
IMPORTANT

If you are in doubt about this circular or as to action to be taken, you should consult your 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 **K & P INTERNATIONAL HOLDINGS LIMITED** (the “Company”), you should at once hand this circular to the purchaser or transferee or the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



K & P INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 675)

Executive Directors:

Lai Pei Wor (*Chairman*)

Chan Yau Wah (*Deputy Chairman*)

Chung Yik Cheung, Raymond

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Independent Non-executive Directors:

Kung Fan Cheong

Leung Man Kay

Li Yuen Kwan, Joseph

Principal Place of Business:

Units 2304-06, 23rd Floor

Riley House, 88 Lei Muk Road

Kwai Chung

New Territories

Hong Kong

30th April, 2008

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) contain provisions to regulate the repurchase by companies with primary listings on the Stock Exchange of their own securities on the Stock Exchange (the “Share Buyback Rules”).

One of the purposes of this circular is to provide you with information relating to the Ordinary Resolutions to be proposed at the forthcoming annual general meeting to be held on 28th May, 2008 (the “Annual General Meeting”): (i) to grant the directors of the Company (the “Directors”) a general mandate to exercise the powers of the Company to undertake repurchases of the Company’s fully paid up shares representing up to a maximum of 10% of the existing issued share capital of the Company on the date of passing of the Ordinary Resolution, namely, up to a maximum of 26,550,480 shares on the basis that the issued share capital of the Company comprised 265,504,800 shares at the date of the Annual General Meeting; (ii) to grant a general mandate to the Directors to issue new shares not exceeding 20% of the existing issued share capital on the date of passing of the Ordinary Resolution, namely, up to a maximum of 53,100,960 shares on the basis that the issued share capital of the Company comprised 265,504,800 shares as at the date of the Annual General Meeting; and (iii) to increase the number of shares which the Directors may issue under their general mandate by the number of shares repurchased.

In accordance with the Listing Rules, this circular also serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against Resolutions 4 to 6 to be proposed at the Annual General Meeting of the Company.

REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of repurchasing any shares, they believe that the flexibility afforded by the repurchase mandate would be beneficial to the Company and its shareholders (the “Shareholders”). Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when shares are trading at a discount to their underlying value, the ability of the Company to repurchase shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of shares repurchased by the Company and thereby resulting in an increase in net assets and/or earnings per share of the Company. Such repurchases will only be made in accordance with the Listing Rules and when the Directors believe that such repurchases will benefit the Company and its Shareholders.

SHARE CAPITAL

As at 25th April, 2008, the latest practicable date prior to the printing of this circular, the issued share capital of the Company comprised 265,504,800 shares of HK\$0.10 each (“Shares”).

Subject to the passing of the Ordinary Resolution 4 as set out in the Notice of the Annual General Meeting (the “Notice”), the Company would be allowed under the repurchase mandate to repurchase a maximum of 26,550,480 Shares on the basis that no further shares will be issued or repurchased prior to the date of the forthcoming Annual General Meeting.

FUNDING OF REPURCHASES

The Directors propose that repurchases of Shares under the repurchase mandate in these circumstances would be financed from the Company's distributable reserves and/or proceeds of a fresh issue of Shares.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and Bye-laws of the Company, and the laws of Bermuda.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report for the year ended 31st December, 2007) in the event that the repurchase mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

MARKET PRICES

The highest and lowest prices at which Shares of the Company have been traded on the Stock Exchange in the previous twelve months before 25th April, 2008 (being the latest practicable date prior to the printing of this circular) were as follows:

	Share Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2007		
April	0.3200	0.2300
May	0.4500	0.1850
June	0.5800	0.3300
July	0.5200	0.3500
August	0.4800	0.3300
September	0.4500	0.3350
October	0.3950	0.3050
November	0.3600	0.3100
December	0.4250	0.2800
2008		
January	0.4050	0.2500
February	0.2950	0.2600
March	0.2900	0.2400

RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING

The Ordinary Resolution 4 as set out in the Notice to be proposed at the Annual General Meeting relates to the granting of a general mandate to the Directors of the Company to repurchase, on the Stock Exchange, Shares up to a maximum of 10% of the issued share capital of the Company outstanding at the date of passing of the resolution (the “Repurchase Mandate”).

The Ordinary Resolution 5 as set out in the Notice to be proposed at the Annual General Meeting relates to the granting of a general mandate to the Directors to issue new Shares up to a maximum of 20% of the issued share capital of the Company at the date of passing of the resolution; in addition, subject to separate approval of shareholders of Ordinary Resolution 6, the number of Shares purchased by the Company under the Repurchase Mandate will also be added to the 20% general mandate as mentioned above.

The Ordinary Resolution 6 as set out in the Notice to be proposed at the Annual General Meeting relates to the extension of the general mandate to be granted to the Directors to issue new Shares during the relevant period by adding to it the number of Shares purchased under the Repurchase Mandate, if any.

DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules and laws of Bermuda.

If as a result of a repurchase of Shares, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase may be treated as an acquisition for the purpose of the Codes on Takeovers and Mergers and Share Repurchases (“Takeovers Code”). Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder’s interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase.

As at 25th April, 2008, the latest practicable date prior to the printing of this circular, Messrs. Lai Pei Wor, Chan Yau Wah and Chung Yik Cheung, Raymond, Directors of the Company, were interested in an aggregate of 114,530,000 Shares (of which Mr. Lai Pei Wor was interested in 104,178,000 Shares representing approximately 39.24% of the issued Shares of the Company), representing approximately 43.14% of the Shares issued by the Company. In the event that the Directors exercised in full the power to repurchase Shares of the Company in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting, the aggregate interests of Messrs. Lai Pei Wor, Chan Yau Wah and Chung Yik Cheung, Raymond in the Shares of the Company would be increased to approximately 47.93% of the issued Shares of the Company (whereas Mr. Lai Pei Wor’s interests in the Shares would be increased to approximately 43.60% of the Shares issued by the Company). Such an increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors have no intention to exercise the Repurchase Mandate to such extent as would give rise to this obligation.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intends to sell Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by its Shareholders.

SHARES PURCHASES MADE BY THE COMPANY

No purchase of Shares has been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

RE-ELECTION OF DIRECTORS

According to Bye-law 87, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation at every annual general meeting of the Company. Such Director shall be eligible for re-election.

In accordance with Bye-law 87, Messrs. Leung Man Kay and Li Yuen Kwan, Joseph shall retire from office by rotation at the Annual General Meeting. Being eligible, Messrs. Leung Man Kay and Li Yuen Kwan, Joseph will offer themselves for re-election as directors of the Company.

At the Annual General Meeting, ordinary resolution will be proposed to re-elect Messrs. Leung Man Kay and Li Yuen Kwan, Joseph as directors of the Company.

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at The Rosewood, 3/F., Renaissance Kowloon Hotel, 22 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 28th May, 2008 at 10:00 a.m. is set out in Appendix III to this circular. Ordinary resolutions will be proposed at the Annual General Meeting to approve, among other things, the proposed grant of the general mandate to issue new Shares and the Repurchase Mandate and the proposed re-election of Directors.

A form of proxy for use at the Annual General Meeting is enclosed with the Annual Report for the year ended 31st December, 2007. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrars in Hong Kong, Tricor Tengis Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the Annual General Meeting.

RECOMMENDATION

Your Directors consider the proposed grant of the general mandate to issue new Shares and the Repurchase Mandate and the proposed re-election of directors are in the best interests of the Company and its Shareholders and accordingly recommend that all Shareholders should vote in favour of such resolutions to be proposed at the Annual General Meeting.

FURTHER INFORMATION

Your attention is also drawn to the additional information set out in Appendices to this circular.

Yours faithfully,
Lai Pei Wor
Chairman

**APPENDIX I PROCEDURE BY WHICH SHAREHOLDERS MAY DEMAND POLL
AT A GENERAL MEETING PURSUANT TO THE BYE-LAWS**

The following paragraphs set out the procedure by which the Shareholders may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Bye-laws.

According to the Bye-law 66 of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded by:

- (a) the Chairman of the meeting; or
- (b) at least three 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) 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 the Shareholders having the right to vote at the meeting; or
- (d) 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 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 the Shares conferring that right.

Pursuant to the Listing Rules, the details of the Director who will retire at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are provided below:

Mr. Leung Man Kay, aged 56, has been appointed as an Independent Non-executive Director of the Company since 28th September 2004. He is also the Chairman of Audit Committee and a member of Remuneration Committee of the Company. Mr. Leung is currently a financial and management consultant. Mr. Leung has over 23 years of experience in corporate restructuring, auditing and accounting and financial management and is currently the chief executive officer of China Pith Consulting Limited and a director of Tai Kong Corporate Advisory Limited. Mr. Leung is a fellow member of Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants, U.K. and The Hong Kong Institute of Directors. Mr. Leung is also a member of Hong Kong Securities Institute.

Mr. Leung has not held any position with any of the Company's subsidiaries. At the latest practicable date prior to the printing of this circular, Mr. Leung has not held any directorship in any listed public company in the last three years and he does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company. At the latest practicable date prior to the printing of this circular, Mr. Leung does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of Laws of Hong Kong). There is no service contract (excluding contracts expiring or determinable by the Company within one year without payment of compensation (other than statutory compensation)) entered into between Mr. Leung and the Company or any of its subsidiaries. Mr. Leung's appointment is renewed for a term of two years commencing from 28th September, 2006, and is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with, as well as the other provisions relating to removal of directors, the Bye-laws of the Company. Mr. Leung can resign as an independent non-executive director of the Company by written notice given to the Company. The Company is entitled (but has no intention) to terminate Mr. Leung's appointment as an independent non-executive director of the Company by not less than one month and in any event not more than one year prior notice in writing (or by payment in lieu of notice) given at any time. A director's fee of HK\$240,000 was paid to Mr. Leung for the year ended 31st December, 2007. Mr. Leung is entitled to receive a director's fee of HK\$22,000 per month commencing from 1st January, 2008, which is determined by the Board by reference to Mr. Leung's duties and responsibilities, and is in line with the director's fee payable to other independent non-executive directors of the Company.

Save as disclosed above, there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders of the Company nor any information to be disclosed pursuant to the requirements of Listing Rule 13.51(2).

Mr. Li Yuen Kwan, Joseph, aged 55, has been appointed as an Independent Non-executive Director and a Member of Audit Committee of the Company since 24th August 2005. Mr. Li graduated from State University of New York at Buffalo in the United States of America and holds a bachelor of science in business administration degree. After working in the business sector for nine years, he joined the Secretariat of Federation of Hong Kong Industries in 1985 as an assistant director and in 1992 he was appointed as a director of the Secretariat of Federation of Hong Kong Industries from which post he retired in January 2005. Mr. Li has over 22 years of experience in serving the manufacturing industry of Hong Kong.

Mr. Li has not held any position with any of the Company's subsidiaries. At the latest practicable date prior to the printing of this circular, Mr. Li has not held any directorship in any listed public company in the last three years and he does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company. At the latest practicable date prior to the printing of this circular, Mr. Li does not have any interest in shares of the Company within the meaning of Part XV of the Securities and Future Ordinance (Chapter 571 of Laws of Hong Kong). There is no service contract (excluding contracts expiring or determinable by the Company within one year without payment of compensation (other than statutory compensation)) entered into between Mr. Li and the Company or any of its subsidiaries. Mr. Li's appointment is renewed for a term of two years commencing from 24th August 2007, and is subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with, as well as the other provisions relating to removal of directors, the Bye-laws of the Company. Mr. Li can resign as an independent non-executive director of the Company by written notice given to the Company. The Company is entitled (but has no intention) to terminate Mr. Li's appointment as an independent non-executive director of the Company by not less than one month and in any event not more than one year prior notice in writing (or by payment in lieu of notice) given at any time. A director's fee of HK\$240,000 was paid to Mr. Li for the year ended 31st December, 2007. Mr. Li is entitled to receive a director's fee of HK\$22,000 per month commencing from 1st January, 2008, which is determined by the Board by reference to Mr. Li's duties and responsibilities, and is in line with the director's fee payable to other independent non-executive directors of the Company.

Save as disclosed above, there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders of the Company nor any information to be disclosed pursuant to the requirements of Listing Rule 13.51(2).

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held at The Rosewood, 3/F., Renaissance Kowloon Hotel, 22 Salisbury Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 28th May, 2008 at 10:00 a.m. 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 December, 2007;
2. To re-elect Directors, to authorise the Board to fix the Directors' remuneration and to set a maximum number of Directors;
3. To re-appoint Auditors and to authorise the Board to fix their remuneration;
4. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of the shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) 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 revocation or variation of the authority given under this Resolution by Ordinary Resolution of the members in general meetings; and
 - (iii) 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 laws to be held.”;

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

“THAT

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and dispose of additional shares of the Company and to make or grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period be and is hereby generally and unconditionally approved, provided that, otherwise than pursuant to a rights issue where shares are offered to members on a fixed record date in proportion to their then holdings of shares (subject to such exclusions 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 any territory outside Hong Kong) or any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible grantee pursuant to the scheme of shares or rights to acquire shares of the Company, or any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, the total nominal amount of additional shares issued, allotted, disposed of or agreed conditionally or unconditionally to be issued, allotted or disposed of (whether pursuant to an option or otherwise) shall not in total exceed 20% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (b) 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 revocation or variation of the authority given under this Resolution by Ordinary Resolution of the members in general meetings; and

(iii) 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 laws to be held.”;

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the Directors of the Company and for the time being in force to exercise all the powers of the Company to issue, allot and otherwise dispose of additional shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby extended by total nominal amount of shares in the capital of the Company which has been repurchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this Resolution.”.

By Order of the Board

Chung Yik Cheung, Raymond
Secretary

Hong Kong, 30th April, 2008

Notes:

- (a) The Register of Members will be closed from Friday, 23rd May, 2008 to Wednesday, 28th May, 2008, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not later than 4:00 p.m. on Thursday, 22nd May, 2008.
- (b) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote on his behalf. A proxy need not be a member of the Company.
- (c) The instrument appointing a proxy and 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 lodged with the Company’s branch share registrars in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- (d) An explanatory statement containing further details regarding items 4 to 6 above and details of the retiring Director who will be proposed to be re-elected at the Annual General Meeting will be sent to members together with the circular dated 30th April, 2008.