



K & P INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 675)

CHANGES OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPOSITION OF AUDIT COMMITTEE

The Board of Directors (the “**Board**”) of K & P International Holdings Limited (the “**Company**”) regrets to announce that Mr. Tsao Kwang Yung, Peter (“**Mr. Tsao**”), an independent non-executive director and a member of the audit committee of the Company, passed away on 5 June 2005.

The Board would like to express its appreciation for the contribution of Mr. Tsao towards the Company during his term of directorship.

The Board of the Company regrets to announce that Mr. Tsao Kwang Yung, Peter, an independent non-executive director and a member of the audit committee of the Company, passed away on 5 June 2005.

Following the death of Mr. Tsao, the number of the Company’s independent non-executive directors and audit committee members have fallen below the minimum number as required under Rule 3.10(1) and Rule 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), respectively. The Company will, as soon as practicable and in any event within 3 months, appoint a sufficient number of independent non-executive directors and audit committee members to meet the minimum number required under the Listing Rules.

The Board would like to express its appreciation for the contribution of Mr. Tsao towards the Company during his term of directorship.

By Order of the Board
Lai Pei Wor
Chairman

Hong Kong, 7 June 2005

As at the date of this announcement, the Board comprises Mr. Lai Pei Wor, Mr. Chan Yau Wah and Mr. Chung Yik Cheung, Raymond as executive Directors and Mr. Kung Fan Cheong and Mr. Leung Man Kay as independent non-executive Directors.

“Please also refer to the published version of this announcement in The Standard.”