



# K & P INTERNATIONAL HOLDINGS LIMITED

堅寶國際控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 675)

## Form of proxy for use at the Annual General Meeting to be held on 23 May 2012

I/We<sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of HK\$0.10 each in  
the share capital of the above-named Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING**<sup>(Note 3)</sup>  
or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote and act for me/us at the Annual General Meeting (and at any adjournment thereof) of the said Company to be held at Ching Room, 4/F., Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Wednesday, 23 May 2012 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below<sup>(Note 4)</sup>.

RESOLUTIONS		FOR	AGAINST
1.	To receive the audited consolidated financial statements and the reports of the directors and of the auditors for the year ended 31 December 2011.		
2.	To declare a final dividend.		
3.	(i) To re-elect Mr. Chan Yau Wah as executive director.		
	(ii) To re-elect Mr. Kung Fan Cheong as independent non-executive director.		
	(iii) To authorise the board to fix the directors' remuneration.		
	(iv) To authorise the board to set a maximum number of directors.		
4.	To re-appoint auditors and to authorise the board to fix their remuneration.		
5.	To approve and adopt the 2012 Share Option Scheme and to cancel the existing share option scheme of the Company.		
6.	To give a general mandate to the directors to repurchase shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of this resolution.		
7.	To give a general mandate to the directors to issue additional shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of this resolution.		
8.	To extend the general mandate granted to the directors to issue additional shares of the Company by the aggregate nominal amount of the shares repurchased by the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012 Signed \_\_\_\_\_

### Notes:

- Full name(s) and address(es) to be inserted in BLOCK CAPITALS.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "THE CHAIRMAN OF THE MEETING" here inserted and insert the name and address of the proxy desired in the space provided. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERATION MADE TO ANY FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST". Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy together with any power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof, must be deposited 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 fixed for holding the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

\* For identification purposes only