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KTP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

PROPOSED CHANGE OF COMPANY NAME AND PROPOSED AMENDMENT TO THE BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS

The Board proposes to (1) change the English name of the Company from “KTP Holdings Limited” to “Ares Asia Limited” and the Chinese name of the Company from “港台集團有限公司” (which has been used by the Company for identification purposes only) to “安域亞洲有限公司” by adopting the same as its secondary name ; and (2) amend the Bye-laws of the Company and adopt the New Bye-laws.

The Proposed Change of Company Name is subject to the conditions as set out in the paragraph headed “Conditions to the Proposed Change of Company Name” below. The proposed amendments to the Bye-laws and the adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the SGM.

A circular containing, inter alia, details of the Proposed Change of Company Name, proposed amendments to the Bye-laws and the adoption of the New Bye-laws and a notice of the SGM will be despatched to the Shareholders in due course.

PROPOSED CHANGE OF COMPANY NAME

The board (the “**Board**”) of directors (the “**Directors**”) of KTP Holdings Limited (the “**Company**”) proposes to change the Company’s English name from “KTP Holdings Limited” to “Ares Asia Limited (the “**Primary Name**”) and the Chinese name of the Company from “港台集團有限公司” (which has been used by the Company for identification purposes only) to “安域亞洲有限公司”(the “**Secondary Name**”) by adopting the same as its secondary name (the “**Proposed Change of Company Name**”). The stock short name of the Company will be changed consequently.

Conditions to the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to fulfillment of the following conditions precedent:—

1. the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) approving the Proposed Change of Company Name at the special general meeting of the Shareholders (the “**SGM**”); and
2. the Registrar of Companies in Bermuda granting approval for the use of the Primary Name and the Secondary name by the Company.

The Proposed Change of Company Name will take effect on the date the Registrar of Companies in Bermuda enters the Primary Name and the Secondary Name on the register in place of the existing English name of the Company. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Reasons for the Proposed Change of Company Name

The Board considers that the Proposed Change of Company Name can provide the Company with a fresh new corporate image and identity. The Board is of the opinion that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effects on the Change of Company Name

Upon the Proposed Change of Company Name becoming effective, all existing share certificates bearing the existing name of the Company shall continue to be evidence of title to the shares of the Company (“**Shares**”) and shall continue to be valid for trading, settlement, registration and delivery for the same number of Shares in the new name of the Company and the rights of the Shareholders will not be affected as a result of the Proposed Change of Company Name. Should the Proposed Change of Company Name become effective, any issue of share certificates thereafter will be in the new name of the Company. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company.

Further announcement(s) will be made by the Company when the Proposed Change of Company Name becomes effective to inform the Shareholders of results of the SGM, the effective date of the Proposed Change of Company Name and the relevant trading arrangement and new stock short name as a result of the Proposed Change of Company Name in due course.

PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF NEW BYE-LAWS

The Board proposes certain amendments to the existing bye-laws of the Company (the “**Bye-laws**”) in order to bring the Bye-laws up to date and in line with the current revised requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) with effect from 1 January 2012 and certain changes to the Companies Act 1981 of Bermuda with effect from 18 December 2011.

The Board also proposes to adopt a new set of Bye-laws (the “**New Bye-laws**”) consolidating all the proposed amendments to the Bye-laws and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings.

Conditions to the Proposed Amendments to the Bye-laws

The proposed amendments to the Bye-laws and the adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the SGM.

Reasons for the Proposed Amendments to the Bye-laws

The key proposed amendments to the Bye-laws include (1) to bring the Bye-laws in line with the current revised requirements of the Listing Rules, in particular but not limited to Code on Corporate Governance Practices set out in Appendix 14 of the Listing Rules and certain changes to the Companies Act 1981 of Bermuda with effect from 18 December 2011; and (2) other house-keeping improvements to the Bye-laws.

SGM

The SGM will be convened and held for the purposes of seeking Shareholders’ approval by way of special resolutions for the Proposed Change of Company Name, the proposed amendments to the Bye-laws and the adoption of the New Bye-laws.

GENERAL

A circular containing, amongst other things, further information regarding the Proposed Change of Company Name, the proposed amendments to the Bye-laws and the adoption of the New Bye-laws and together with a notice of SGM, will be despatched to the Shareholders in due course.

By Order of the Board
Chua Chun Kay
Chairman

Hong Kong, 9th February 2012

As at the date of this announcement, the Board comprises Mr. Chua Chun Kay (Chairman) and Mr. David Michael Gormley as executive directors of the Company and Mr. Lam Pun Yuen, Frank, Mr. Ngan Hing Hon and Mr. Yeung Kin Bond, Sydney as independent non-executive directors of the Company.