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**KADER HOLDINGS COMPANY LIMITED**  
**開達集團有限公司**

*(Incorporated in the Bermuda with limited liability)*

**(Stock Code: 180)**

**PROPOSED RIGHTS ISSUE OF RIGHTS SHARES AT  
THE SUBSCRIPTION PRICE OF HK\$0.380 EACH ON THE BASIS OF  
THREE RIGHTS SHARE FOR EVERY SEVEN EXISTING SHARES  
HELD ON THE RECORD DATE**

**COMMENCEMENT OF DEALINGS IN THE SHARES ON  
AN EX-RIGHTS BASIS**

**CONNECTED TRANSACTION**

Reference is made to the announcement of Kader Holdings Company Limited (the “Company”) dated 12 December 2013 (the “Announcement”) in relation to the proposed rights issue of the Company on the basis of three Rights Share for every seven Existing Shares held on the Record Date (the “Rights Issue”). Unless provided otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

## **CONNECTED TRANSACTION**

As mentioned in the Announcement, on 12 December 2013, the Company has appointed the Financial Advisor and Sole Underwriter, namely Platinum Securities Company Limited, as the financial advisor and sole underwriter to the Rights Issue. The Financial Advisor and Sole Underwriter is a company controlled by Mr. Liu Chee-ming (“Mr. Liu”), a non-executive Director. Further on 16 December 2013, the Company has appointed Platinum Broking Company Limited (the “Matching Agent”), which is also a company controlled by Mr. Liu, as agent to provide matching services for the odd lots of Rights Shares on a best effort basis at nil consideration. Further details in respect of the odd lots matching arrangement will be set out in the Prospectus. The payment of underwriting commission and financial advisory fee, which in aggregate amount to approximately HK\$3.0 million, by the Company to the Financial Advisor and Sole Underwriter constitute connected transactions for the Company under the Listing Rules. The said underwriting commission and financial advisory fee was agreed after arm’s length negotiations between the Company and the Financial Advisor and Sole Underwriter, and is expected to be settled in cash by not later than the fifth business day following the Acceptance Date. As one or more of the applicable percentage ratios for the total amount of underwriting commission and financial advisory fee on an aggregated basis payable by the Company exceeds 0.1% but is less than 5%, the same is subject to reporting and announcement requirements but exempt from independent Shareholders’ approval requirement under Rule 14A.32 of the Listing Rules.

The Directors, including the independent non-executive Directors, consider the terms of the engagements of the Financial Advisor and Sole Underwriter and the Matching Agent (and the said underwriting commission and financial advisory fee as indicated above) to be fair and reasonable and in the interests of the Company and the Shareholders as a whole. Mr. Liu was required to and did abstain from voting on the relevant resolutions of the Board approving the respective engagements of the Financial Advisor and Sole Underwriter and the Matching Agent and the transactions contemplated thereunder in accordance with the Bye-laws of the Company.

## COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-RIGHTS BASIS

Pursuant to the expected timetable of the Rights Issue in the Announcement, the last day of dealings in the Shares on a cum-rights basis was Wednesday, 18 December 2013. The closing market price per Share as quoted in the daily quotation sheets of Stock Exchange on Wednesday, 18 December 2013 was HK\$0.420.

Dealings in the Shares on an ex-rights basis shall commence on Thursday 19 December 2013.

**Any person contemplating buying or selling Shares from the date of this announcement up to the date on which all the conditions of the Rights Issue are fulfilled or waived (as the case may be), and any dealings in the Rights Shares in their nil-paid form between Thursday, 9 January 2014 to Thursday, 16 January 2014 (both days inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed.**

**Any Shareholder or other person contemplating dealing in the Shares or nil-paid Rights Shares are recommended to consult their own professional advisers. Shareholders and potential investors should exercise caution in dealing in the securities of the Company.**

By Order of the Board  
**Kader Holdings Company Limited**  
**Kenneth Ting Woo-shou**  
*Chairman*

Hong Kong, 18 December 2013

*As at the date of this announcement, the executive directors of the Company are Mr. Kenneth Ting Woo-shou, SBS, JP (Chairman and Managing Director) and Mrs. Nancy Ting Wang Wan-sun; the non-executive directors of the Company are Mr. Ivan Ting Tien-li, Dr. Moses Cheng Mo-chi, GBS, OBE, JP, Mr. Liu Chee-ming and Mr. Bernie Ting Wai-cheung; and the independent non-executive directors of the Company are Mr. Floyd Chan Tsoi-yin, Mr. Andrew Yao Cho-fai, JP, Mr. Desmond Chum Kwan-yue and Mr. Ronald Montalto.*