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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)

DISCLOSEABLE TRANSACTION

DISPOSAL OF PROPERTIES

On 21st April 2010, the Vendors entered into the Agreements with the Purchasers pursuant to which the Vendors conditionally agreed to sell the Properties to the Purchasers for an aggregate consideration of HK\$77,614,000.

Completion took place on 13th May 2010 and 14th May 2010 in accordance with the terms and conditions of the Agreements.

The Agreements included 16 agreements, of which each of the Vendors entered into 2 agreements with either Purchaser I or Purchaser II (as the case may be) and each of the Agreements contained terms for the sale and purchase of one commercial unit. Hence, Vendor I entered into two sale and purchase agreements with Purchaser I for the sale and purchase of Unit 1601 and Unit 1602 respectively, Vendor II with Purchaser I for Unit 1603 and 1604, Vendor III with Purchaser I for Unit 1605 and Unit 1606, Vendor IV with Purchaser I for Unit 1607 and Unit 1608. Vendor V entered into two sale and purchase agreements with Purchaser II for the sale and purchase of Unit 1609 and Unit 1610 respectively, Vendor VI with Purchaser II for Unit 1611 and Unit 1612, Vendor VII with Purchaser II for Unit 1613 and Unit 1614, and Vendor VIII with Purchaser II for Unit 1615 and Unit 1616. Since each of the Vendors had entered into two sale and purchase agreements with either Purchaser I or Purchaser II (as the case may be), at the time of execution of such sale and purchase agreements the Company had calculated the percentage ratios for each of the transactions contemplated under the two sale and purchase agreements executed by each of the Vendors on a separate basis, and took the view that, since the percentage ratios for the transactions contemplated under the two sale and purchase agreements executed by each of the Vendors were at that material time less than 5%, the transactions under each of the two sale and purchase agreements executed by each of the Vendors were not subject to any reporting and announcement and shareholders' approval requirements. Consequently, the Company did not make any announcement concerning the Disposal and the Agreements in April 2010.

Having issued the interim report 2010 and reconsidered the Agreements at the request of the Stock Exchange, the Company is prepared to accept a different view that the transactions under the Agreements may be taken together and aggregated under Rule 14.22 of the Listing Rules, and, if so, the applicable percentage ratios (as defined under Rule 14.04 of the Listing Rules) in respect of the Disposal will be more than 5% but less than 25%, and the Disposal will constitute a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules and will then be subject to the reporting and announcement requirements, but exempt from the Shareholders' approval requirement. As such, the Company hereby announced that the Disposal by way of the transactions under the Agreements constitutes a discloseable transaction under Rule 14.06(2) of the Listing Rules.

INTRODUCTION

On 21st April 2010, the Vendors entered into the Agreements with the Purchasers pursuant to which the Vendors conditionally agreed to sell the Properties to the Purchasers for an aggregate consideration of HK\$77,614,000.

THE AGREEMENTS

Sets out below are the principal terms of the Agreements

Date: 21st April 2010

Parties:

Vendors: Eight subsidiaries of the Company:
(1) Bridge Duke Limited ("Vendor I")
(2) Bridge Shine Limited ("Vendor II")
(3) Express Tech Limited ("Vendor III")
(4) Extend Charm Limited ("Vendor IV")
(5) Joy Gain Limited ("Vendor V")
(6) Noble Fine Limited ("Vendor VI")
(7) Sun Marsh Limited ("Vendor VII")
(8) Nice Cheer Limited ("Vendor VIII")

Purchasers: (1) 巴菲特投資有限公司 ("Purchaser I")
(2) 溫州金點投資有限公司 ("Purchaser II")

Subject matter: 16 commercial units designated as Units 1601 to 1616 at 66 Lujiazui Road, Shanghai, The People's Republic of China.

Consideration: an aggregate amount of HK\$77,614,000, payable by the Purchasers to the Vendors in accordance with the Agreements, which was determined after arm's length negotiations and on normal commercial terms between the Vendors and the Purchasers. In arriving at the consideration, the Directors have taken into account the prevailing market conditions and prices of similar properties located in the nearby area.

The Agreements included 16 agreements, of which each of the Vendors entered into 2 agreements with either Purchaser I or Purchaser II (as the case may be) and each of the Agreements contained terms for the sale and purchase of one commercial unit. Hence, Vendor I entered into two sale and purchase agreements with Purchaser I for the sale and purchase of Unit 1601 and Unit 1602 respectively, Vendor II with Purchaser I for Unit 1603 and 1604, Vendor III with Purchaser I for Unit 1605 and Unit 1606, Vendor IV with Purchaser I for Unit 1607 and Unit 1608. Vendor V entered into two sale and purchase agreements with Purchaser II for the sale and purchase of Unit 1609 and Unit 1610 respectively, Vendor VI with Purchaser II for Unit 1611 and Unit 1612, Vendor VII with Purchaser II for Unit 1613 and Unit 1614, and Vendor VIII with Purchaser II for Unit 1615 and Unit 1616. Since each of the Vendors had entered into two sale and purchase agreements with either Purchaser I or Purchaser II (as the case may be), at the time of execution of such sale and purchase agreements the Company had calculated the percentage ratios for each of the transactions contemplated under the two sale and purchase agreements executed by each of the Vendors on a separate basis, and took the view that, since the percentage ratios for the transactions contemplated under the two sale and purchase agreements executed by each of the Vendors were at that material time less than 5%, the transactions under each of the two sale and purchase agreements executed by each of the Vendors were not subject to any reporting and announcement and shareholders' approval requirements. Consequently, the Company did not make any announcement concerning the Disposal and the Agreements in April 2010.

Having issued the interim report 2010 and reconsidered the Agreements at the request of the Stock Exchange, the Company is prepared to accept a different view that the transactions under the Agreements may be taken together and aggregated under Rule 14.22 of the Listing Rules, and, if so, the applicable percentage ratios (as defined under Rule 14.04 of the Listing Rules) in respect of the Disposal will be more than 5% but less than 25%, and the Disposal will constitute a discloseable transaction for the Company under Rule 14.06(2) of the Listing Rules and will then be subject to the reporting and announcement requirements, but exempt from the Shareholders' approval requirement. As such, the Company hereby announced that the Disposal by way of the transactions under the Agreements constitutes a discloseable transaction under Rule 14.06(2) of the Listing Rules.

COMPLETION

Completion took place on 13th May 2010 and 14th May 2010 in accordance with the Agreements.

INFORMATION ON THE GROUP

The Company is an exempted company incorporated in Bermuda with limited liability. Its shares are listed on the Main Board of the Stock Exchange. The principal business activity of the Company is investment holding. The principal business activities of its major subsidiaries are the manufacture and sale of plastic, electronic and stuffed toys and model trains, property investment, and investment holding and trading.

INFORMATION ON THE PURCHASERS

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, 巴菲特投資有限公司 and 溫州金點投資有限公司 and its ultimate beneficial owners are third parties independent of and not connected with the Company, any of its subsidiaries or any of their respective associates, or any of their connected persons. To the best of the Directors' knowledge, the Purchasers are investment holding companies.

INFORMATION ON THE PROPERTIES

The Vendors had rented Units 1601-1616 in a commercial building at Lujiazui Road, Shanghai, The People's Republic of China to third parties before the Disposal. As mentioned above, to the best of the Directors' knowledge, the Vendors are not connected with the Purchasers.

The net book value of the Properties as at 21st April 2010 was approximately HK\$45,400,000.

Based on the net book value of the Properties, the Directors estimate that the Group will record a gain of HK\$31,220,000, net of legal fees and other direct expenses of HK\$994,000, was recognised in the consolidated income statement for the six months ended 30th June 2010.

The proceeds from the Disposal will be used as the Group's working capital.

REASONS FOR THE DISPOSAL

Having regard to the Consideration for the Disposal and the gain of HK\$31,220,000 from the Disposal as abovementioned, the Directors consider that the terms of the Agreements are fair and reasonable and on normal commercial terms, and the Disposal was in the interest of the Company and the Shareholders as a whole.

DEFINITIONS

In this announcement, the following expressions shall have the following meanings unless the context indicates otherwise.

“Agreements”	the 16 sale and purchase agreements entered into between the Vendors and the Purchasers respectively on 21st April 2010 in respect of the Disposal
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“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
“Completion”	completion of the Disposal in accordance with the Agreements
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules and the word “connected” shall be construed accordingly
“Consideration”	a consideration in the aggregate sum of HK\$77,614,000 for the Disposal to be satisfied in the manner set out in the Agreements
“Directors”	the directors of the Company
“Disposal”	the disposal of the Properties pursuant to the terms of the Agreements
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Properties”	Units 1601-1616 at 66 Lujiazui Road, Shanghai, The People’s Republic of China

“Purchasers”	巴菲特投資有限公司(“Purchaser I”) and 溫州金點投資有限公司(“Purchaser II”)
“Shareholder(s)”	Shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendors”	Eight subsidiaries of the Company: (1) Bridge Duke Limited (“Vendor I”) (2) Bridge Shine Limited (“Vendor II”) (3) Express Tech Limited (“Vendor III”) (4) Extend Charm Limited (“Vendor IV”) (5) Joy Gain Limited (“Vendor V”) (6) Noble Fine Limited (Vendor VI”) (7) Sun Marsh Limited (Vendor VII”) (8) Nice Cheer Limited (Vendor VIII”)
“%”	Per cent

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

Hong Kong, 22nd September 2010

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