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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 THE THIRD 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 Friday, 26 June 2026 at 11:00 a.m., is set out on pages 33 to 37 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.

27 April 2026

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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 Friday, 26 June 2026 at 11:00 a.m. or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the second amended and restated bye-laws of the Company adopted on 20 June 2024, 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”	17 April 2026, 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
“Treasury Share(s)”	has the meaning ascribed to this expression under the Third Amended and Restated Bye-laws
“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
“Third Amended and Restated Bye-laws”	the third 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

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## DEFINITIONS

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“2025 Annual Report”

annual report of the Company for the year ended 31 December 2025

“%”

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. Andrew Yao Cho-fai, *BBS, JP*  
Mr. Desmond Chum Kwan-yue  
Ms. Sabrina Chao Sih-ming, *BBS, JP*  
Mr. Daryl Liu Zhen-rong

***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

27 April 2026

*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 THE THIRD AMENDED AND RESTATED BYE-LAWS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 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 the Third Amended and Restated Bye-laws.

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

At the annual general meeting of the Company held on 24 June 2025, 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 24 June 2025; and (ii) to allot, issue and deal with Shares not exceeding (a) 20% of the total number of the Shares in issue on 24 June 2025, 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 24 June 2025.

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 (excluding Treasury Share(s), if any) (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 (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of the Shares in issue (excluding Treasury Shares, if any) 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

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## LETTER FROM THE BOARD

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- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

As at the Latest Practicable Date, the Proposed Amendments (as defined thereafter) as set out in Appendix III to this circular and the special resolution numbered 5 set out in the notice of AGM to, inter alia, allow the Company to hold repurchased Shares as Treasury Shares and to resell Treasury Shares is pending approval from the Shareholders. Accordingly, for the avoidance of doubt, the Company will only hold, resell, or transfer Treasury Shares after the passing of the said special resolution in relation to the Proposed Amendments, and in the event that such special resolution is not approved by the Shareholders, the Company will not hold, resell or transfer its Shares as Treasury Shares.

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.

### **RE-ELECTION OF RETIRING DIRECTORS**

At the AGM, Mrs. Nancy Ting Wang Wan-sun, Mr. Ivan Ting Tien-li and Mr. Bernie Ting Wai-cheung will retire by rotation in accordance with Bye-law 108(A) of the Bye-laws and all being eligible, offer themselves for re-election.

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 THIRD AMENDED AND RESTATED BYE-LAWS**

Reference is made to the announcement of the Company dated 23 March 2026. The Board proposes to amend the Bye-laws in order to (i) provide the Company with the flexibility to hold its repurchased shares as treasury shares; (ii) align the Bye-laws with the relevant provisions of the Listing Rules relating to the further expansion of paperless listing regime, hybrid general meeting and electronic voting; and (iii) incorporate other consequential and house-keeping amendments (collectively, the “Proposed Amendments”). Accordingly, the Board proposes to adopt the Third 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.

The Third 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.

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## LETTER FROM THE BOARD

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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 Proposed Amendments and the adoption of the Third Amended and Restated Bye-laws will be proposed to the Shareholders at the AGM. The notice of the AGM is set out on pages 33 to 37 of this circular. A copy of the 2025 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 Third 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 and the Company did not hold any Treasury 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 2025, 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 Share Buy-back 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. Subject to the passing of the special resolution numbered 5 set out in the notice of AGM, it is intended that the Company may cancel any buy-back Shares following the settlement of any such buy-back or hold them as Treasury Shares based on the prevailing market conditions and its capital management needs at the relevant time of the buy-backs.

For any Treasury Shares that are deposited with the Central Clearing and Settlement System (“CCASS”) pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company’s own name as Treasury Shares. The Company shall (i) not (or procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

As at the Latest Practicable Date, Mr. Kenneth Ting Woo-shou (“Mr. Ting”) held 550,678,695 Shares representing approximately 57.93% of the total number of Shares in issue. Out of the 550,678,695 Shares, 289,639,941 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 57.93% to 64.37% 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 (whether on the Stock Exchange or otherwise) in the previous six months prior to the Latest Practicable Date.

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 Share Buy-back Mandate is approved by the Shareholders.

Neither this explanatory statement nor the proposed Share Buy-back Mandate 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>2025</b>		
April	0.280	0.220
May	0.300	0.215
June	0.260	0.227
July	0.340	0.229
August	0.280	0.219
September	0.224	0.210
October	0.217	0.194
November	0.210	0.180
December	0.207	0.184
<b>2026</b>		
January	0.230	0.178
February	0.229	0.195
March	0.222	0.174
April (up to and including the Latest Practicable Date)	0.218	0.175

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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:

### **MRS. NANCY TING WANG WAN-SUN**

Mrs. Nancy Ting Wang Wan-sun, aged 78, was appointed as a Non-executive Director of the Company in January 2008, and re-designated as an Executive Director of the Company in February 2009. She has been an Executive Director of Kader Industrial Company Limited, a wholly-owned subsidiary of the Company, since 2001. She also serves as director of certain other subsidiaries of the Company. Mrs. Ting was appointed as Trustee of the Hong Kong Children's Hospital Charitable Foundation for a three-year term from 5 November 2019 to 4 November 2022. Save as disclosed above, Mrs. Ting does not hold any other position with the Company or its subsidiaries and did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous three years.

Mrs. Ting is the wife of Mr. Kenneth Ting Woo-shou, Chairman and Managing Director of the Company, the mother of Mr. Ivan Ting Tien-li, Executive Director of the Company and the auntie of Mr. Bernie Ting Wai-cheung, Non-executive Director of the Company. 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 2,075,183 Shares of personal interests representing approximately 0.22% interest in the issued Shares as disclosed pursuant to Part XV of the SFO. 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.

During the year ended 31 December 2025, Mrs. Ting has received an aggregate remuneration of HK\$380,000 by reference to her 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 Mrs. Ting and the Company in respect of her appointment as 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 Mrs. Ting that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mrs. Ting to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **MR. IVAN TING TIEN-LI**

Mr. Ivan Ting Tien-li, aged 50, was appointed as an Executive Director of the Company in April 2006. He was appointed as the Managing Director of the Company in July 2010, and stepped down from that position when he was re-designated as a Non-executive Director of the Company in July 2012. He was re-designated as an Executive Director of the Company in April 2018. Mr. Ting holds a Bachelor's Degree in International Politics and Economics. He is one of the authorized representatives of the Company. He has been an Executive Director of Kader Industrial Company Limited, a wholly-owned subsidiary of the

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

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Company, since 1998. Apart from this, he also serves as director of certain other subsidiaries of the Company. Mr. Ting was appointed as an Independent Non-executive Director of Harbour Center Development Limited in December 2018. Save as disclosed above, Mr. Ting does not hold any other position with the Company or its subsidiaries and did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous three years.

Mr. Ting was the Chairman of the Hong Kong Chapter of Entrepreneurs' Organization from 2006 to 2007 and its Global Board from 2016 to 2017. He was on the Hong Kong Toys Advisory Committee of the Hong Kong Trade Development Council from 2003 to 2007 and from 2010 to 2014. Mr. Ting currently serves as an Honorary Chairman of Hong Kong Toys Council, an Honorary Chairman and a General Committee Member of the Hong Kong Exporters' Association and a President of the International Council of Toy Industries (ICTI). He is also a member of Jiangsu Provincial Committee of the Chinese People's Political Consultative Conference and permanent Chairman of Federation of Hong Kong Jiangsu Youth.

Mr. Ting is the son of Mr. Kenneth Ting Woo-shou, Chairman and Managing Director of the Company and Mrs. Nancy Ting Wang Wan-sun, Executive Director of the Company, and the cousin of Mr. Bernie Ting Wai-cheung, Non-executive Director of the Company. Save as disclosed above, Mr. 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, Mr. Ting was interested in 21,530,432 Shares of personal interests representing approximately 2.26% interest in the issued Shares as disclosed pursuant to Part XV of the SFO. Save as disclosed above, Mr. Ting was not interested in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

During the year ended 31 December 2025, Mr. Ting has received an aggregate remuneration of HK\$1,741,000 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. Ting 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 year 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. Ting that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mr. Ting to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

### **MR. BERNIE TING WAI-CHEUNG**

Mr. Bernie Ting Wai-cheung, aged 60, was appointed as a Non-executive Director of the Company in July 2010. He was appointed as a director of Kader Industrial Company Limited, a wholly-owned subsidiary of the Company, since July 2010. Mr. Ting also serves as director of certain other subsidiaries of the Company. He studies Mechanical Engineering at the University of Toronto, Canada. He obtained his MBA at Worcester Polytechnic Institute in the USA. He briefly worked in a manufacturing company in Canada. He is now working at Qualidux Industrial Company Limited as the Director and General Manager. Save as

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

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disclosed above, Mr. Ting does not hold any other position with the Company or its subsidiaries and did not hold any directorship, whether in Hong Kong or overseas, in any other public listed companies in the previous three years.

Mr. Ting is the Honorary President of Hong Kong Toys Council under the auspices of the Federations of Hong Kong Industries. He became the Vice President of International Council of Toys Industries (ICTI) in 2009 to 2015 and has become the President of Asian Committee of Toy Industries since May 2018. As part of his public duties in Hong Kong, he was the Chairman of Hong Kong Q-Mark Council from 2011 to 2021. He is the Vice Chairman of The Hong Kong Standards and Testing Centre Limited. He is the Director of Hong Kong Certification Centre Limited. He is the Vice Chairperson of “CreateSmart Initiative” Vetting Committee. Mr. Ting is the Vice President of the Hong Kong Plastics Manufacturers Association Limited. He has been appointed by the Financial Secretary of the Hong Kong Special Administrative Region as member of Standing Committee on Company Law Reform since 1 February 2019. He has been appointed by the Secretary for Innovation and Technology as a member of the Accreditation Advisory Board since November 2020. On 1 January 2021, the Secretary for Commerce and Economic Development has appointed Mr. Ting as a member of the Hong Kong Export Credit Insurance Corporation Advisory Board. He contributes his spare time to community service through Rotary Club of Hong Kong South.

Mr. Ting is the nephew of Mr. Kenneth Ting Woo-shou, Chairman and Managing Director of the Company and Mrs. Nancy Ting Wang Wan-sun, Executive Director of the Company, and the cousin of Mr. Ivan Ting Tien-li, Executive Director of the Company. Mr. Ting is a substantial shareholder of Forest Crimson Limited which is a substantial shareholder of the Company. Save as disclosed above, Mr. 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, Mr. Ting does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Ting has entered into a term of service with the Company in respect of his appointment as a 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 2025, Mr. Ting has received director’s fees of HK\$90,000 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. Ting that need to be brought to the attention of the Shareholders of the Company, and there is no other information of Mr. Ting 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 (shown with strikethrough to denote text to be deleted and underline to denote text to be added). 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. The following definitions be added in Bye-law 1(A) in alphabetical order:

“actionable corporate communication” shall have the meaning as defined in the Listing Rules;

“announcement” shall mean an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted under the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted under the Listing Rules and applicable laws;

“appointed newspaper” shall have the meaning as defined in the Companies Act;

“electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act;

“electronic communication” shall mean a communication sent by electronic transmission in any form through any medium in compliance with the Statutes and any other applicable laws, rules and regulations from time to time in force;

“electronic meeting” shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;

“electronic record” shall have the meaning ascribed to it in the Electronic Transactions Act;

“electronic signature” shall have the meaning ascribed to it in the Electronic Transactions Act;

“Electronic Transactions Act” shall mean the Electronic Transactions Act 1999 of Bermuda, as amended, modified or supplemented from time to time;

“hybrid meeting” shall mean a general meeting convened for the (i) physical attendance by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;

“Meeting Location” shall have the meaning given to it in Bye-law 76(A)(A);

“Notice” shall mean written notice unless otherwise specifically stated and as further defined in these Bye-laws;

“physical meeting” shall mean a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;

“Principal Meeting Place” shall have the meaning given to it in Bye-law 70(B);

“treasury share(s)” shall mean a share of the Company that was or is treated as having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has not been cancelled;

2. The following definition in Bye-law 1(A) shall be deleted in its entirety and be revised as follows:

“writing” or “printing” shall include writing, printing, lithography, photography, electronic record, typewriting and every other mode of representing words or figures in a legible and non-transitory visible form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, including where the representation takes the form of electronic display, provided that the member concerned (where the relevant provision of these Bye-laws require the delivery or service of any document or notice on him in his capacity as member) has elected for the receipt of the relevant document or notice through electronic means and 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 original Bye-law 1(B)(vii) be deleted its entirety and be revised as follows:

A resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members (whereby for the purposes of Bye-laws 2, 7(A), 69, 182 and 186, shall exclude voting rights attached to any treasury shares) as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised corporate representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which notice specifying (without prejudice to the power contained in these Bye-laws to amend the same) the intention to propose the resolution as a special resolution, has been duly given;

4. For Bye-law 1(B), new sub-paragraphs (xi) to (xxi) be inserted immediately following sub-paragraph (x):

(xi) References to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

(xii) References to a signature or to anything being signed or executed include such forms of electronic signature or other means of verifying the authenticity of an electronic record as the Board may from time to time approve or prescribe, either generally or for a particular purpose;

(xiii) References to anything being done by electronic means include its being done by means of any electronic or other communications equipment or facilities and reference to any communication being delivered or received, or being delivered or received at a particular place, includes the transmission of an electronic record to a recipient identified in such manner or by such means as the Board may from time to time approve or prescribe, either generally or for a particular purpose;

(xiv) To the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act or Section 2AA of the Companies Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the members to vary the provisions of the Electronic Transactions Act and/or to override the requirement of Section 2AA of the Companies Act, as applicable;

(xv) Where a shareholder is a corporation, any reference in these Bye-laws to a shareholder shall, where the context requires, refer to a duly authorised representative of such shareholder;

(xvi) References to the right of a member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities;

(xvii) A reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any member or Director (including, without limitation the Chairman of the meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 76A(F);

(xviii) References to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

(xix) References to the term "place" in these Bye-laws shall be construed as applicable only in contexts where a physical location is required or relevant. Any references to a "place" for the delivery, receipt, or payment of monies, whether by the Company or by members, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a "place" in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a "place" shall be interpreted to include virtual platforms or

electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision;

(xx) References to electronic facilities include, without limitation, online platforms, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise); and

(xxi) Any reference in these Bye-laws to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the Chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of members attending in person, by corporate representative or by proxy at that meeting.

5. The original Bye-law 3(B) be deleted its entirety and be revised as follows:

Subject to the Statutes and where applicable, the rules or regulations issued by the Designated Stock Exchange or the Securities and Futures Commission of Hong Kong, the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, as well as warrants or other securities, and such power shall be exercisable by the Board on such terms and conditions as the Board may determine. Subject to the Companies Act, these Bye-laws, the Listing Rules and/or rules of any competent regulatory authority, any treasury shares shall be at the disposal of the Board, which, without limitation, may elect to hold all or any of the treasury shares, dispose of or transfer all or any of the treasury shares for cash or other consideration (including without limitation for the purpose of grants made or to be made under the share option plan, share award plan or any other share based incentive scheme adopted or to be adopted by the Company), or cancel all or any of the treasury shares, ~~the power contained in the Memorandum of Association for the Company to purchase or otherwise acquire its shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.~~

6. The original Bye-law 7(A) be deleted its entirety and be revised as follows:

If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Statutes, be varied or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of these Bye-laws relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum shall be not less than two persons holding or representing by proxy one-third in nominal value of the issued shares of that class (excluding treasury shares, if any), and at an adjourned meeting not less than two persons holding or representing by proxy shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll.

7. The original Bye-law 27 be deleted its entirety and be revised as follows:

In addition to the giving of notice in accordance with Bye-law 25, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members in the manner in which notices may be sent to members by the Company as herein provided ~~by notice to be inserted once at least in a leading English language daily newspaper and (if the Relevant Territory is Hong Kong) in a leading Chinese language daily newspaper circulating in the Relevant Territory.~~

8. The original Bye-law 28 be deleted its entirety and be revised as follows:

Every member upon whom a call is made shall pay the amount of every call so made on him to the person and at the time or times and place or places or in the manner as the Board shall appoint.

9. The original Bye-law 45 be deleted its entirety and be revised as follows:

The registration of transfers may, after notice has been given by advertisement in an appointed newspaper in Bermuda and in one or more newspapers circulating in the Relevant Territory in accordance with the requirements of any Designated Stock Exchange or by announcement or by electronic communication or by any ~~electronic~~ other means (electronic or otherwise) in such manner as may be accepted by the Designated Stock Exchange to that effect, be suspended and the register closed at such times and for such periods as the Board may from time to time to determine either generally or in respect of any class of shares. The register shall not be closed for more than thirty days in any year.

10. The original Bye-law 66 be deleted its entirety and be revised as follows:

Subject to the Companies Act, the Company shall in each financial year hold a general meeting as its annual general meeting ~~in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it;~~ and such annual general meeting shall be held within six months after the end of its previous financial year unless a longer period would not infringe the Listing Rules, if any, at such time as may be determined by the Board. ~~The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint.~~

11. The original Bye-law 68 be deleted its entirety and be revised as follows:

All general meetings (including an annual general meeting, a special general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more Meeting Locations as provided in Bye-law 76(A)(A), as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion. ~~General meetings (including special general meetings) may be held in the Relevant Territory or elsewhere in the world as may be determined by the Board.~~

12. The original Bye-law 69 be deleted its entirety and be revised as follows:

The Board may whenever it thinks fit call special general meetings, and shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital (excluding treasury shares, if any) of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition, and add resolutions to the meeting agenda to such meeting so convened; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may do so in accordance with the provisions of Section 74(3) of the Companies Act.

13. The original Bye-law 70 be deleted its entirety and be revised as follows:

(A) An annual general meeting of the Company shall be called by twenty-one clear days' notice in writing at the least, and a general meeting of the Company other than an annual general meeting of the Company shall be called by at least fourteen clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye laws, entitled to receive such notices from the Company, provided that subject Subject to the provisions of the Statutes, a general meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-law be deemed to have been duly called if it is so agreed:-

- (i) in the case of a meeting called as the annual general meeting, by all the members entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding representing not less than ninety-five per cent of the total voting rights at the meeting of all the members in nominal value of the shares given that right.

(B) The Notice of general meeting shall specify (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-law 76A(A), the principal place of the meeting (the "Principal Meeting Place"); (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the Notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or when and how such details will be made available by the Company prior to the meeting; and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. For hybrid meetings or electronic meetings, the Notice shall either include instructions for accessing and participating in the meeting or specify where or how such instructions will be provided to the members. Notice of every general meeting shall be given to such persons as are, under these Bye-laws, entitled to receive such notices from the Company.

14. The original Bye-law 73 be deleted its entirety and be revised as follows:

For all purposes the quorum for a general meeting shall be two members present in person (including attendance by electronic means) (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

15. The original Bye-law 74 be deleted its entirety and be revised as follows:

If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at ~~such the same~~ time and (where applicable) same place(s) or to such time and (where applicable) such place(s) and in such form and manner referred to in Bye-law 68 as the chairman of the meeting (or in default, the Board) may absolutely determine ~~place as shall be decided by the Board~~, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, any two members present in person or by proxy shall be a quorum and may transact the business for which the meeting was called.

16. The original Bye-law 75 be deleted its entirety and be revised as follows:

(A) The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Board present shall choose one of their number as Chairman of the meeting, and if no Director be present, or if all the Board present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be Chairman of the meeting.

(B) If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 75(A) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

17. The original Bye-law 76 be deleted its entirety and be revised as follows:

Subject to Bye-law 76A(D), the ~~The~~ Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the chairman of the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the details set out in Bye-law

~~70(B) place, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of any original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.~~

18. The new Bye-law 76A be inserted immediately following Bye-law 76:

(A) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(B) All general meetings are subject to the following and, where appropriate, all references to a “member” or “members” in this sub-paragraph (B) shall include a proxy or proxies respectively:

- (a) where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
- (b) members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

- (d) if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these Bye-laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.

(C) The Board and, at any general meeting, the chairman of the general meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, and/or at any Meeting Location(s) and/or participation and/or voting in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it/he/she shall in its/his/her absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy, at any Meeting Location(s) shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations or through electronic facilities shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

(D) If it appears to the chairman of the general meeting that:

- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-law 76A(A) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or
- (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or
- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting,

then, without prejudice to any other power which the chairman of the meeting may have under these Bye-laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

(E) The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without

limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises and/or the electronic facilities at which the meeting is held. Any decision made under this Bye-law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

(F) If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Board, in its absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, it may (a) postpone the meeting to another date and/or time and/or (b) change the place and/or the electronic facilities and/or the form of the meeting (including, without limitation, a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Board shall have the power to provide in every Notice calling a general meeting the circumstances in which such a change or postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, extreme conditions, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-law shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);
- (b) when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the members of details of such change in such manner as the Board may determine;
- (c) when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 76, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-laws not less than 48 hours before the time of the postponed or changed meeting; and
- (d) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the members.

(G) All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-laws 76A(A) to 76A(H), any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

(H) Without prejudice to other provisions in Bye-laws 76A(A) to 76A(G), a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

19. The original Bye-law 80 be deleted its entirety and be revised as follows:

In the case of an equality of votes, whether on a show of hands and/or by count of votes in the form of electronic records, or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.

20. The original Bye-law 84 be deleted its entirety and be revised as follows:

Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who is present in person (or being a corporation by its duly authorised corporate representative) shall have one vote, and on a poll every member present in person (or being a corporation by its duly authorised corporate representative) or by proxy shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-law as paid up on the share). On a poll a member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the directors or the chairman of the meeting may determine.

21. The original Bye-law 89 be deleted its entirety and be revised as follows:

(A) Any member of the Company (including a clearing house) entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy or representative (if such member is a corporation) to attend and vote instead of him. On a vote on a show of hands, only a member present in person or, in the case of a member being a corporation, by a duly authorised corporate representative may vote. On a poll votes may be given either personally or, in the case of a member being a corporation, by a duly authorised corporate representative or by proxy. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.

(B) A proxy need not be a member of the Company. In addition, a proxy or proxies representing either an individual member or a member which is a corporation, shall be entitled to exercise the same powers on behalf of the member which he or they represent as such member could exercise, including the right to vote and the right to speak, but, notwithstanding the generality of the foregoing shall not have the right to vote individually on a show of hands.

22. The original Bye-law 90 be deleted its entirety and be revised as follows:

The instrument appointing a proxy may be in any usual or common form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing (including electronic writing) and signed by ~~under the hand of~~ the appointer or of his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or signed by ~~under the hand of~~ an officer or attorney duly authorised.

23. The original Bye-law 91 be deleted its entirety and be revised as follows:

(A) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-law or if no electronic address is so designated by the Company for the receipt of such document or information.

(B) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases

where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

~~The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as may be specified for that purpose in the notice of meeting or in the instrument of proxy issued by the Company, (or, if no place is so specified at the Registration Office) not less than forty eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person (or being a corporation by its duly authorised corporate representative) at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.~~

24. The original Bye-law 92 be deleted its entirety and be revised as follows:

Every instrument of proxy, whether for a specified meeting or otherwise, may be in any usual or common form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in any other form (including electronic writing) which the Board may approve provided that no provision contained herein shall prohibit, and the Board shall not prohibit, the use of a two-way proxy form and the Board may, if they think fit, send out with the notice of any meeting forms of instruments of proxy for use at the meeting shall be in such form as the Board may from time to time approve.

25. The original Bye-law 94 be deleted its entirety and be revised as follows:

A vote given in accordance with the terms of an instrument of proxy or power of attorney or by the duly authorised representative of a corporation shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or power of attorney or other authority under which the proxy was executed or the transfer of the share in respect of which the proxy is given, provided that no notice in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by the Company at the Registration office, or at such other place (including where applicable, any such electronic address) or in such other manner (including by electronic means) as is referred to in Bye-law 91, at least two hours before the commencement of the meeting or adjourned meeting at which the proxy is used.

26. The original Bye-law 113(A) be deleted its entirety and be revised as follows:

The Company may by ordinary resolution remove any Director (including a managing director or other executive director) before the expiration of his period of office notwithstanding anything in these Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract of service

between him and the Company) and may elect another person in his stead. Any person so elected shall hold office for such time only as the Director in whose place he is elected would have held the same if he had not been removed.

27. The original Bye-law 129 be deleted its entirety and be revised as follows:

The Board may meet together for the despatch of business, adjourn, postpone and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purpose of this Bye-law an alternate Director shall be counted in a quorum but, notwithstanding that an alternate Director is also a Director or is an alternate for more than one Director, he shall for quorum purposes count as only one Director. A Director or any member of a committee of the Board may participate in a meeting of the Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting are capable of hearing each other.

28. The original Bye-law 130 be deleted its entirety and be revised as follows:

A Director may, and on request of a Director the Secretary shall, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Board. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the electronic or postal address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from such territory. A Director may waive notice of any meeting and any such waiver may be prospective or retrospective.

29. The original Bye-law 151 be deleted its entirety and be revised as follows:

(A) The Board may from time to time declare and pay to the members such interim dividends as the Board thinks fit and such dividends shall not be limited in any way save by the Statutes. In particular (but without prejudice to the generality of the foregoing), if at any time the share capital of the Company is divided into different classes, the Board may pay such interim dividends in respect of those shares in the capital of the Company which confer on the holders thereof deferred or non-preferential rights as well as in respect of those shares which confer on the holders thereof preferential rights with regard to dividend and provided that the Board acts bona fide the Board shall not incur any responsibility to the holders of shares conferring any preference for any damage that they may suffer by reason of the payment of an interim dividend on any shares having deferred or non-preferential rights.

(B) The Board may also declare and pay half-yearly or at other suitable intervals to be settled by them any dividend which may be payable at a fixed rate if the Board is of the opinion that the profits justify the payment.

30. The original Bye-law 155(A) be deleted its entirety and be revised as follows:

Whenever the Board or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Board may further resolve:–

either

- (i) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted shall be of the same class or classes as the class or classes already held by the allottee, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment. In such case, the following provisions shall apply:–
  - (a) the basis of any such allotment shall be determined by the Board;
  - (b) the Board, after determining the basis of allotment, shall give not less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and (where applicable) the place at which and/or the manner and means (including electronic means if the Board deems fit) by which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
  - (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
  - (d) the dividend (or that part of the dividend to be satisfied by the allotment of shares as aforesaid) shall not be payable in cash on shares in respect whereof the cash election has not been duly exercised (“the non-elected shares”) and in lieu and in satisfaction thereof shares shall be allotted credited as fully paid up to the holders of the non-elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (including any special account, contributed surplus account, share premium account and capital redemption reserve fund (if there be any such reserve)) as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the non-elected shares on such basis.

or

- (ii) the shareholders entitled to such dividend shall be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Board may think fit on the basis that the shares so allotted shall be of the same class or classes as the class or classes of shares already held by the allottee. In such case, the following provisions shall apply:–

- (a) the basis of any such allotment shall be determined by the Board;
- (b) the Board, after determining the basis of allotment, shall give no less than two weeks' notice in writing to the shareholders of the right of election accorded to them and shall send with such notice forms of election and specify the procedure to be followed and (where applicable) the place at which and/or the manner and means (including electronic means if the Board deems fit) by which and the latest date and time by which duly completed forms of election must be lodged in order to be effective;
- (c) the right of election may be exercised in respect of the whole or part of that portion of the dividend in respect of which the right of election has been accorded; and
- (d) the dividend (or that part of the dividend in respect of which a right of election has been accorded) shall not be payable in cash on shares in respect whereof the share election has been duly exercised ("the elected shares") and in lieu thereof shares shall be allotted credited as fully paid up to the holders of the elected shares on the basis of allotment determined as aforesaid and for such purpose the Board shall capitalise and apply out of any part of the undivided profits of the Company or any part of any of the Company's reserve accounts (including any special account, contributed surplus account, share premium account and capital redemption reserve fund (if there be any such reserve)) as the Board may determine, a sum equal to the aggregate nominal amount of the shares to be allotted on such basis and apply the same in paying up in full the appropriate number of shares for allotment and distribution to and amongst the holders of the elected shares on such basis.

31. The original Bye-law 162 be deleted its entirety and be revised as follows:

Unless otherwise directed by the Board, any dividend or bonus may be paid by wire transfer of electronic funds (on such terms and conditions as the Directors may determine) or by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus and/or other distributions and/or other sum represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. Notwithstanding the foregoing, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine, such discretion to be exercised in compliance with applicable banking regulations. Where electronic payment fails after two attempts, the Directors may at their discretion make subsequent payments by other methods.

32. The original Bye-law 169 be deleted its entirety and be revised as follows:

The Board shall from time to time determine whether and to what extent, at what times and places (including a virtual place if the Board deems fit) and/or in what manner and by what means (including electronic means if the Board deems fit) and under what conditions or regulations, the accounts and books of the Company, or any of them shall be open to the inspection of the members not being part of the Board, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Statutes or ordered by a court of competent jurisdiction or authorised by the Board or by the Company in general meeting.

33. For Bye-law 170, new paragraph 170(E) be inserted immediately following paragraph 170(D):

(E) The requirement to send to a person referred to in Bye-law 170 the documents referred to in Bye-law 170 shall be deemed satisfied where, in accordance with all applicable Statutes and Listing Rules, the Company publishes copies of the documents referred to in Bye-law 170 on the Company's website and the website of the Designated Stock Exchange or in any other permitted manner (including by sending any form of electronic communication).

34. For Bye-law 172, new paragraph 172(C) be inserted immediately following paragraph 172(B):

(C) If the office of the Auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required or by the members failed to appoint or re-appoint the Auditor, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.

35. The original Bye-law 174 be deleted its entirety and be revised as follows:

Any notice or document (including any corporate communication and actionable corporate communication), to be given or issued from the Company to a member, whether or not under these Bye-laws, shall be given in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and, subject to compliance with the Listing Rules, any such notice and document may be served or delivered by the Company on or to any member (1) personally or (2) 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 it or leaving it at such registered address as aforesaid or (3) as the case may be, making it available using electronic means, including sending or transmitting it as an electronic communication to any such address (as he may provide under Bye-law 175(B)) 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 giving of notice or document to him without the need for any additional consent or notification or (4) (in the case of a notice) may also be served by advertisement in appointed newspapers (as defined in the Companies Act) or in newspapers published daily and circulating generally in the Relevant Territory or in accordance with the requirements of the Designated Stock Exchange or (5) subject to due compliance with all applicable Statutes, rules and regulations, by publishing it on the Company's computer network and/or website and/or the website of the Designated Stock Exchange without the need for any additional consent or notification or (6) by sending or otherwise making it available to such member through such other means to the extent permitted by and in accordance with the Statutes and

~~other applicable laws, rules and regulations. 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 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.~~

36. The original Bye-law 175 be deleted its entirety and be revised as follows:

(A) 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 (including electronic 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.

(B) Every member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or the Listing Rules or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.

37. The original Bye-law 176(A) be deleted its entirety and be revised as follows:

Any notice or document, including any corporate communication and actionable 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;~~
- (iii) if published on the Company's computer network and/or website and/or the website of the Designated Stock Exchange, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's computer network and/or website and/or the website of the Designated Stock Exchange, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- (iv) if served or delivered in any other manner contemplated by these Bye-laws other than by advertisement in newspapers in accordance with this Bye-law, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant dispatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other person appointed by the Board as to the fact and time of such service, delivery, dispatch or transmission shall be conclusive evidence thereof;
- (v) if served by advertisement in newspapers in accordance with this Bye-law, shall be deemed to have been served on the day on which the notice is first published; and
- (vi) notwithstanding any other provision of these Bye-laws, the sending, mailing, despatch, issuing, publishing or otherwise making available of any corporate communication and actionable corporate communication shall comply with the requirements under the Listing Rules and the Statutes in force from time to time.
38. The original Bye-law 180 be deleted its entirety and be revised as follows:

The signature to any notice to be given by the Company may be written ~~or~~, printed or in electronic form.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)**

**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 Friday, 26 June 2026 at 11:00 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 2025.
2. (A) (i) To re-elect Mrs. Nancy Ting Wang Wan-sun as director.  
  
(ii) To re-elect Mr. Ivan Ting Tien-li as director.  
  
(iii) To re-elect Mr. Bernie Ting Wai-cheung 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 (excluding Treasury Shares, if any) 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.

“**Treasury Shares**” has the meaning ascribed thereto in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.”

(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 (including any sale or transfer of Treasury Shares out of treasury) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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part of a dividend on Shares pursuant to the Bye-laws of the Company from time to time, shall not exceed 20 per cent of the total number of the issued shares of the Company (excluding Treasury Shares, if any) 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).

“**Treasury Shares**” has the meaning ascribed thereto in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.”

(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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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 27 April 2026, be and are hereby approved;
- (b) the third amended and restated bye-laws of the Company (the “Third 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 Proposed Amendments and the adoption of the Third Amended and Restated Bye-laws.”

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

Hong Kong, 27 April 2026

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 Tuesday, 23 June 2026 to Friday, 26 June 2026, 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 Monday, 22 June 2026. The record date for attending and voting at the forthcoming annual general meeting is Friday, 26 June 2026.