



# KTP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

## FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 21ST AUGUST 2006

I/We <sup>(Note 1)</sup> \_\_\_\_\_

of \_\_\_\_\_

being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> of HK\$0.01 each in the capital of KTP HOLDINGS LIMITED (the "Company") hereby appoint the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to attend and vote for me/us at the Annual General Meeting to be held at Block C, 1/F, Wong King Industrial Building, 2-4 Tai Yau Street, Sanpokong, Kowloon, Hong Kong on Monday, 21st August 2006 at 10:00 a.m. and at any adjournment thereof on the undermentioned resolutions:

ORDINARY RESOLUTIONS	FOR	AGAINST
1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 31st March 2006.		
2. To declare a final dividend.		
3. (i) To re-elect Ms. Yu Mee See, Maria as executive director;		
(ii) To re-elect Mr. Lee Siu Leung as independent non-executive director; and		
(iii) To authorise the board of directors to fix directors' remuneration.		
4. To re-appoint ShineWing (HK) CPA Limited as auditors of the Company and to authorise the board of directors to fix their remuneration.		
5. To approve a general mandate to the directors to repurchase shares.		
6. To give a general mandate to the directors to issue, allot and deal in additional shares not exceeding 20% of the existing issued share capital.		
7. To extend the general mandate granted to the directors to issue shares by the number of shares repurchased.		
SPECIAL RESOLUTION		
8. To approve the amendment to the Bye-laws of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2006. Signed: \_\_\_\_\_

### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "The Chairman of the Meeting" and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing, or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the Register of Members.
7. To be valid, this form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited with the Company's Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited of 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and return of this form of proxy will not preclude you from attending and voting at the Meeting if you so wish, in which case your proxy shall be deemed to be revoked.