

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of KTP Holdings Limited.



STAR CROWN CAPITAL LTD

*(Incorporated in the British Virgin Island
with limited liability)*

KTP HOLDINGS LIMITED

(港 台 集 團 有 限 公 司) *

(Incorporated in Bermuda with limited liability)

(Stock Code: 645)

JOINT ANNOUNCEMENT

**ACQUISITION OF SHARES IN THE SHARE CAPITAL OF
KTP HOLDINGS LIMITED**

BY STAR CROWN CAPITAL LTD

AND

UNCONDITIONAL MANDATORY CASH OFFER BY

寶
橋

BRIDGE PARTNERS

BRIDGE PARTNERS CAPITAL LIMITED

ON BEHALF OF STAR CROWN CAPITAL LTD

**TO ACQUIRE ALL THE ISSUED SHARES IN THE SHARE CAPITAL OF
KTP HOLDINGS LIMITED**

**(OTHER THAN THOSE ALREADY OWNED BY STAR CROWN CAPITAL LTD
AND PERSONS ACTING IN CONCERT WITH IT)**

AND

RESUMPTION OF TRADING

Financial adviser to Star Crown Capital Ltd

寶
橋

BRIDGE PARTNERS

BRIDGE PARTNERS CAPITAL LIMITED

* *For identification purposes only*

THE SALE AND PURCHASE AGREEMENT

The Company was informed by the Vendors that on 5 January 2011, the Vendors, the Vendors' Guarantor, the Offeror and the Purchaser's Guarantor entered into the Sale and Purchase Agreement pursuant to which the Offeror agreed to acquire the Sale Shares from the Vendors. The Sale Shares comprise an aggregate of 203,581,484 Shares, representing approximately 59.77% of the issued share capital of the Company as at the date of this joint announcement. Completion of the Sale and Purchase Agreement took place immediately upon the signing of the Sale and Purchase Agreement.

UNCONDITIONAL MANDATORY CASH OFFER

The Offeror and persons acting in concert with it did not hold any Shares immediately before the Completion. Immediately following the Completion, the Offeror and persons acting in concert with it were interested in 203,581,484 Shares, representing approximately 59.77% of the issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make an unconditional mandatory cash offer for all the issued Shares (other than those already owned by the Offeror and persons acting in concert with it).

Bridge Partners will, on behalf of the Offeror, make an unconditional mandatory cash offer to all the Shareholders to acquire all the issued Shares, other than those already owned by the Offeror on the following basis:

For each Share **HK\$1.70 in cash**

The Offer Price is the same as the Consideration of HK\$1.70 per Sale Share under the Sale and Purchase Agreement.

The principal terms of the Offer are set out under the section headed "Principal terms of the Offer" of this joint announcement. Bridge Partners, the financial adviser to the Offeror in respect of the Offer, is satisfied that sufficient financial resources are available to the Offeror for meeting its obligation in case of a full acceptance of the Offer.

DESPATCH OF THE COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the offer document containing the terms of the Offer and the form of acceptance and transfer of the Shares to the Independent Shareholders within 21 days after the date of this joint announcement or such later date as the Executive may approve. It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document. Such Composite Document would set out, among other things, details of the Offer, accompanied by the form of acceptance and transfer of the Shares in respect of the Offer, and incorporating the respective letters of advice from the Independent Board Committee and the independent financial adviser in relation to the Offer.

An Independent Board Committee will be established to advise the Independent Shareholders in relation to the Offer. An independent financial adviser will be appointed to advise the Independent Board Committee in relation to the Offer.

WARNING

Shareholders and potential investors of the Company should note that an Independent Board Committee is yet to be established to consider and evaluate the Offer. Insofar as the Company is concerned, this joint announcement is made in compliance with the Takeovers Code for the sole purpose of informing the Shareholders of the fact that the Company has been informed that the Offer will be made. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the independent financial adviser to be appointed. A further announcement will be made by the Company in relation to the appointment of the independent financial adviser. Shareholders and potential investors of the Company are reminded to exercise caution when trading in the Shares.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 5 January 2011 pending the issue of this joint announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 7 January 2011.

INTRODUCTION

The Company was informed by the Vendors that on 5 January 2011, the Vendors, the Vendors' Guarantor, the Offeror and the Purchaser's Guarantor entered into the Sale and Purchase Agreement pursuant to which the Offeror agreed to acquire the Sale Shares from the Vendors. The Sale Shares comprise an aggregate of 203,581,484 Shares, representing approximately 59.77% of the issued share capital of the Company as at the date of this joint announcement. Completion of the Sale and Purchase Agreement took place immediately upon the signing of the Sale and Purchase Agreement.

The Offeror and persons acting in concert with it did not hold any Shares immediately before the Completion. Immediately following the Completion, the Offeror and persons acting in concert with it were interested in 203,581,484 Shares, representing approximately 59.77% of the issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make an unconditional mandatory cash offer for all the issued Shares (other than those already owned by the Offeror and persons acting in concert with it).

THE SALE AND PURCHASE AGREEMENT

Date

5 January 2011

Parties

Vendors : (1) Wonder Star, which was the legal and beneficial owner of 92,977,184 Shares immediately before the date of the Sale and Purchase Agreement.

(2) Top Source, which was the legal and beneficial owner of 110,604,300 Shares immediately before the date of the Sale and Purchase Agreement.

Each of Wonder Star and Top Source is an investment holding company incorporated in BVI. Top Source is wholly-owned by Wonder Star, which in turn is wholly-owned by the Vendors' Guarantor.

Purchaser : the Offeror

Vendors' Guarantor : Mr. Lee, as guarantor to the Vendors, has unconditionally and irrevocably guaranteed to the Offeror the due and punctual performance by each Vendor of their respective obligations under the Sale and Purchase Agreement.

Purchaser's Guarantor : Mr. Chua, as guarantor to the Purchaser, has unconditionally and irrevocably guaranteed to the Vendors the due and punctual performance by the Purchaser of its obligations under the Sale and Purchase Agreement.

Assets acquired by the Offeror under the Sale and Purchase Agreement

The Sale Shares, comprising an aggregate of 203,581,484 Shares, representing approximately 59.77% of the issued share capital of the Company as at the date of this joint announcement.

Consideration

The total consideration at which the Sale Shares were acquired by the Offeror pursuant to the Sale and Purchase Agreement was HK\$346,088,522.80, or HK\$1.70 per Sale Share, which was arrived at after arm's length negotiations between the Offeror and the Vendors.

Conditions

The Sale and Purchase Agreement is unconditional. Completion of the Sale and Purchase Agreement took place immediately upon the signing of the Sale and Purchase Agreement. At Completion, the Purchaser has settled the Consideration in full by cash payment.

UNCONDITIONAL MANDATORY CASH OFFER

Immediately following the Completion, the Offeror and persons acting in concert with it were interested in 203,581,484 Shares, representing approximately 59.77% of the issued share capital of the Company. Pursuant to Rule 26.1 of the Takeovers Code, the Offeror is required to make an unconditional mandatory cash offer for all the issued Shares (other than those already owned by the Offeror and persons acting in concert with it).

Principal terms of the Offer

Bridge Partners will, on behalf of the Offeror, make a mandatory unconditional cash offer to all the Shareholders to acquire all the issued Shares, other than those already owned by the Offeror on the following basis:

For each Share HK\$1.70 in cash

The Offer Price is the same as the Consideration of HK\$1.70 per Sale Share under the Sale and Purchase Agreement.

As at the date of this joint announcement, there are 340,616,934 Shares in issue and the Company does not have any outstanding options, warrants or securities convertible or exchangeable into Shares. Taking into account of 203,581,484 Shares owned by the Offeror, 137,035,450 Shares will be subject to the Offer. No person acting in concert with the Offeror owned any Share immediately prior to or immediately after the Completion.

Condition of the Offer

The Offer is unconditional.

Comparison of value

The Offer Price of HK\$1.70 per Share is the same as the Consideration of HK\$1.70 per Sale Share paid by the Offeror to the Vendors under the Sale and Purchase Agreement, and represents:

- (a) a discount of approximately 36.09% over the closing price of HK\$2.66 per Share as quoted on the Stock Exchange on the Last Trading Date, being 4 January 2011;
- (b) a discount of approximately 37.96% over the average closing price of HK\$2.74 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days up to and including the Last Trading Date;
- (c) a discount of approximately 41.18% over the average closing price of HK\$2.89 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the Last Trading Date;

- (d) a discount of approximately 22.37% over the average closing price of HK\$2.19 per Share as quoted on the Stock Exchange for the last 30 consecutive trading days up to and including the Last Trading Date; and
- (e) a premium of approximately 106.56% over the audited consolidated net asset value of the Company of approximately US\$0.105 (approximately HK\$0.823) per Share as at 31 March 2010, being the date to which the latest audited consolidated financial results of the Group were made up.

Highest and lowest prices of the Shares

During the six-month period immediately preceding the Last Trading Date, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$3.30 on 22 December 2010, and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$0.75 on 22 July 2010.

Total value of the Offer

As at the date of this joint announcement, the Company does not have any outstanding options, warrants or securities convertible or exchangeable into Shares. On the basis of the Offer Price of HK\$1.70 per Share, the entire issued share capital of the Company is valued at HK\$579,048,787.80 and the 137,035,450 Shares subject to the Offer are valued at HK\$232,960,265.

Confirmation of financial resources

Bridge Partners has been appointed as the financial adviser to the Offeror in respect of the Offer and is satisfied that sufficient financial resources are available to the Offeror for meeting its obligation in case of a full acceptance of the Offer.

Effect of accepting the Offer

By accepting the Offer, Shareholders will sell their Shares to the Offeror free from all Encumbrances and with all rights attached to them, including the rights to receive all dividends and distribution declared, made or paid by reference to a record date on or after the date on which the Offer is made, that is, the date of posting of the Composite Document.

Payment

Payment in cash in respect of acceptance of the Offer will be made as soon as possible and in any event within 10 days of the date on which the Shares are validly tendered for acceptance of the Offer. Relevant documents of title must be received by or on behalf of the Offeror to render each acceptance of the Offer complete and valid.

No fractions of a cent will be payable and the amount of the consideration payable to a Shareholder who accepts the Offer will be rounded up to the nearest cent.

Stamp duty

Sellers' *ad valorem* stamp duty for Shares registered on the register of members of the Company in Hong Kong arising in connection with acceptance of the Offer will be payable by each Shareholder at the rate of 0.1% of the higher of (i) the market value of the Shares; and (ii) the amount of the consideration payable by the Offeror for such person's Shares, and will be deducted from the cash amount payable by the Offeror to such person under the Offer. The Offeror will pay the buyer's *ad valorem* stamp duty on its own behalf and the Sellers' *ad valorem* stamp duty on behalf of the accepting Shareholders in respect of the Shares accepted under the Offer.

Overseas Shareholders

The availability of the Offer to any persons not resident in Hong Kong may be affected by the applicable laws of the relevant jurisdictions. Any persons who are not resident in Hong Kong should inform themselves about and observe any applicable legal or regulatory requirements in their own jurisdiction. It is the responsibility of the Shareholders who have registered addresses outside Hong Kong and wish to accept the Offer to satisfy themselves as to the full observance of the applicable laws and regulations of the relevant jurisdiction in connection therewith (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer of other taxes due by such accepting Shareholders in respect of such jurisdiction).

Taxation advice

Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, the Company and their respective directors, officers or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Other arrangements

As at the date of this joint announcement:

- (i) there is no arrangement (whether by way of option, indemnity or otherwise) of any kind referred to in Note 8 to Rule 22 of the Takeovers Code in relation to the shares of the Offeror or the Shares and which might be material to the Offer;
- (ii) there is no agreement or arrangement to which the Offeror is a party which relates to circumstances in which it may or may not invoke or seek to invoke a pre-condition or a condition to the Offer;
- (iii) neither the Offeror nor any person acting in concert with it has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code); and

(iv) neither the Offeror nor any person acting in concert with it has received any irrevocable commitment to accept the Offer.

Dealing in Shares

Save for the Acquisition, there have been no dealings in the securities of the Company by the Offeror and persons acting in concert with it during the six-month period prior to and including the date of this joint announcement.

INFORMATION ON THE GROUP

The Group is principally engaged in the manufacturing of footwear products.

The shareholding structure of the Company immediately before and after the Completion and as at the date of this joint announcement is as follows:

	Immediately before the Completion		Immediately after the Completion		As at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approx. % shareholding</i>	<i>Number of Shares</i>	<i>Approx. % shareholding</i>	<i>Number of Shares</i>	<i>Approx. % shareholding</i>
Wonder Star	92,977,184	27.30	—	—	—	—
Top Source	110,604,300	32.47	—	—	—	—
The Purchaser and persons acting in concert with it	—	—	203,581,484	59.77	203,581,484	59.77
Public	137,035,450	40.23	137,035,450	40.23	137,035,450	40.23
Total	<u>340,616,934</u>	<u>100.00</u>	<u>340,616,934</u>	<u>100.00</u>	<u>340,616,934</u>	<u>100.00</u>

Note: The interests of Wonder Star include 92,977,184 Shares held directly by Wonder Star and 110,604,300 Shares held by Top Source, a wholly-owned subsidiary of Wonder Star. Wonder Star is wholly-owned by Mr. Lee.

INFORMATION ON THE OFFEROR

The Offeror is an investment holding company incorporated in BVI with limited liability. The principal business of the Offeror is investment holding and the principal assets held by it are the Sale Shares acquired from the Vendors. The sole legal and beneficial owner and the sole director of the Offeror is Mr. Chua. Mr. Chua, aged 57, is a businessman in Singapore who owns businesses that engage in trading various kinds of commodities, including but not limited to pulp and paper, waste-paper, chemicals and spare-parts. Mr. Chua is a fellow member of the Chartered Management Institute and holds a master's degree in business administration from the University of Leicester, United Kingdom.

INTENTION OF THE OFFEROR REGARDING THE COMPANY

The Offeror intends to continue the Group's principal business of the manufacturing of footwear products after completion of the Offer. The Offeror also intends to conduct a detailed review of the strategic directions and operations of the Group to chart its long term corporate strategy and growth and to explore other business or investment opportunities which might enhance the Group's future development. The Offeror has no intention to inject any material asset or business into the Group as at the date of this joint announcement. The Offeror has no intention to redeploy the employees or the fixed assets of the Group other than in its ordinary course of business.

As at the date of this joint announcement, the Board comprises two executive Directors (Mr. Lee and Ms. Yu) and three independent non-executive Directors. It is intended that, at the Company level, the existing Directors will resign with effect from the earliest time permitted by the Takeovers Code (being the first closing date of the Offer) and be replaced by other suitably qualified Directors. At this stage, the Company will appoint Mr. Chua as an executive Director with effect from the earliest time permitted by the Takeovers Code (being the date of posting of the Composite Document). Any appointment of new Directors by the Offeror will be in full compliance with the requirements under the Takeovers Code and the Listing Rules. To ensure that there will be continuity in the Group's business, Mr. Lee shall remain as managing director of the Group's operating subsidiaries and Ms. Yu shall remain as executive director of the Group's operating subsidiaries.

MAINTAINING THE LISTING STATUS OF THE COMPANY

The Stock Exchange has stated that if, upon close of the Offer, less than the minimum prescribed percentage applicable to the Company, being 25% of the issued Shares, are held by the public, or if the Stock Exchange believes that:

- (i) a false market exists or may exist in the trading of the Shares; or**
- (ii) there are insufficient Shares in public hands to maintain an orderly market,**

then it will consider exercising its discretion to suspend trading in the Shares.

The Offeror intends to maintain the listing of the Shares on the Stock Exchange after the close of the Offer. Each of the Offeror and the Company will undertake to the Stock Exchange to take appropriate steps following the close of the Offer to ensure that sufficient public float exists.

DISCLOSURE OF DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, associates (as defined in the Takeovers Code) of the Company and the Offeror (including persons who own or control 5% or more of any class of relevant securities issued by the Company or the Offeror) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code. Reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

DESPATCH OF THE COMPOSITE DOCUMENT

Pursuant to Rule 8.2 of the Takeovers Code, the Offeror is required to despatch the offer document containing the terms of the Offer and the form of acceptance and transfer of the Shares to the Independent Shareholders within 21 days after the date of this joint announcement or such later date as the Executive may approve.

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document. Such Composite Document would set out, among other things, details of the Offer, accompanied by the form of acceptance and transfer of the Shares in respect of the Offer, and incorporating the respective letters of advice from the Independent Board Committee and the independent financial adviser in relation to the Offer.

An Independent Board Committee will be established to advise the Independent Shareholders in relation to the Offer. An independent financial adviser will be appointed to advise the Independent Board Committee in relation to the Offer.

WARNING

Shareholders and potential investors of the Company should note that an Independent Board Committee is yet to be established to consider and evaluate the Offer. Insofar as the Company is concerned, this joint announcement is made in compliance with the Takeovers Code for the sole purpose of informing the Shareholders of the fact that the Company has been informed that the Offer will be made. The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Independent Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendations of the Independent Board Committee in respect of the Offer and a letter of advice from the independent financial adviser to be appointed. A further announcement will be made by the Company in relation to the appointment of the independent financial adviser. Shareholders and potential investors of the Company are reminded to exercise caution when trading in the Shares.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:30 a.m. on 5 January 2011 pending the issue of this joint announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 7 January 2011.

DEFINITIONS

In this joint announcement, the following terms shall have the meanings set out below, unless the context requires the otherwise:

“Acquisition”	the acquisition of the Sale Shares by the Purchaser from the Vendors on the terms of the Sale and Purchase Agreement
“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Board”	board of Directors
“Bridge Partners”	Bridge Partners Capital Limited, a licensed corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and appointed by the Offeror to advise it in respect of the Offer
“Business Days”	a day (other than Saturday, Sunday or days on which a typhoon signal 8 or above or black rainstorm is hoisted in Hong Kong at 10:00 a.m.) on which banks in Hong Kong are open for general banking business

“BVI”	the British Virgin Islands
“Company”	KTP Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Completion”	completion of the Sale and Purchase Agreement
“Completion Date”	the date when the Completion took place, being 5 January 2011
“Composite Document”	the document proposed to be jointly issued by or on behalf of the Offeror and the Company to all Shareholders in accordance with the Takeovers Code in respect of the Offer containing, among other things, the terms and conditions of the Offer, the form of acceptance and transfer of the Shares in respect of the Offer, the letter of advice of the independent financial adviser to the Independent Board Committee in respect of the Offer, and the letter of advice of the Independent Board Committee to the Independent Shareholders in relation to the Offer
“Consideration”	the consideration paid by the Offeror to the Vendors for the acquisition of the Sale Shares on the terms and conditions of the Sale and Purchase Agreement, being HK\$346,088,522.80 or HK\$1.70 per Sale Share
“Director(s)”	director(s) of the Company
“Encumbrances”	any claim, charge, mortgage, security, lien, option, equity, power of sale, hypothecation or other third party rights, retention of title, right of pre-emption, right of first refusal or security interest of any kind
“Group”	the Company and its subsidiaries
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Independent Board Committee”	an independent committee of the Board comprising all the independent non-executive Directors who have no direct or indirect interest in the Offer other than as a Shareholder to be established for the purpose of advising the Independent Shareholders in relation to the Offer
“Independent Shareholders”	Shareholders other than the Offeror and persons acting in concert with it

“Last Trading Date”	4 January 2011, being the last day on which the Shares were traded on the Stock Exchange prior to the suspension of trading in the Shares pending the release of this joint announcement
“Mr. Chua” or “Purchaser’s Guarantor”	Mr. Chua Chun Kay
“Mr. Lee” or “Vendors’ Guarantor”	Mr. Lee Chi Keung, Russell, the Chairman of the Board and an executive Director
“Ms. Yu”	Ms. Yu Mee See, Maria, an executive Director and the spouse of Mr. Lee
“Offer”	the unconditional mandatory cash offer to be made by Bridge Partners on behalf of the Offeror to acquire all the issued Shares other than those already owned by the Offeror and persons acting in concert with it
“Offer Price”	HK\$1.70 per Share payable in cash by the Offeror under the Offer
“Offeror” or “Purchaser”	Star Crown Capital Ltd, a company incorporated in BVI with limited liability
“Sale and Purchase Agreement”	the sale and purchase agreement dated 5 January 2011 and entered into between the Vendors, the Vendors’ Guarantor, the Purchaser and the Purchaser’s Guarantor pursuant to which, among other things, the Vendors agreed to sell, and the Purchaser agreed to purchase, the Sale Shares on the terms and conditions thereof
“Sale Shares”	an aggregate of 203,581,484 Shares, representing approximately 59.77% of the issued share capital of the Company as at the date of this joint announcement
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers

“Top Source”	Top Source Securities Limited, a company incorporated in BVI with limited liability
“US\$”	United States dollars, the lawful currency of the United States of America
“Vendors”	collectively, Top Source and Wonder Star, and a “Vendor” shall mean any of them
“Wonder Star”	Wonder Star Securities Limited, a company incorporated in BVI with limited liability
“%”	per cent.

By Order of the Board of
STAR CROWN CAPITAL LTD
Chua Chun Kay
Director

By Order of the Board of
KTP HOLDINGS LIMITED
Lee Chi Keung, Russell
Chairman

Hong Kong, 6 January 2011

As at the date of this joint announcement, the executive Directors are Mr. Lee Chi Keung, Russell (Chairman), Ms. Yu Mee See, Maria and the independent non-executive Directors are Mr. Ng Wai Hung, Mr. Lee Siu Leung and Mr. Yuen Sik Ming.

As at the date of this joint announcement, the sole director of the Offeror is Mr. Chua Chun Kay.

The sole director of the Offeror accepts full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those expressed by the Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement (other than those relating to the Group) the omission of which would make any statements in this joint announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement (other than those relating to the Offeror) the omission of which would make any statements in this joint announcement misleading.