



KTP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

FORM OF PROXY FOR SPECIAL GENERAL MEETING TO BE HELD ON 15TH MARCH 2012

I/We¹ _____
of _____,
being the registered holder(s) of² _____
shares of HK\$0.01 each ("Shares") in the capital of KTP Holdings Limited (the "Company"), HEREBY APPOINT³ the Chairman of the Meeting or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Special General Meeting of the Company to be held at Unit 1602, 16th Floor, LHT Tower, No. 31 Queen's Road Central, Central, Hong Kong on 15th March 2012 at 10:30 a.m. and at any adjournment thereof on the Resolutions referred to in the Notice of Special General Meeting (with or without modifications) as indicated below:

| | SPECIAL RESOLUTIONS | FOR ⁴ | AGAINST ⁴ |
|---------|---|------------------|----------------------|
| (I) | To approve the change of name of the Company. | | |
| (II)(A) | To approve the amendments to the bye-laws of the Company. | | |
| (II)(B) | To approve the adoption of a new set of the bye-laws, which consolidates all of the proposed amendments to the bye-laws as set out in the notice convening the meeting, as the new bye-laws of the Company. | | |

Signature(s)⁶ _____ Date _____

NOTES:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, please strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
5. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. On a poll votes may be given either personally or by duly authorized representative or by proxy. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. If more than one proxy is appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
6. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
7. 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 that power or authority must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting, and in default the instrument of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members from attending and voting in person at the above meeting or any adjourned meeting thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.
8. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.