



QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 243)

FORM OF PROXY SPECIAL GENERAL MEETING – FRIDAY, 26 FEBRUARY 2016

I/We ^(Note 1) _____ (Name)
of _____ (Address)
being (a) member(s) of QPL International Holdings Limited (the “**Company**”), hereby appoint ^(Note 2) the
duly appointed Chairman of the Meeting or failing him _____
of _____

as my/our proxy to vote on my/our behalf at the special general meeting of the Company to be held on Friday, 26 February 2016 at 10:30 a.m. at Best Western Plus Hotel Hong Kong (Jasmine Room 3/F), 308 Des Voeux Road West, Hong Kong and at any adjournment thereof (the “**Meeting**”). The proxy will vote on the resolutions as set out in the notice convening the Meeting as directed below:

	SPECIAL RESOLUTION#	For ^(Note 3)	Against ^(Note 3)
1.	To approve the Capital Reorganisation		
	ORDINARY RESOLUTIONS#		
2.	To approve the Increase in Authorised Share Capital		
3.	To approve the Open Offer		
4.	To approve the Placing		

The full text is set out in the notice convening the Meeting.

Signed ^(Note 5)

Date

NOTES:

1. Please insert full name(s) and addresses in **BLOCK CAPITALS**.
2. If any proxy other than the Chairman of the Meeting is preferred, strike out the relevant reference and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. A proxy needs not be a member of the Company. **ANY ALTERATION MADE TO THIS FORM MUST BE DULY INITIALED.**
3. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion on the relevant resolution. 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.
4. Please insert the number of shares to which this proxy relates in the space provided. If a number is inserted, this form of proxy will be deemed to relate only to those shares. If no number is inserted, this form will be deemed to relate to all the shares in the Company which are registered in your name (whether alone or jointly with others).
5. This form must be signed by you or your attorney duly authorized in writing or, in case of a corporation, either under seal or under the hand of an officer or attorney duly authorized.
6. In case of joint holders, this form must be signed by the member whose name stands first on the Register of Members in respect of the joint holding.
7. To be valid, this form of proxy (duly signed and completed), together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof (as the case may be).
8. The Company shall be entitled to reject this form of proxy if it is incomplete, or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in this form of proxy.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting should you so wish. If you attend and vote at the Meeting, the authority of your proxy will be automatically revoked.