be re-elected as an independent non-executive director.

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 2012 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.

LETTER FROM THE BOARD

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.

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 2012 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:

	Highest <i>(HK\$)</i>	Lowest <i>(HK\$)</i>
2012		
April	0.355	0.335
May	0.380	0.310
June	0.380	0.285
July	0.350	0.280
August	0.360	0.325
September	0.390	0.315
October	0.380	0.325
November	0.390	0.305
December	0.410	0.360
2013		
January	0.590	0.395
February	0.530	0.465
March	0.510	0.435
April (up to the Latest Practicable Date)	0.495	0.445

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

MRS. NANCY TING WANG WAN SUN

Mrs. Nancy Ting Wang Wan-sun, aged 65, was appointed as a Non-executive Director of the Company in January 2008, and was redesignated as an Executive Director of the Company in February 2009. She has been an Executive Director of Kader Industrial Company Limited since 2001. Save as disclosed above, Mrs. Ting has not held any directorship in other listed public companies in the last three years.

Mrs. Ting is the wife of Mr. Kenneth Ting Woo-shou, the Chairman and Managing Director of the Company, mother of Mr. Ivan Ting Tien-li, the Non-executive Director of the Company, and auntie of Mr. Bernie Ting Wai-cheung, the Non-executive Director 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 134,732,014 Shares of the Company, representing approximately 20.25% interest in the share capital of the Company as disclosed pursuant to Part XV of the SFO, which comprised 133,279,385 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.

During the year ended 31 December 2012, Mrs. Ting has received the remuneration of HK\$60,000 per annum by reference to her duties and responsibilities towards the Company. Mrs. Ting did not receive any bonus payment. No service contract has been entered into between Mrs. 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). 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.

MR. LIU CHEE MING

Mr. Liu Chee-ming, aged 62, has been an Independent Non-executive Director of the Company since June 1998. He is the Chairman of the Company's Audit Committee. Mr. Liu is the Managing Director of Platinum Holdings Company Limited ("Platinum"). Prior to setting up Platinum, Mr. Liu was a member of the Executive Committee of Jardine Fleming Holdings Limited where he had worked for 19 years. He was the head of Investment Banking Department between 1992 and 1995.

Mr. Liu was appointed as an Independent Non-executive Director of Haitong Securities Company Limited in November 2011, a company listed in Shanghai. He is an Independent Non-executive Director of StarHub Limited, a Singapore listed company. He is also a Non-executive Director of CIMC Raffles Offshore (Singapore) Ltd listed on the Oslo OTC Exchange. He is currently a Governor of the Singapore International School and the Director of The Singapore International School Foundation Ltd. He is a member of the Takeovers Appeal Committee and was appointed as a Deputy Chairman of the Takeovers and Mergers Panel of the Securities and Futures Commission in Hong Kong. Save as disclosed above, Mr. Liu has not held any directorship in other listed public companies in the last three years.

Save as disclosed above, Mr. Liu does not hold any other position with the Company or its subsidiaries. Mr. Liu 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. Liu had a corporate interest of 1,000,000 Shares of the Company, representing approximately 0.15% interest in the share capital of the Company as disclosed pursuant to Part XV of the SFO. Save as disclosed above, Mr. Liu was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Liu has entered into a term of service with the Company for two years commencing on 1 May 2013 until 30 April 2015, 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. Liu's remuneration is fixed at HK\$100,000 per annum by reference to his duties and responsibilities towards the Company. Mr. Liu 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.

MR. DESMOND CHUM KWAN YUE

Mr. Desmond Chum Kwan-yue, aged 40, has been an Independent Non-executive Director of the Company since 10 March 2009. Mr. Chum is also an Independent Non-executive Director of Bingo Group Holdings Limited. Mr. Chum is a portfolio manager at Claren Road Asset Management, a US based credit hedge fund. Prior to working at Claren Road Asset Management, Mr. Chum was a Managing Director of Citigroup where he spent 12 years and helped to build its fixed income franchise in Asia. He oversaw a team of investment professionals and ran the Global Special Situations Group's investment activities in the Greater China Region. He has extensive experience in sourcing, evaluating and executing private lending, private equity and real estate investments in the Greater China Region. Mr. Chum graduated from Oxford University. Save as disclosed above, Mr. Chum has not held any directorship in other listed public companies in the last three years. He is a member of the Company's Nomination Committee.

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

Mr. Chum has entered into a term of service with the Company for two years commencing on 1 May 2013 until 30 April 2015, 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. Chum's remuneration is fixed at HK\$87,596 per annum by reference to his duties and responsibilities towards the Company. Mr. Chum 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.

MR. RONALD MONTALTO

Mr. Ronald Montalto, aged 64, has been an Independent Non-executive Director of the Company since 22 April 2009. Mr. Montalto graduated from East Carolina University in 1971. He was also awarded Juris Doctor from Emory University School of Law in 1974. Mr. Montalto was practicing Attorney in Atlanta between 1975 and 1982. Currently, he is Member of State Bar of California (Inactive). After his retirement from Mattel, Mr. Montalto consulted for Mattel Inc. senior management and developed a plan to relocate all Mattel's European manufacturing operations and back office support to Asia during 2005. He was a Senior Vice President of various Operations at Mattel where he worked for 21 years (15 of which were in Hong Kong) and established Mattel's Asian sourcing unit and was responsible for managing and integrating Mattel Brands' procurement and manufacturing Operations. He was a Director of Business Development for Mattel Far East Operations (Hong Kong) between 1983 and 1987. Since retirement, Mr. Montalto has consulted periodically on sales advisory programs for Teradata, a division of NCR (National Cash Register Corporation). He also conducted an Asian business/supply chain study for Enesco, an industry leading international giftware company headquartered in Chicago and Dansk Investment Group, a California company with manufacturing operations in Shanghai. Save as disclosed above, Mr. Montalto has not held any directorship in other listed public companies in the last three years.

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

Mr. Montalto has entered into a term of service with the Company for two years commencing on 1 May 2013 until 30 April 2015, 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. Montalto's remuneration is fixed at HK\$80,000 per annum by reference to his duties and responsibilities towards the Company. Mr. Montalto 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.

NOTICE OF ANNUAL GENERAL MEETING



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, 4 June 2013 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 2012.
2. (A) (i) To re-elect Mrs. Nancy Ting Wang Wan-sun as director.
(ii) To re-elect Mr. Liu Chee-ming as director who has served the Company for more than nine years as an independent non-executive director.
(iii) To re-elect Mr. Desmond Chum Kwan-yue as director.
(iv) To re-elect Mr. Ronald Montalto as director.
(B) To fix the directors’ 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;

NOTICE OF ANNUAL GENERAL MEETING

(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

(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

NOTICE OF ANNUAL GENERAL MEETING

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;

(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, 26 April 2013

NOTICE OF ANNUAL GENERAL MEETING

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, 30 May 2013 to Tuesday, 4 June 2013, 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, 29 May 2013.