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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 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 BUY BACK SHARES  
AND ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF SECOND AMENDED AND RESTATED BYE-LAWS  
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 Thursday, 20 June 2024 at 10:30 a.m., is set out on pages 18 to 21 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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.

29 April 2024

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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 at 11th Floor, 22 Kai Cheung Road, Kowloon Bay, Kowloon, Hong Kong on Thursday, 20 June 2024 at 10:30 a.m. or any adjournment thereof
“Second Amended and Restated Bye-laws”	the second amended and restated bye-laws, incorporating the proposed amendments as set out in Appendix III to this circular, proposed to be adopted by the Shareholders at the AGM
“Board”	the board of Directors
“Bye-laws”	the amended and restated bye-laws of the Company adopted on 23 May 2023, and “Bye-law” shall mean a bye-law thereof
“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
“Director(s)”	the director(s) 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 2024, 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
“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 Buy-backs

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## DEFINITIONS

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“2023 Annual Report”	annual report of the Company for the year ended 31 December 2023
“%”	per cent

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## LETTER FROM THE BOARD

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# KADER HOLDINGS COMPANY LIMITED

## 開達集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 180)

**Directors:**

*Executive Directors:*

Mr. Kenneth Ting Woo-shou, *SBS, JP*  
(Chairman and Managing Director)  
Mrs. Nancy Ting Wang Wan-sun  
Mr. Ivan Ting Tien-li  
Mr. Lao Wai-keung

*Non-executive Director:*

Mr. Bernie Ting Wai-cheung

*Independent Non-executive Directors:*

Mr. Floyd Chan Tsoi-yin  
Mr. Andrew Yao Cho-fai, *BBS, JP*  
Mr. Desmond Chum Kwan-yue  
Ms. Sabrina Chao Sih-ming, *BBS, JP*  
Mr. Daryl Liu Zhen-rong (appointed on 1 July 2023)

**Registered Office:**

Victoria Place, 5th Floor  
31 Victoria Street  
Hamilton HM 10  
Bermuda

**Principal Place of Business in  
Hong Kong**

22 Kai Cheung Road  
Kowloon Bay  
Kowloon  
Hong Kong

29 April 2024

To the Shareholders,

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES TO BUY BACK SHARES  
AND ISSUE NEW SHARES,  
RE-ELECTION OF DIRECTORS,  
PROPOSED ADOPTION OF SECOND AMENDED AND RESTATED BYE-LAWS  
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 the Directors to buy back Shares and issue new Shares, (ii) the details of the retiring Directors to be re-elected at the AGM and (iii) the adoption of Second Amended and Restated Bye-laws.

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## LETTER FROM THE BOARD

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### GENERAL MANDATES TO BUY BACK SHARES AND ISSUE NEW SHARES

At the annual general meeting of the Company held on 23 May 2023, ordinary resolutions were passed for the granting of general mandates to the Directors (i) to buy back Shares on the Stock Exchange of up to 10% of the total number of the Shares in issue on 23 May 2023; and (ii) to allot, issue and deal with Shares not exceeding (a) 20% of the total number of the Shares in issue on 23 May 2023, plus (b) the number of any Shares bought back by the Company of up to 10% of the Shares pursuant to the general mandate granted on 23 May 2023. 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 therefore that resolutions should be proposed to renew these mandates at the AGM.

It is proposed that a new general mandate be granted to the Directors at the AGM to buy back Shares of up to 10% of the total number of the Shares in issue as at the date of passing of the resolution (the "Share Buy-back 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 total number of such Shares bought back (if any) under the Share Buy-back Mandate is to be proposed at the AGM. As at the Latest Practicable Date, the issued Shares comprises 950,587,991 shares. Assuming that there is no change in the number of issued Shares between the period from the Latest Practicable Date to the date of passing of the resolution, the Company would be allowed to buy back a maximum of 95,058,799 Shares as at the date of passing the resolution.

In addition, it is proposed that a new general mandate be granted to the Directors at the AGM to allot, issue and deal with Shares not exceeding 20% of the total number of the Shares 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 bought back 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 190,117,598 Shares.

The above two general mandates shall expire at 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.

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 Buy-back 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. Lao Wai-keung, Mr. Floyd Chan Tsoi-yin and Mr. Andrew Yao Cho-fai will retire by rotation in accordance with Bye-law 108(A) of the Bye-laws, and Mr. Daryl Liu Zhen-rong (“Mr. Liu”) being a new Director appointed on 1 July 2023 will retire in accordance with Bye-law 111 of the Bye-laws, and all being eligible, offer themselves for re-election.

Pursuant to the Code Provision B.2.3 of the Corporate Governance Code contained in Appendix C1 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. Mr. Floyd Chan Tsoi-yin (“Mr. Chan”) and Mr. Andrew Yao Cho-fai (“Mr. Yao”) have served as independent non-executive directors of the Company more than nine years. However, Mr. Chan and Mr. Yao have never been involved with the daily operations and business decisions of the Company. During their years of service with the Company as independent non-executive directors, they have contributed by providing an independent viewpoint, enquiry and advice to the Company. The Board considers that the long service of Mr. Chan and Mr. Yao would not affect their exercise of independent judgement.

During the tenure of office of Mr. Liu, he had discharged his duties as an independent non-executive director to the satisfaction of the Board. Mr. Chan, Mr. Yao and Mr. Liu have confirmed their independence as regards each of the factors set out in Rule 3.13 of the Listing Rules. The Board is satisfied with their independence and believes they are still independent. Taking into consideration their knowledge, experience, capacity and various diversity aspects, the Board is of the view that they will continue to contribute to the Board with their perspectives, skills and experience. The re-election of Mr. Chan, Mr. Yao and Mr. Liu is in the best interests of the Company and its shareholders and therefore they should be re-elected as independent non-executive directors.

The Board is of the view that the retiring Directors will continue to contribute to the Board with their deep understanding of the businesses of the Group, diversity of skills set and perspectives. The Board also believes that the valuable knowledge and experience of these retiring Directors in the businesses of the Group and their general business acumen continue to generate significant contribution to the Company and the Shareholders as a whole.

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.

### PROPOSED ADOPTION OF SECOND AMENDED AND RESTATED BYE-LAWS

Reference is made to the announcement of the Company dated 27 March 2024. The Board proposes to amend the Bye-laws to (i) ensure that the Bye-laws are aligned with the requirements under the amended Listing Rules (effective from 31 December 2023) that listed issuers must distribute corporate communications to their shareholders electronically; and (ii) make certain consequential housekeeping amendments (collectively, the “Proposed Amendments”). Accordingly, the Board proposes to adopt the Second Amended and Restated Bye-laws incorporating the Proposed Amendments in substitution for, and to the exclusion of, the existing Bye-laws. Details of the Proposed Amendments are set out in Appendix III to this circular.

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## **LETTER FROM THE BOARD**

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The Second Amended and Restated Bye-laws are prepared in English with no official Chinese version. The Chinese translation is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisers of the Company as to Hong Kong law have confirmed that the Proposed Amendments comply with the applicable requirements of the Listing Rules, and the legal advisers of the Company as to Bermuda law have confirmed that the Proposed Amendments do not contravene the applicable laws of Bermuda.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the AGM.

### **ANNUAL GENERAL MEETING**

The ordinary resolutions in respect of the ordinary business of the re-election of Directors, the special business of the general mandates to buy back Shares and issue new Shares, and the special resolution in respect of the adoption of the Second Amended and Restated Bye-laws will be proposed to the Shareholders at the AGM. The Notice of the AGM is set out on pages 18 to 21 of this circular. A copy of the 2023 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 Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 77 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 buy back Shares and issue new Shares, and to add the total number of Shares that may be bought back to the total number of the Shares that may be allotted pursuant to the general mandate to issue Shares, the re-election of retiring Directors and the adoption of the Second Amended and Restated Bye-laws 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 buy-back 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 buy back Shares.

### **1. ISSUED SHARES**

As at the Latest Practicable Date, the number of Shares of the Company in issue was 950,587,991 Shares. Subject to the passing of the resolution granting the proposed mandate to buy back Shares and on the basis that no further Shares are issued or bought back after the Latest Practicable Date and up to the date of passing such resolution, the Directors are authorised to buy back Shares up to a limit of 95,058,799 Shares.

### **2. REASONS FOR BUY-BACKS**

The Directors believe that the ability to buy back Shares is in the interests of the Company and its Shareholders as a whole. Buy-backs 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 buy back Shares to give the Company the flexibility to do so when the Directors believe that such buy-backs will benefit the Company and its Shareholders as a whole.

### **3. FUNDING OF BUY-BACKS**

It is envisaged that the buy-backs 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 buy-back 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 buy-back 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 bought back.

On the basis of the consolidated financial position of the Company as at 31 December 2023, the Directors consider that the exercise in full of the 10% of mandate to buy back 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 Buy-back 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, close 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 will exercise the power of the Company to make buy-backs pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

As at the Latest Practicable Date, Mr. Kenneth Ting Woo-shou (“Mr. Ting”) held 549,968,695 Shares representing approximately 57.86% of the total number of Shares in issue. Out of the 549,968,695 Shares, 288,929,941 Shares were held by Mr. Ting personally, 2,075,183 Shares were held by Mr. Ting’s spouse, 49,292,571 Shares were held by Glory Town Limited and 209,671,000 Shares were held by H.C. Ting’s Holdings Limited in which Mr. Ting has a controlling interest through Tyrol Investments Limited and Border Shipping Limited respectively. Assuming the buy-back of Shares is exercised in full pursuant to the Share Buy-back Mandate, that no further Shares are issued or bought back prior to the AGM and that the number of Shares held by Mr. Ting remains unchanged, the interests of Mr. Ting will be increased from 57.86% to 64.28% of the total number of Shares in issue. The Directors are not aware of any consequence which may arise under the Takeovers Code as a result of any buy-back of Shares made under the Share Buy-back Mandate.

No buy-backs 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 core 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 buy-backs of the Shares.

Neither the explanatory statement nor the proposed buy-backs of the Shares has any unusual features.

**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>2023</b>		
April	0.450	0.390
May	0.440	0.360
June	0.450	0.380
July	0.490	0.380
August	0.440	0.360
September	0.445	0.360
October	0.470	0.360
November	0.500	0.375
December	0.500	0.375
<b>2024</b>		
January	0.390	0.290
February	0.390	0.250
March	0.400	0.290
April (up to and including the Latest Practicable Date)	0.415	0.310

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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. LAO WAI-KEUNG**

Mr. Lao Wai-keung, aged 59, was appointed as an Executive Director of the Company in July 2021. He joined the Group as the Financial Controller in 2011 and is currently the Chief Financial Officer and Company Secretary of the Company. He is primarily responsible for overall financial, accounting and company secretarial matters of the Group. Mr. Lao also holds various positions in a number of subsidiaries of the Company. Prior to joining the Group, Mr. Lao had more than 20 years of experience in auditing and finance from an international audit firm and various Hong Kong listed companies. Mr. Lao graduated from the University of London with a bachelor's degree in Economics. He is a fellow of the Institute of Chartered Accountants in England and Wales and a certified public accountant (practising) of the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. Lao did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous three years.

Save as disclosed above, Mr. Lao does not hold any other position with the Company or its subsidiaries. He 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. Lao does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

During the year ended 31 December 2023, Mr. Lao has received an aggregate remuneration of HK\$1,545,000 by reference to his duties and responsibilities towards the Company. The amount was determined by the Remuneration Committee of the Company. No service contract has been entered into between Mr. Lao 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 at least once every three years under the Listing Rules and the Company's Bye-laws. 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 relating to the re-election of Mr. Lao that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mr. Lao to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **MR. FLOYD CHAN TSOI-YIN**

Mr. Floyd Chan Tsoi-yin, aged 80, was appointed as an Independent Non-executive Director of the Company in September 2004. He is a member of the Company's Audit Committee, Remuneration Committee and Nomination Committee.

Mr. Chan is a member of the American Institute of Certified Public Accountants and a fellow member 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

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

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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 did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous three years.

Save as disclosed above, Mr. Chan does not hold any other position with the Company or its subsidiaries. He 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 within the meaning of Part XV of the SFO.

Mr. Chan has entered into a term of service with the Company in respect of his appointment as an Independent Non-executive Director for a non-specific term and subject to re-election upon retirement by rotation at least once every three years under the Listing Rules and the Company's Bye-laws. During the year ended 31 December 2023, Mr. Chan has received director's fees of HK\$120,000 by reference to his duties and responsibilities towards the Company. The amount was determined by the Board after taking into account the recommendations of the Remuneration Committee of the Company. 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 relating to the re-election of Mr. Chan that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mr. Chan to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **MR. ANDREW YAO CHO-FAI, *BBS, JP***

Mr. Andrew Yao Cho-fai, *BBS, JP*, aged 58, was appointed as an Independent Non-executive Director of the Company in September 2004. He is the Chairman of the Company's Remuneration Committee and a member of the Company's Audit Committee.

Mr. Yao is the Chairman of the Hong Kong Shanghai Alliance Holdings Limited (a company listed on the Stock Exchange) and an Independent Non-executive Director of China Railway Signal & Communication Corporation Limited (a company listed on Shanghai Stock Exchange and the Stock Exchange). Mr. Yao is an external director of China COSCO Shipping Corporation Limited, a holding company of certain companies listed on the Stock Exchange, Shanghai Stock Exchange, Shenzhen Stock Exchange, Singapore Exchange and Athens Stock Exchange. He was an Independent Non-executive Director of Shanghai Dazhong Public Utilities (Group) Co., Ltd. (a company listed on Shanghai Stock Exchange and the Stock Exchange). Save as disclosed above, Mr. Yao did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous three years.

Mr. Yao is the Hong Kong Deputy of the 12th, 13th and 14th National People's Congress of People's Republic of China, Vice Chairman of Shanghai Chinese Overseas Friendship Association, Chairman of Federation of Hong Kong-Shanghai Associations (formerly Hongkong-Shanghai Economic Development Association), Vice Chairman of the Chinese General Chamber of Commerce Hong Kong, Honorary Founding Chairman of Shanghai Hong Kong Association, Chairman of the Council of Lingnan University and Board Member of Fudan University in Shanghai. Mr. Yao was awarded "Young Industrial Awards of

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

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Hong Kong” by Federation of Hong Kong Industries in 2004, Justice of Peace in 2008 and Bronze Bauhinia Star in 2016 by the Government of Hong Kong. Mr. Yao graduated from the University of California, Berkeley with a bachelor’s degree in science and Harvard Graduate School of Business with a master’s degree in business administration.

Save as disclosed above, Mr. Yao does not hold any other position with the Company or its subsidiaries. He 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 within the meaning of Part XV of the SFO.

Mr. Yao has entered into a term of service with the Company in respect of his appointment as Independent Non-executive Director for a non-specific term and subject to re-election upon retirement by rotation at least once every three years under the Listing Rules and the Company’s Bye-laws. During the year ended 31 December 2023, Mr. Yao has received director’s fees of HK\$120,000 by reference to his duties and responsibilities towards the Company. The amount was determined by the Board after taking into account the recommendations of the Remuneration Committee of the Company. 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 relating to the re-election of Mr. Yao that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mr. Yao to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **MR. DARYL LIU ZHEN-RONG**

Mr. Daryl Liu Zhen-rong, aged 40, was appointed as an Independent Non-executive Director of the Company in July 2023. Mr. Liu has 14 years’ experience in financial markets. He is currently a director of Platinum Holdings Company Limited, a mid-sized investment banking boutique headquartered in Hong Kong with offices in Shanghai and Singapore. He is also a Responsible Officer for Access Investment Management (H.K.) Limited, a type 4 and type 9 licensed entity managing funds for institutions, corporate bodies, family offices and high net worth individuals. Prior to that, he was with the Investment Company of the People’s Republic of China based in Singapore. Mr. Liu started his career in IBM as an analyst. He has not held any directorship, whether in Hong Kong or overseas, in any other listed public companies in the previous three years. Mr. Liu graduated with a Bachelor of Business Management with a Double Major in Finance and Law from Singapore Management University.

Save as disclosed above, Mr. Liu does not hold any other position with the Company or its subsidiaries. He 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 was interested in 1,200,000 shares of personal interests representing approximately 0.13% interest in the issued Shares as disclosed pursuant to Part XV of the SFO. Save as disclosed above, Mr. Liu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

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

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Pursuant to the letter of appointment, Mr. Liu was appointed as Independent Non-executive Director of the Company for a non-specific term since 1 July 2023 and subject to re-election upon retirement by rotation at least once every three years under the Listing Rules and the Company's Bye-laws. For the period from 1 July 2023 to 31 December 2023, Mr. Liu has received director's fees of HK\$45,000 by reference to his duties and responsibilities towards the Company. The amount was determined by the Board after taking into account the recommendations of the Remuneration Committee of the Company. 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 relating to the re-election of Mr. Liu that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mr. Liu to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.



Full text of the proposed amendments to the Bye-laws are set out below. All capitalised terms in the proposed amendments contained in this Appendix are terms defined in the Bye-laws which shall have the corresponding meanings ascribed to them in the Bye-laws.

1. By adding the following new definition in Bye-law 1(A):

““corporate communication” shall have the same meaning as ascribed to it under the Listing Rules as modified from time to time;”

2. The existing definition in Bye-law 1(A) be amended as follows:

““writing” or “printing” shall include writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form, including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable laws, rules and regulations;”

3. The existing Bye-law 170(B) be amended as follows:

“170. (B) Subject to Section 88 of the Companies Act and Bye-law 170(C) below, every balance sheet of the Company shall be signed on behalf of the Board by any one Director and a copy of every balance sheet (including every document required by law to be comprised therein or attached or annexed thereto) and profit and loss account which is to be laid before the Company in general meeting, together with a copy of the Directors’ report and a copy of the Auditors’ report, shall not less than twenty-one days before the date of the meeting, be sent to each person entitled thereto in any manner in which notices and documents may be sent to such person as provided in these Bye-laws, provided that this Bye-law shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.”

4. The existing Bye-law 170(C) be amended as follows:

“170. (C) The Company may send summarised financial statements to members of the Company who have, in accordance with the Statutes and the Listing Rules, consented and elected to receive summarised financial statements instead of the full financial statements. The summarised financial statements must be accompanied by an auditor’s report and notice informing the member how to notify the Company that he elects to receive the full financial statements. The summarised financial statements, notice and auditor’s report must be sent not less than twenty-one days before the general meeting to those members that consented and elected to receive the summarised financial statements in any manner in which notices and documents may be sent to such members as provided in these Bye-laws.”

5. The existing Bye-law 174 be amended as follows:

“174. Any notice or document (including any corporate communication) to be given or issued under these Bye-laws shall be in writing, and may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, envelope or wrapper addressed to such member at his registered address as appearing in the register or by delivering or leaving it at such registered address as aforesaid or ~~(in the case of a notice)~~at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the service of notices or documents or by advertisement in one or more newspapers circulating in the Relevant Territory. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Companies Act and the Listing Rules, any corporate communication may be served or delivered by the Company to any member by (i) sending or otherwise making available the corporate communication to the member concerned using electronic means or (ii) making the corporate communication available on its website and the website of the Designated Stock Exchange and (where required by the Listing Rules) notifying the member concerned that it has been so published (“notice of availability”). The notice of availability may be given to a member by any of the means set out above other than by posting it on a website.”

6. The existing Bye-law 175 be amended as follows:

“175. ~~Subject to the Listing Rules,~~ a member shall be entitled to have notices served on him at any address within the Relevant Territory. Any member whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the member is outside the Relevant Territory, notice, if given to such address through the post, shall be sent by prepaid airmail letter.”

7. The existing Bye-law 176(A) be amended as follows:

“176. (A) Any notice or document, including any corporate communication:-

- (i) sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and posted and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof; and
- (ii) if sent by electronic means, shall be deemed to be served on the day on which it is transmitted from the server of the Company or its agent, and if published on the Company’s website and the website of the Designated Stock Exchange, shall

be deemed to be served by the Company on a member on the later of (i) the day on which a notice of availability, where required, is deemed served on such member and (ii) the day on which such notice or document was so published on the websites.”

8. The existing Bye-law 177 be amended as follows:

“177. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it through electronic means or the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic address or the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an electronic address or address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”

9. The existing Bye-law 179 be amended as follows:

“179. Any notice or document delivered or sent by post to, or left at the registered address of, or sent by electronic means to any member in pursuance of these Bye-laws, shall notwithstanding that such member be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such member until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these Bye-laws be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

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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 Thursday, 20 June 2024 at 10:30 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and Directors’ Report and Independent Auditor’s Report for the year ended 31 December 2023.
2. (A) (i) To re-elect Mr. Lao Wai-keung as director.  
(ii) To re-elect Mr. Floyd Chan Tsoi-yin as director.  
(iii) To re-elect Mr. Andrew Yao Cho-fai as director.  
(iv) To re-elect Mr. Daryl Liu Zhen-rong as director.  
(B) To authorise the board of directors of the Company to fix the remuneration of the directors.
3. To re-appoint KPMG as auditors of the Company and to authorise the directors to fix their remuneration.
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 buy back issued shares 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the total number of Shares which may be bought back 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 total number of the issued shares of the Company 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 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 total number of share 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

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## NOTICE OF ANNUAL GENERAL MEETING

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to time, shall not exceed 20 per cent of the total number of the issued shares of the Company 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 total number of Shares bought back by the Company pursuant to and in accordance with the said Resolution No. 4(A) to the total number 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).”

5. As special business to consider and, if thought fit, pass with or without amendments, the following resolutions as a special resolution:

“**THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (the “Proposed Amendments”), the details of which are set out in Appendix III to the circular of the Company dated 29 April 2024, be and are hereby approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the second amended and restated bye-laws of the Company (the “Second Amended and Restated Bye-laws”), which contain all the Proposed Amendments, a copy of which has been produced to the meeting and marked “A” and initiated by the chairman of the meeting for the purpose of identification, be and are hereby approved and adopted as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect; and
- (c) any Director or company secretary of the Company be and is hereby authorised to do all such acts and things as he or she may consider necessary, desirable or appropriate to effect and record the adoption of the Second Amended and Restated Bye-laws.”

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

Hong Kong, 29 April 2024

*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 lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for the Meeting or at 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 Monday, 17 June 2024 to Thursday, 20 June 2024, both days inclusive, during which period no transfer 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 branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 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 Friday, 14 June 2024.