
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 KTP Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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KTP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

**PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of KTP Holdings Limited to be held at Block C, 1st Floor, Wong King Industrial Building, 2-4 Tai Yau Street, Sanpokong, Kowloon, Hong Kong on Friday, 16th September 2011 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with the 2011 annual report of the Company which has been despatched to the Shareholders together with this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but 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 at the annual general meeting or any adjourned meeting should you so wish.

28th July 2011

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held on Friday, 16th September 2011 at 10:00 a.m. at Block C, 1st Floor, Wong King Industrial Building, 2-4 Tai Yau Street, Sanpokong, Kowloon, Hong Kong or any adjournment thereof
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company for the time being
“CG Code”	the Code on Corporate Governance Practice as set out in Appendix 14 of the Listing Rules
“Company”	KTP Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25th July 2011, being the latest practicable date prior to printing of this circular for ascertaining certain information in this circular
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange
“Ordinary Resolutions”	the proposed ordinary resolutions as referred to the notice of AGM
“Registrar”	Computershare Hong Kong Investor Services Limited, the share branch registrar of the Company in Hong Kong at 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Share Repurchase Rules”	the applicable provisions under the Listing Rules to regulate the repurchase by companies with primary listing on The Stock Exchange of their own securities on The Stock Exchange
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	Hong Kong Codes on Takeovers and Mergers as amended from time to time
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



KTP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

Directors:

Chua Chun Kay (*Chairman*)

[#]Lam Pun Yuen, Frank

[#]Ngan Hing Hon

[#]Yeung Kin Bond, Sydney

Registered office:

Clarendon House

Church Street

Hamilton HM 11

Bermuda

[#] *Independent Non-Executive Directors*

*Head office and principal place of
business in Hong Kong:*

Block C, 1st Floor

Wong King Industrial Building

2-4 Tai Yau Street

Sanpokong, Kowloon

Hong Kong

28th July 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR RE-ELECTION OF DIRECTORS,
GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information relating to the proposed resolutions at the AGM so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions in relation thereto.

LETTER FROM THE BOARD

The resolutions include (i) the re-election of retiring Directors; and (ii) the granting to the Directors of general mandates for the issue and repurchase of the Company's Shares up to 20% and 10% respectively of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolutions.

II. RE-ELECTION OF RETIRING DIRECTORS

At the AGM, Mr. Chua Chun Kay, Mr. Lam Pun Yuen, Frank, Mr. Ngan Hing Hon and Mr. Yeung Kin Bond, Sydney will retire as Directors and, being eligible, offer themselves for re-election in accordance with the Company's Bye-laws.

Particulars of Mr. Chua Chun Kay, Mr. Lam Pun Yuen, Frank, Mr. Ngan Hing Hon and Mr. Yeung Kin Bond, Sydney are set out in Appendix I to this circular.

III. GENERAL MANDATES

(a) General Mandate to Repurchase Shares

Ordinary Resolution no. 4 will be proposed at the AGM to grant the Board a general and unconditional mandate to exercise all the powers of the Company to purchase an amount of Shares not exceeding 10 per cent. of the Company's issued share capital as at the date of such resolution, for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as state in the resolution) ("Repurchase Mandate").

An explanatory statement required under the Share Repurchase Rules providing the requisite information in respect of the Repurchase Mandate is set out in Appendix II to this circular.

(b) General Mandate to Issue Shares

It will also be proposed at the AGM Ordinary Resolution no. 5 to grant the Board a general and unconditional mandate to allot, issue, grant, distribute and otherwise deal with additional Shares, not exceeding 20 per cent. of the Company's issued share capital as at the date of such resolution (as adjusted in accordance with the resolution), for the period until the conclusion of the next annual general meeting of the Company (or such earlier period as stated in the resolution) ("General Mandate"). As at the Latest Practicable Date, there were in issue an aggregate of 340,616,934 Shares. Exercise in full of the mandate on the basis that no further shares are issued or repurchased prior to the date of AGM, could accordingly result in up to 68,123,386 Shares being issued by the Company.

LETTER FROM THE BOARD

Conditional upon the passing of Ordinary Resolutions nos. 4 and 5 to grant the Repurchase Mandate and the General Mandate, ordinary resolution no. 6 will be further proposed at the AGM granting authorization to the Board to exercise all powers to allot, issue, grant, distribute and otherwise deal with additional Shares under the General Mandate in respect of the aggregate nominal amount of share capital in the Company repurchased by the Company.

IV. RIGHT TO DEMAND A POLL

Pursuant to Bye-law 66 of the existing Bye-laws, a resolution put to the vote of a meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand of a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three (3) Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

LETTER FROM THE BOARD

V. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

A notice convening the AGM is set out on pages 14 to 17 to this circular. In addition to the ordinary business of the meeting, ordinary resolutions in respect of the general mandates to issue and repurchase Shares will be proposed at the AGM.

A form of proxy is enclosed for use by shareholders at the AGM. Shareholders are requested to complete and return the form of proxy to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible, but in any event not less than 48 hours before the scheduled time of the AGM. The lodging of the form of proxy will not preclude the Shareholders from attending the AGM and voting in person should he/she so wish.

VI. RECOMMENDATION

The Directors believe that the re-election of retiring Directors as well as the proposals for Repurchase Mandate and the General Mandate are all in the best interests of the Company and its shareholders. Accordingly, the Directors recommend you to vote in favour of the resolutions to be proposed at the AGM.

VII. 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,
On behalf of the Board
KTP Holdings Limited
Chua Chun Kay
Chairman

Particulars of retiring Directors subject to re-election at the AGM are set out below:

Mr. Chua Chun Kay (“Mr. Chua”)

Executive director

Chairman

Mr. Chua, aged 57, is the chairman and executive director of the Company. He is a businessman in Singapore who owns businesses that engage in trading various kinds of commodities, including but not limited to pulp and paper, waste-paper, chemicals and spare-parts. Mr. Chua is a fellow member of the Chartered Management Institute and holds a master’s degree in business administration from the University of Leicester, United Kingdom. He joined the Company in 2011.

Mr. Chua has not entered into any service contract with the Company and no specific length of service has been agreed between Mr. Chua and the Company. Mr. Chua’s tenure as an executive Director is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the provisions of the Bye-laws. The director’s emolument received by Mr. Chua for the year ended 31st March 2011 is set out in note 11 to the consolidated financial statements of the Company’s Annual Report 2011. Mr. Chua is entitled to a director’s fee to be determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Chua is interested in 209,707,416 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chua (i) did not hold any directorship in other listed public companies or any other positions with the Company and other members of the Group in the last three years and (ii) does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

Mr. Lam Pun Yuen, Frank (“Mr. Lam”)*Independent non-executive director*

Mr. Lam, aged 60, is an independent non-executive director of the Company. He has considerable experience in the financial and investment banking industry. He possesses extensive experience in corporate banking and investment banking including loan syndication, initial public offerings, mergers and acquisitions, fund raising and corporate finance advisory. He graduated with a bachelor of science in marketing from Utah State University, Logan, Utah and a master of business administration from Armstrong College, Berkeley, California, USA. Mr. Lam was a registered responsible officer and principal supervisor under the SFO. He was a founding committee member and a Vice-Chairman of the Association of Shenzhen Foreign Financial Institutions, China in 1998 and 1999 respectively. He joined the Company in 2011.

Mr. Lam has not entered into any service contract with the Company and no specific length of service has been agreed between Mr. Lam and the Company. Mr. Lam’s tenure as an independent non-executive Director is subject to retirement by rotation and re-election at annual general meetings in accordance with the provisions of the Bye-laws. The director’s emolument received by Mr. Lam for the year ended 31st March 2011 is set out in note 11 to the consolidated financial statements of the Company’s Annual Report 2011. Mr. Lam is entitled to a director’s fee to be determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Lam (i) did not hold any directorship in other listed public companies or any other positions with the Company and other members of the Group in the last three years; (ii) does not have any interest in the Shares within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of the Shareholders.

Mr. Ngan Hing Hon (“Mr. Ngan”)*Independent non-executive director*

Mr. Ngan, aged 54, is an independent non-executive director of the Company. He is currently the audit associate director of World Link CPA Limited. Mr. Ngan graduated from the Chinese University of Hong Kong with a bachelor of business administration. He is the associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Mr. Ngan had worked in two international audit firms for approximately 4 years, and was then employed by several listed and private companies in Hong Kong as financial controller. Mr. Ngan has extensive experience in auditing, accounting and corporate finance. He was the chief financial officer of a listed company in Singapore for the period from May 2004 to September 2007. He joined the Company in 2011.

Mr. Ngan has not entered into any service contract with the Company and no specific length of service has been agreed between Mr. Ngan and the Company. Mr. Ngan’s tenure as an independent non-executive Director is subject to retirement by rotation and re-election at annual general meetings in accordance with the provisions of the Bye-laws. The director’s emolument received by Mr. Ngan for the year ended 31st March 2011 is set out in note 11 to the consolidated financial statements of the Company’s Annual Report 2011. Mr. Ngan is entitled to a director’s fee to be determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Ngan (i) did not hold any directorship in other listed public companies or any other positions with the Company and other members of the Group in the last three years; (ii) does not have any interest in the Shares within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of the Shareholders.

Mr. Yeung Kin Bond, Sydney (“Mr. Yeung”)*Independent non-executive director*

Mr. Yeung, aged 37, is an independent non-executive director of the Company. He started his career at Morgan Stanley in 1996 in New York. He then worked at Van der Moolen, a US securities specialist firm then listed on the New York Stock Exchange, as the director of international trading. Mr. Yeung is one of the founders of Verde Asia Fund LLC and the managing director of Pioneer Capital Mgmt, Inc. He is also the director and member of Global Strategic Events Pte Ltd, a media company which is engaged in sponsoring and the coordination of Asia’s most prolific business forums and television programs. He is currently the director of Roots Capital Asia Limited which engages in advisory services. He joined the Company in 2011.

Mr. Yeung has not entered into any service contract with the Company and no specific length of service has been agreed between Mr. Yeung and the Company. Mr. Yeung’s tenure as an independent non-executive Director is subject to retirement by rotation and re-election at annual general meetings in accordance with the provisions of the Bye-laws. The director’s emolument received by Mr. Yeung for the year ended 31st March 2011 is set out in note 11 to the consolidated financial statements of the Company’s Annual Report 2011. Mr. Yeung is entitled to a director’s fee to be determined by the Board with reference to his duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, Mr. Yeung (i) did not hold any directorship in other listed public companies or any other positions with the Company and other members of the Group in the last three years; (ii) does not have any interest in the Shares within the meaning of Part XV of the SFO; and (iii) does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no other information to be disclosed pursuant to the requirement of Rule 13.51(2)(h) to (v) of the Listing Rules and the Board is not aware of any other matters that need to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders to make an informal decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, there were in issue an aggregate of 340,616,934 Shares. Exercise in full of the mandate, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to 34,061,693 Shares being repurchased by the Company. The mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law and the date upon which such authority is revoked or varied.

2. REASON FOR REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchase in circumstances where they consider them to be in the best interests of the Company.

3. FUNDING OF REPURCHASE

The Company is empowered by its Memorandum of Association and Bye-laws to repurchase its Shares. Repurchases will be funded entirely from the funds legally available for that purpose. Bermudian law provides that the purchase of Shares may only be effected out of the capital paid up on the purchased Shares, the profits otherwise available for dividend or out of the proceeds of a new issue of Shares of the Company made for the purpose. Any amount of premium payable on the purchase over the par value of the shares of the Company to be purchased must be out of either the profits otherwise available for dividend or out of the Company's share premium account or out of contributed surplus. Such purchase may only be made if at least two directors by affidavit declare that taking into account the purchase, the Company is solvent or that its creditors have consented to the purchase.

On the basis of the consolidated financial position of the Company as at 31st March 2011 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that purchases of all the Shares the subject of the Repurchase Mandate were to be carried out in full during the Repurchase Mandate period. No purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

4. UNDERTAKING

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of the associates (as defined in the Listing Rules) of any of the Directors has any present intention, in the event that the proposal is approved by shareholders, to sell Shares to the Company.

No connected person, that is, a director, chief executive or substantial shareholder of the Company or its subsidiaries or their associates (as defined in the Listing Rules) of the Company has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorized to make repurchases of Shares.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules, the laws of Hong Kong and all applicable laws of Bermuda, and in accordance with the regulations set out in the Memorandum of Association and By-laws of the Company.

5. TAKEOVERS CODES

A repurchase of shares by the Company may result in an increase in the proportionate interests of a substantial shareholder of the Company in the voting rights of the Company, which could give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Codes on Takeovers and Mergers (the “Code”).

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Star Crown Capital Ltd (“Star Crown”) held 209,707,416 Shares, representing approximately 61.57% of the issued share capital of the Company. Star Crown is wholly

owned by Mr. Chua. In the event that the Directors should exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of Star Crown in the Company would be increased to approximately 68.40% of the issued share capital of the Company. Such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Code. The Directors have no present intention to repurchase shares to such extent which will result in the amount of Shares held by the public of being reduced to less than 25%.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve months were as follows:

	Shares	
	Highest Traded price <i>HK\$</i>	Lowest Traded price <i>HK\$</i>
2010		
July	0.83	0.70
August	1.49	0.82
September	1.55	1.20
October	1.62	1.28
November	1.80	1.20
December	3.42	1.38
2011		
January	2.84	1.69
February	1.84	1.20
March	1.62	1.26
April	1.55	1.20
May	1.47	1.28
June	1.33	1.10
July (up to the Latest Practicable Date)	1.26	1.02

7. SHARES REPURCHASED MADE BY THE COMPANY

During each of the six months preceding the date of this circular, no Shares have been repurchased by the Company.

NOTICE OF ANNUAL GENERAL MEETING



KTP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

NOTICE IS HEREBY GIVEN that an annual general meeting of KTP Holdings Limited (the “Company”) will be held on Friday, 16th September 2011 at 10:00 a.m. at Block C, 1st Floor, Wong King Industrial Building, 2-4 Tai Yau Street, Sanpokong, Kowloon, Hong Kong for the following purposes:

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 2011;
2. to re-elect retiring directors pursuant to the Company’s bye-law and to authorise the board of directors to fix the directors’ remuneration;
3. to re-appoint auditors of the Company and to authorise the board of directors to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of hereunder the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase shares of the Company, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be purchased or agreed conditionally or unconditionally to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

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

5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraphs (b) and (c) hereunder, the granting of an unconditional general mandate to the board of directors (the “Board”), during the Relevant Period (as defined in paragraph (d) below) to issue, allot and deal with additional shares in the capital of the Company, and to make or grant offers, agreements and options which would or might require shares in the capital of the Company, to be issued, allotted or dealt with, be and is hereby generally and unconditionally approved;
- (b) the unconditional general mandate under paragraph (a) above shall not extend beyond the Relevant Period save the Board may during the Relevant Period make or grant offers, agreement and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of shares in the capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board otherwise than pursuant to:
 - (i) a Rights Issue (as defined in paragraph (d) below);
 - (ii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant of issue of shares or rights to acquire shares in the capital of the Company to officers and/or employees of the Company and/or any of its subsidiaries; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) any scrip dividend or similar arrangement providing for the allotment of shares in the share capital of the Company implemented in accordance with the byelaws of the Company,

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of this resolution; and

- (d) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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 Company’s Bye-laws or any applicable laws to be held; and
- (iii) the date on which the authority set out under this resolution is revoked or varied by an ordinary resolution of the Company’s shareholders in general meeting.

“Rights Issue” means the allotment, issue or grant of shares in the capital of the Company pursuant to an offer of shares open for a period fixed by the Directors made to holders of shares in the capital of the Company on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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, or in any territory application to the Company).”; and

- 6. To consider as special business and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the aggregate number of shares in the capital of the Company which shall have been repurchased by the Company subsequent and pursuant to the passing of resolution no. 4 (up to a maximum of 10 per cent. of the issued shares at the date of

NOTICE OF ANNUAL GENERAL MEETING

passing resolution no. 5) shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors of the Company pursuant to resolution no. 5 above.”

By order of the Board
Ng Wai Hung
Company Secretary

Hong Kong, 28th July 2011

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) A form of proxy for use at the meeting is enclosed herewith.
- (3) 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.
- (4) 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.
- (5) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting and in such event, the form of proxy will be deemed to be revoked.
- (6) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joints holding.
- (7) In relation to resolution no. 4 above, the directors wish to state that they will exercise the powers conferred thereby to repurchase the shares in the Company in circumstances which they deem appropriate for the benefits of the shareholders. The Explanatory Statement containing the information necessary to enable shareholders to make an informed decision to vote on this resolution as required by the Listing Rules is set out in Appendix II to this circular.

As at the date of this circular, the Board of the Company comprises Mr. Chua Chun Kay (“Chairman”) as executive Director and Mr. Lam Pun Yuen, Frank and Mr. Ngan Hin Hong, Mr. Yeung Kin Bond, Sydney as independent non-executive Directors.