



KADER HOLDINGS COMPANY LIMITED

開達集團有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 180)

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS DIRECTOR

In accordance with Article 112 of the Bye-laws of Kader Holdings Company Limited (the “Company”), no person (other than a retiring Director) shall be eligible for election to the office of Director at any general meeting unless:

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

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

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

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

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

Hong Kong, 29 March 2012
(Updated on 23 May 2023)



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開達集團有限公司

(於百慕達註冊成立之有限公司)

(股份代號：180)

股東提名個別人士參選董事之程序

根據開達集團有限公司之公司細則第 112 條，除退任董事外，其他人士概無資格於任何股東大會上競選董事，除非：

- (a) 其由董事會推薦參選；或
- (b) 一份表明有意提名該人士參選為董事之書面通知書，以及由獲提名之人士發出一份書面通知書表示願意參選，並送達本公司註冊辦事處或登記辦事處。惟發出該通知書之期限最少應為七日，而遞交有關通知書之期限，不得早於寄發有關選舉所召開股東大會通告之翌日開始計算，亦不得遲於舉行有關股東大會前七日完結(「指定期間」)。

因此，倘本公司之股東擬提名個別人士於本公司之股東大會參選董事，須於指定期間內向本公司之公司秘書(地址為香港九龍九龍灣啓祥道 22 號 11 樓)有效送達以下文件：

- (1) 一份已簽署並表明擬於股東大會上提名該人士參選為董事之書面通知書。該書面通知書包括(a)提名股東之姓名；(b)其聯絡資料；及(c)提名股東持有本公司股份之數目；及
- (2) 一份由獲提名之人士已簽署之書面通知書表示願意參選，並連同下列資料：
 - (a) 全名及年齡；
 - (b) 獲提名之人士於本公司及本集團其他成員公司所擔任之職位(如有)；

- (c) 獲提名之人士之經驗，包括(i)過去三年於香港或海外任何證券市場上市之公眾公司擔任之其他董事職務；以及(ii)其他主要委任及專業資格；
- (d) 現時職業以及該等與獲提名之人士之能力或誠信有關而股東應知悉之其他資料(其中可能包括業務經驗及學術資格)；
- (e) 出任本公司董事之任期或建議任期；
- (f) 與本公司任何董事、高級管理人員、主要股東或控股股東(定義見香港聯合交易所有限公司證券上市規則(「上市規則」))之關係，或適當之否定聲明；
- (g) 證券及期貨條例第 XV 部所指之本公司股份權益，或適當之否定聲明；
- (h) 由獲提名之人士根據上市規則第 13.51(2)(h)至(w)條規定予以披露之資料所作出之聲明，或作出適當之否定聲明，以表明並無任何根據該等規定而須予披露之資料，或獲提名之人士並無任何需要股東知悉之事項；及
- (i) 聯絡資料。

於指定期間內收到上述文件後，將於股東大會上提呈獲提名之人士參選董事之決議案以尋求股東之批准。

香港，二零一二年三月二十九日
(二零二三年五月二十三日更新)