



K & P INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 675)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of K & P International Holdings Limited (the “**Company**”) will be held at Raphael, 2nd Floor, Langham Hotel, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 14th September, 2005 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an Ordinary Resolution:–

“**THAT:–**

- (a) the disposal by Technology Trends International Limited, a wholly-owned subsidiary of the Company (the “**Vendor**”), in respect of the 4,100,000 shares of US\$1.00 each in the capital of the Youeal TTI Limited (“**YTTI**”) at the consideration of US\$4,100,000 and the unsecured, interest-free shareholder’s loan due from YTTI to the Vendor aggregating US\$615,000 at its face value (the “**Disposal**”) to Youeal Electronics Co. Ltd. (the “**Purchaser**”) pursuant to the agreement dated 14th July, 2005, among the Vendor, the Purchaser, You Eal (China) Ltd. and the Company, and the transactions contemplated thereunder as described in the circular dated 29th August, 2005 and despatched to shareholders of the Company, a copy of which is produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification, be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to execute (under hand or under seal), perfect and deliver all such documents and do all such acts and things as may be necessary or desirable to implement or give effect to the Disposal and the transactions contemplated thereunder (including, without limitation, exercising or enforcing any right thereunder) and to make and agree such variations of the terms of the Disposal as they may consider to be desirable and in the interests of the Company.”

By Order of the Board
Chung Yik Cheung, Raymond
Company Secretary

Hong Kong, 29th August, 2005

Registered Office:–
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:–

- (1) **Shareholders of the Company to note that the published Chinese version of this Notice of Special General Meeting dated 29th August, 2005 (“Published Chinese Notice of SGM”) is different from the Chinese version of the Notice of Special General Meeting (“Despatched Chinese Notice of SGM”) set out in the circular of the Company dated and despatched on 29th August, 2005 as amendments have been made in the Published Chinese Notice of SGM to correct certain inadvertent clerical errors in the Despatched Chinese Notice of SGM. Such errors included misstatements in paragraph (a) of the ordinary resolution to be proposed at the Special General Meeting of the Company relating to incorrect references to “the Vendor” and “the Purchaser”, and the description of the consideration for the Disposal. Other grammatical changes have also been made in the Published Chinese Notice of SGM. A correct version of the Notice of Special General Meeting in Chinese reflecting the corrections made in the Published Chinese Notice of SGM has been or will be despatched to Shareholders of the Company on or about 30th August, 2005.**
- (2) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
- (3) Where there are joint registered holders of any ordinary share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such ordinary share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such ordinary share shall alone be entitled to vote in respect thereof.
- (4) A form of proxy for use at the meeting is enclosed with the circular dated and despatched on 29th August, 2005.

- (5) To be valid, a form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company's Hong Kong branch share registrar, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or at any adjourned meeting should they so wish.

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

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