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KTP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of KTP Holdings Limited (the “Company”) will be held on Tuesday, 15 September 2009 at 11:00 a.m. at Block C, 1st Floor, Wong King Industrial Building, 2-4 Tai Yau Street, Sanpokong, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the payment of a special dividend of HK\$0.3 for each ordinary share in the issued capital of the Company held by the shareholders whose names appear on the register of members of the Company as at 15 September 2009 payable at such time and date as the directors of the Company (the “Directors”) may, in their absolute discretion determine, be and is hereby approved and the sale and purchase agreement dated 22 July 2009 entered into between the Company and Peak Rise Holdings Limited (the “Purchaser”) pursuant to which the Company conditionally agreed to sell and the Purchaser conditionally agreed to acquire the entire issued share capital of KTP (BVI) Company Limited (a wholly-owned subsidiary of the Company) and the shareholder’s loan in the amount of US\$4,570,719 due from KTP (BVI) Company Limited to the Company, at a total consideration of US\$18 million (the “Sale and Purchase Agreement”, a copy of which has been produced to this meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved and the execution of the Sale and Purchase Agreement by a Director be and is hereby approved, confirmed and ratified in all respects; and

- (b) the Directors (or any one of them) be and are hereby authorized to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they/he/she may from time to time consider necessary, desirable or expedient to give effect to such matters and this resolution as they/he/she may deem fit.”

By the Order of the Board

YU Mee See, Maria

Company Secretary

Hong Kong, 13 August 2009

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorized to sign the same.
- (3) In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
- (4) In the case of joint registered holders of any shares of the Company, any one of such joint registered holders may vote at the meeting, either in person or by proxy, in respect of such shares as if he/she/it were solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either in person or by proxy, the vote of that one of them so present, either in person or by proxy, whose name stands first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holder(s).
- (5) The register of members will be closed from Tuesday, 8 September 2009 to Tuesday, 15 September 2009, both days inclusive, during which no transfer of shares will be effected. In order to be qualified for the proposed special dividend and to attend and vote at the meeting, all transfer documents, accompanied by the relevant shares certificates, must be lodged with the Company's Hong Kong Branch Registrar, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration not later 4:00 p.m. on Monday, 7th September 2009.
- (6) A circular dated 13 August 2009 giving details of the Sale and Purchase Agreement have been sent to the Company's shareholders.

As at the date hereof, the board of Directors comprises Mr. LEE Chi Keung, Russell and Ms. YU Mee See, Maria as executive Directors and Mr. NG Wai Hung, Mr. LEE Siu Leung and Mr. YUEN Sik Ming as independent non-executive Directors.