
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 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 Room 1225, 12th Floor, Prince's Building, 10 Chater Road, Central, Hong Kong on Wednesday, 3 June 2009 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 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.

28 April 2009

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	2
General Mandates to Repurchase Shares and Issue New Shares	3
Re-election of Retiring Directors	3
Annual General Meeting	4
Voting by way of Poll	4
Recommendation	4
General Information	4
 APPENDIX I – EXPLANATORY STATEMENT	 5
 APPENDIX II – DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED	 8
 NOTICE OF ANNUAL GENERAL MEETING	 13

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 Wednesday, 3 June 2009, 10:30 a.m. at Room 1225, 12th Floor, Prince’s Building, 10 Chater Road, Central, 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”	23 April 2009, 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
“Shares”	shares of HK\$0.10 each in the capital of the Company
“Shareholders”	holders of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Repurchases
“2008 Annual Report”	annual report of the Company for the year ended 31 December 2008

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, Managing Director*

Ivan Ting Tien-li

Nancy Ting Wang Wan-sun

Non-executive Directors:

Dennis Ting Hok-shou *OBE, JP, Chairman*

Moses Cheng Mo-chi *GBS, OBE, JP*

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

28 April 2009

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 3 June 2008, ordinary resolutions were passed giving general mandates to the Directors (i) to repurchase Shares on the Stock Exchange of up to 10 per cent of the share capital of the Company in issue on 3 June 2008; and (ii) to allot, issue and deal with Shares in the capital of the Company of aggregate nominal amount which shall not exceed (a) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on 3 June 2008, 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 given on 3 June 2008.

The aforesaid general mandates will lapse at the conclusion of the AGM (or any adjournment of it), unless renewed at the AGM. It is proposed that at the AGM, resolutions will be proposed to renew these mandates.

It is proposed to grant a general mandate to the Directors to repurchase Shares. 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 between the period from the Latest Practicable Date to the date of passing 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 Annual General Meeting of the Company to be held in 2010.

It is proposed to grant a general mandate to the Directors to allot, issue and deal with Shares of the Company not exceeding 20 per cent of the issued share capital of the Company in issue as at the date of the resolution granting the general mandate to provide flexibility to the Company to raise funds by issue of Shares efficiently. If the resolution is passed, 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 Annual General Meeting to be held in 2010.

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 approve the purchase by the Company of its own Shares. An explanatory statement in relation to the proposed mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

At the AGM, Dr. Dennis Ting Hok Shou (Non-executive Chairman appointed on 18 September 1989), Mrs. Nancy Ting Wang Wan-sun (Executive Director appointed on 11 January 2008) and Mr. Floyd Chan Tsoi-yin (Independent Non-executive Director appointed on 30 September 2004) will retire by rotation in accordance with Bye-law 109(A) (read in conjunction with Bye-law 189(ix)) of the Bye-laws, and Mr. Desmond Chum Kwan-yue (Independent Non-executive Director appointed on 10 March 2009) and Mr. Ronald Montalto (Independent Non-executive Director appointed on 22 April 2009) will retire in accordance with Bye-law 109(A) (read in conjunction with Bye-law 189(v)) of the Bye-laws, and being eligible, offer themselves for re-election. Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The resolutions will be proposed to the Shareholders in respect of the ordinary business to be considered at the AGM, including the re-election of Directors and the special business of the Company to be considered at the AGM, being the proposed resolutions to approve general mandates to repurchase Shares and issue new Shares. The Notice of the AGM is set out on pages 13 to 16 of this circular. A copy of the 2008 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 Kader Holdings Company Limited 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, all votes of the Shareholders at the general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Bye-law 78 of the Bye-laws. The results of the vote by poll will be announced by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Directors consider that the general mandates to repurchase Shares and issue new Shares, and 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 Appendixes 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
Managing Director

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

It is proposed that up to 10 per cent of the Shares in issue at the date of passing the resolution to approve the general mandate may be repurchased. 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. On the basis of such figure (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 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. Repurchases may, depending on the circumstances, result in an increase of net assets or earnings per share 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.

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 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 2008 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 general 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 Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the general 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 general mandate and the number of Shares held by H.C. Ting's Holdings Limited remains unchanged, H.C. Ting's Holdings Limited will hold 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 Rule 26 of the Takeovers Code in the event that the Directors exercise in full the power to repurchase Shares pursuant to the mandate to repurchase Shares. 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 purchases pursuant to the general mandate.

No purchases have been made by the Company of its Shares in the 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 of a present intention to sell Shares to it and no such persons have undertaken not to sell any such Shares to the Company in the event that the general mandate is granted by Shareholders.

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>
2008		
April	0.530	0.470
May	0.530	0.495
June	0.510	0.500
July	0.530	0.495
August	0.500	0.465
September	0.490	0.420
October	0.450	0.280
November	0.350	0.300
December	0.350	0.242
2009		
January	0.320	0.270
February	0.300	0.265
March	0.300	0.270
April (up to the Latest Practicable Date)	0.300	0.270

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

DR. DENNIS TING HOK SHOU

(Non-executive Chairman appointed on 18 September 1989)

Dr. Dennis Ting Hok-shou, OBE, JP, aged 75, has been the Non-executive Chairman of the Company since its incorporation in 1989. He has been a director of Kader Industrial Company Limited since 1961.

Dr. Ting has served a number of trade organisations and public committees. At present, he is the Honorary Life President of the Hong Kong Plastics Manufacturers' Association, the Honorary President of Federation of Hong Kong Industries and the Chairman of the Board of Trustees of Hong Kong Shue Yan University. Save as disclosed above, Dr. Ting has not held any directorship in other listed public companies in the past three years.

Dr. Ting is a director of H.C. Ting's Holdings Limited which is a substantial shareholder of the Company. He is a brother of Mr. Kenneth Ting Woo-shou, uncle of Mr. Ivan Ting Tien-li and brother-in-law of Mrs. Nancy Ting Wang Wan-sun. Save as disclosed above, Dr. 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, Dr. Ting was interested in 246,975,589 ordinary shares of the Company, representing approximately 37.12% interest in the share capital of the Company as disclosed pursuant to Part XV of the Securities and Futures Ordinance ("SFO"), which comprised 236,969,800 Shares of corporate interests, 275,000 Shares of family interests and 9,730,789 Shares of personal interests. Save as disclosed above, Dr. Ting was not interested in any Shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Dr. Ting has entered into a term of service with the Company for two years commencing on 1 May 2007 until 30 April 2009, 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).

During the year ended 31 December 2008, Dr. Ting has received an aggregate remuneration, including bonus payment, of HK\$437,290 per annum. Such amount of emoluments is determined by reference to his duties and responsibilities towards 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 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.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

MRS. NANCY TING WANG WAN SUN

(Executive director appointed on 11 January 2008)

Mrs. Nancy Ting Wang Wan-sun, aged 61, was appointed as Non-executive Director of the Company in January 2008 and was redesignated as Executive Director of the Company in February 2009. She has been the Executive Director of Kader Industrial Company Limited, the major subsidiary of the Company since 2001. Mrs. Ting has not held any directorship in other listed public companies in the last three years. She is the wife of Mr. Kenneth Ting Woo-shou, mother of Mr. Ivan Ting Tien-li and sister-in-law of Dr. Dennis Ting Hok-shou.

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 128,460,014 ordinary shares of the Company, representing approximately 19.31% interest in the share capital of the Company as disclosed pursuant to Part XV of the SFO, which comprised 127,007,385 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.

The Company and Mrs. Ting had entered into a service contract for a term commencing on 11 January 2008 and ending on 30 April 2009. This service contract will be terminated immediately after the redesignation of Mrs. Ting's directorship and there will be non-specific term subject to re-election upon retirement by rotation under the Company's Bye-laws 109(A) and 189(ix). Mrs. Ting has received the remuneration of HK\$58,634 per annum by reference to her duties and responsibilities towards the Company. Mrs. Ting 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 information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

MR. FLOYD CHAN TSOI YIN

(Independent non-executive director appointed on 30 September 2004)

Mr. Floyd Chan Tsoi-yin, aged 65, has been an Independent Non-executive Director of the Company since 30 September 2004. Mr. Chan is a member of the American Institute of Certified Public Accountants and a fellow of the Hong Kong Institute of Certified Public Accountants. He has been a partner of BDO Seidman in the United States for many years. He is 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 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 has not held any directorship in other listed public companies in the past three years. He is a member of the Company's Audit Committee and Remuneration Committee.

Save as disclosed above, Mr. Chan does not hold any other position with the Company or its subsidiaries. Mr. Chan 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.

Mr. Chan has entered into a term of service with the Company for two years commencing on 1 May 2007 until 30 April 2009, 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. Chan's remuneration is fixed at HK\$100,000 per annum by reference to his duties and responsibilities towards the Company. Mr. Chan 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.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

MR. DESMOND CHUM KWAN YUE

(Independent non-executive director appointed on 10 March 2009)

Mr. Desmond Chum Kwan Yue, aged 36, was appointed as Independent Non-executive Director of the Company in March 2009. Mr. Chum is a portfolio manager at Claren Road Asset Management, a US based credit hedge fund. Prior to Claren Road Asset Management, Mr. Chum was a Managing Director at 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.

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 is engaged in a term of service of two years 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(v). He will entitle to any remuneration which are determined by the Shareholders of the Company in Annual General Meeting with reference to his performance and responsibilities towards the Company.

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.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

MR. RONALD MONTALTO

(Independent non-executive director appointed on 22 April 2009)

Mr. Ronald Montalto, aged 60, 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). Subsequent to his retirement, Mr. Montalto consulted for Mattel senior management in developing plan to relocate all Mattel's European manufacturing operations and back office support to Asia during 2005. He was a Senior Vice President of different operations in Mattel where he had worked for 16 years and helped to form Asian sourcing unit and integrate brands' procurement and manufacturing operations. He was a Director of Business Development of Mattel Far East Operations (Hong Kong) between 1983 and 1987. Since retirement, Mr. Montalto 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. Save as disclosed above, Mr. Montalto has not held any directorship in other listed public company in the last three years.

Save as disclosed above, Mr. Montalto does not hold any position with the Company or its subsidiaries. Mr. Montalto does not have any relationship with any other director, senior management, substantial or controlling shareholder (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 is engaged in a term of service of two years 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(v). He will entitle to any remuneration which are determined by the Shareholders of the Company in Annual General Meeting with reference to his performance and responsibilities towards the Company.

Save as disclosed above, there are no other matters that need to be brought to the attention of 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 the shareholders of Kader Holdings Company Limited (the “Company”) will be held at Room 1225, 12th Floor, Prince’s Building, 10 Chater Road, Central, Hong Kong on Wednesday, 3 June 2009 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 2008.
2. To re-elect directors and fix their 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 of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

(b) the aggregate nominal amount of shares of the Company 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 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 and issue shares in the capital of the Company 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) 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 in the Company;

NOTICE OF ANNUAL GENERAL MEETING

or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend pursuant to the Bye-laws of the Company from time to time, shall not exceed the aggregate of 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing 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 of the Company or any class thereof on the register of members 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 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
Lee Kwok Wan
Company Secretary

Hong Kong, 28 April 2009

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 Friday, 29 May 2009 to Wednesday, 3 June 2009, both days inclusive, during which period no transfers of shares will be effected. In order to be entitled to attend and vote at the above 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, 27 May 2009.