

TO BE VALID, THE WHOLE OF THIS APPLICATION FORM MUST BE RETURNED

本申請表格必須整份交回方為有效

Application Form No.  
申請表格編號

IMPORTANT  
重要提示

THIS APPLICATION FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE OF THE QUALIFYING SHAREHOLDER(S) NAMED BELOW ONLY. NO APPLICATION CAN BE MADE AFTER 4:00 P.M. ON THURSDAY, 24 MARCH 2016.

本申請表格具有價值但不可轉讓，並僅供名列下文之合資格股東使用。二零一六年三月二十四日(星期四)下午四時正後不得提出申請。

IF YOU ARE IN ANY DOUBT ABOUT THIS APPLICATION FORM OR AS TO THE ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR LICENSED SECURITIES DEALER, REGISTERED INSTITUTION IN SECURITIES, BANK MANAGER, SOLICITOR, PROFESSIONAL ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS.

閣下如對本申請表格或應採取之行動有任何疑問，應諮詢閣下之持牌證券交易商、註冊證券機構、銀行經理、律師、專業會計師或其他專業顧問。

Terms used herein shall have the same meanings as defined in the prospectus of QPL International Holdings Limited dated 10 March 2016 (the "Prospectus") unless the context otherwise requires.

除文義另有所指外，本申請表格所用之詞彙與QPL International Holdings Limited於二零一六年三月十日刊發之章程(「章程」)所界定者具有相同涵義。

Dealings in the New Shares and the Offer Shares may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers for details of the settlement arrangements and how such arrangements may affect your rights and interests.

新股份及發售股份之買賣可透過中央結算系統進行結算，而有關結算安排之詳情及該等安排對閣下權利及權益可能產生之影響，閣下應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this Application Form, 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 Application Form.

香港交易所、香港結算及香港中央結算有限公司，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本申請表格全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

A copy of each of the Prospectus Documents, together with copies of the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to the Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong take no responsibility as to the contents of any of these documents.

各份章程文件之副本連同於章程附錄三「送呈香港公司註冊處處長文件」一段所述之文件之副本，已按照公司(清盤及雜項條文)條例第342C條之規定送呈香港公司註冊處處長登記。香港證券及期貨事務監察委員會及香港公司註冊處處長對任何該等文件之內容概不負責。

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待發售股份獲批准在聯交所上市及買賣，並符合香港結算之證券收納規定後，發售股份將獲香港結算接納為合資格證券，自發售股份在聯交所開始買賣當日或香港結算釐定之其他日期起可於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統交收。所有於中央結算系統之活動均須依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。

Branch share registrar and transfer

office in Hong Kong:  
Tricor Standard Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong



QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 243)

(於百慕達註冊成立之有限公司)

(股份代號: 243)

OPEN OFFER ON THE BASIS OF  
FIVE (5) OFFER SHARES FOR EVERY ONE (1) NEW SHARE  
HELD ON THE RECORD DATE

按於記錄日期每持有一(1)股新股份獲發五(5)股發售股份之  
基準進行公開發售

APPLICATION FORM

申請表格

Registered office:

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

註冊辦事處:

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

Principal place of

business in Hong Kong:

8th Floor  
Hale Weal Industrial Building  
22-28 Tai Chung Road  
Tsuen Wan  
New Territories  
Hong Kong

香港主要營業地點:

香港  
新界荃灣  
大涌道22-28號  
合福工業大廈8樓

香港股份過戶登記處:

卓佳標準有限公司  
香港  
皇后大道東183號  
合和中心22樓

Name(s) and address(es) of the Qualifying Shareholder(s)

合資格股東姓名及地址

Number of Shares registered in your name on Wednesday, 9 March 2016

於二零一六年三月九日(星期三)以閣下名義登記之股份數目

Box A

甲欄

Number of Offer Shares in your assured allotment subject to payment in full on application by no later than 4:00 p.m. on Thursday, 24 March 2016

閣下獲保證配發之發售股份數目(須在不遲於二零一六年三月二十四日(星期四)下午四時正申請時繳足)

Box B

乙欄

Amount payable on assured allotment when applied in full

悉數申請認購保證配額時應繳款項

Box C

丙欄

Number of Offer Shares applied for

申請認購之發售股份數目

Box D

丁欄

Remittance enclosed

隨附股款

HKS

港元

Application can only be made by the registered Qualifying Shareholder(s) named above.

認購申請僅可由名列上文已登記之合資格股東作出。

Please enter in Box D the number of Offer Shares applied for and the amount of remittance enclosed (calculated as the number of Offer Shares applied for multiplied by HK\$0.32)

請於丁欄填寫所申請認購之發售股份數目及隨附之股款金額(以申請認購之發售股份數目乘以0.32港元計算)

You are entitled to apply for any number of Offer Shares which is equal to or less than your assured allotment shown in Box B above by filling in this Application Form. Subject to as mentioned in the Prospectus and this Application Form, such offer is made to the Shareholders whose names were on the register of members of the Company and who were Qualifying Shareholders on the basis of an assured allotment of five (5) Offer Shares for every one (1) New Share held on Wednesday, 9 March 2016. If you wish to apply for any Offer Share, you should complete and sign this Application Form and lodge the form together with the appropriate remittance for the full amount payable in respect of the Offer Shares applied for with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. All remittance(s) for application of Offer Shares under this Application Form must be in Hong Kong dollars and made payable to "QPL International Holdings Limited" and crossed "Account Payee Only" and comply with the procedures set out overleaf. No application for Offer Shares can be made by any person who is a Non-Qualifying Shareholder.

閣下可透過填寫本申請表格申請認購相等或於或少於上文乙欄所列閣下獲保證配發之任何發售股份數目。在章程及本申請表格所述者之規限下，有關要約乃向名列於本公司股東名冊且屬合資格股東之股東提出，基準為按於二零一六年三月九日(星期三)每持有一(1)股新股份獲保證配發五(5)股發售股份。閣下如欲申請認購任何發售股份，應填妥及簽署本申請表格，並將表格連同就所申請認購發售股份應繳之全數適當股款，一併交回本公司之香港股份過戶登記處卓佳標準有限公司，地址為香港皇后大道東183號合和中心22樓。根據本申請表格申請認購發售股份之所有申請股款必須以港元支付，且須註明抬頭人為「QPL International Holdings Limited」及以「只准入抬頭人賬戶」方式劃線開出，並須遵循背頁所載手續。任何為不合資格股東之人士不得申請認購發售股份。



## QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 243)

### CONDITIONS

1. No Non-Qualifying Shareholder is permitted to apply for any Offer Share.
2. No receipt will be issued in respect of any application monies received.
3. Completion of this Application Form will constitute an instruction and authority by the applicant(s) to the Company and/or Tricor Standard Limited or any person nominated by it for the purpose, on behalf of the applicant(s), to execute any registration of this Application Form or other documents and, generally, to do all such other things as such company or person may consider necessary or desirable to effect registration in the name of the applicant(s) of the Offer Shares applied for or any lesser number in accordance with the arrangements described in the Prospectus.
4. The applicant(s) of the Offer Shares undertake to sign all documents and to do all other acts necessary to enable him/her/they to be registered as the holder(s) of the Offer Shares which he/she/they has/have applied for subject to the Bye-Laws.
5. Your right to apply for the Offer Shares is not transferable.
6. The Company reserves the right to refuse any application for Offer Shares which does not comply with the procedures set out herein and in the Prospectus.
7. The Open Offer is conditional upon all conditions set out in the section headed "Conditions of the Open Offer" as set out in the Prospectus in particular, the Underwriting Agreement having become unconditional and not having been terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination (see the section headed "Termination of the Underwriting Agreement" as set out in the Prospectus).
8. No person receiving a copy of the Prospectus and/or the Application Form in any territory outside Hong Kong may treat it as an offer or an invitation to apply for the Offer Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of any person receiving the Prospectus and/or the Application Form outside Hong Kong wishing to make an application for the Offer Shares to satisfy himself/herself/itself before subscribing for the assured allotted Offer Shares, as to the full observance of the laws and regulations of all relevant jurisdiction, including obtaining any governmental or other consents, and to pay any taxes and duties required to be paid in such jurisdiction in connection therewith. Completion and return of this Application Form by any person outside Hong Kong will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If you are in any doubt as to your position, you should consult your professional advisers.

### PROCEDURES FOR APPLICATION

You may apply for such number of Offer Shares which is equal to or less than your assured allotment set out in Box B by filling in this Application Form.

To apply for such number of Offer Shares which is less than your assured allotment, you must enter in Box D of this Application Form the number of Offer Shares for which you wish to apply and the total amount payable (calculated as the number of Offer Shares applied for multiplied by HK\$0.32). If the amount of the corresponding remittance received is less than that required for the number of Offer Shares inserted, the applicant(s) will be deemed to have applied for such lesser number of Offer Shares for which full payment has been received.

If you wish to apply for the exact number of Offer Shares set out in Box B of this Application Form, this number should be inserted in Box D of this Application Form. If no number is inserted, you will be deemed to have applied for the number of Offer Shares for which full payment has been received.

This Application Form, when duly completed, to which the appropriate remittance should be stapled accordingly and folded once and must be lodged to Tricor Standard Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Thursday, 24 March 2016. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "QPL International Holdings Limited" and crossed "Account Payee Only". Unless this Application Form together with the appropriate remittance shown in Box C or Box D (as the case may be) of this Application Form has been received by 4:00 p.m. on Thursday, 24 March 2016, your right to apply for the Offer Shares and all rights in relation thereto shall be deemed to have been declined and will be cancelled.

### TERMINATION OF THE UNDERWRITING AGREEMENT

If, prior to the Latest Time for Termination:

- (1) in the absolute opinion of the Underwriter, the success of the Open Offer would be materially and adversely affected by:
  - (a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may, in the reasonable opinion of the Underwriter, materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Open Offer; or
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement), of a political, military, financial, economic or other nature (whether or not ejusdem generic with any of the foregoing), or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole; or
  - (c) any material adverse change in the business or in the financial or trading position of the Group as a whole; or
  - (d) the imposition of any moratorium, suspension or material restriction on trading of the Shares on the Stock Exchange due to exceptional financial circumstances or otherwise; or
  - (e) any suspension in the trading of securities generally or the Company's securities on the Stock Exchange for a period of more than 20 consecutive Business Days, excluding any suspension in connection with the clearance of the announcement or the Prospectus Documents or other announcements or circulars in connection with the Open Offer; or
- (2) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the reasonable opinion of the Underwriter makes it inexpedient or inadvisable to proceed with the Open Offer; or
- (3) the Prospectus in connection with the Open Offer when published contains information (either as to the condition of the Group or as to its compliance with any laws or the Listing Rules or any applicable regulations) which has not prior to the date of the Underwriting Agreement been publicly announced or published by the Company and which may in the reasonable opinion of the Underwriter be material to the Group as a whole and is likely to affect materially and adversely the success of the Open Offer or might cause a prudent investor not to apply for its assured entitlements of Offer Shares under the Open Offer,

the Underwriter shall be entitled by notice in writing to the Company, served prior to the Latest Time for Termination, to terminate the Underwriting Agreement.

### CHEQUES AND BANKER'S CASHIER ORDERS

All cheques and banker's cashier orders accompanying completed Application Form will be presented for payment upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and lodgment of the Application Form together with a cheque or banker's cashier order in payment for the Offer Shares accepted will constitute a warranty by the applicant(s) that the cheque or banker's cashier order will be honored on first presentation. Any application in respect of which the accompanying cheque or banker's cashier order is dishonored on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

### STATUS OF THE OFFER SHARES

The Offer Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the then existing Shares in issue on the date of allotment of the Offer Shares, including the right to receive all dividends and distributions which may be declared, made or paid after such date.

### SHARE CERTIFICATES AND REFUND CHEQUES FOR THE OPEN OFFER

Subject to the fulfillment or waiver (as applicable) of the conditions precedent of the Open Offer as set out in the paragraph headed "Conditions of the Open Offer" in the Prospectus, share certificates for all fully-paid Offer Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Wednesday, 6 April 2016. Only one share certificate will be issued for all fully-paid Offer shares accepted by each applicant. Refund cheques will be posted on or before Wednesday, 6 April 2016 by ordinary post to the applicant at their own risk if the Open Offer is terminated.

### GENERAL

Lodgement of this Application Form purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party (parties) lodging it to deal with the same and to receive relevant certificates of the Offer Shares.

This Application Form and any application for the Offer Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.



# QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 243)

(於百慕達註冊成立之有限公司)

(股份代號：243)

To: QPL International Holdings Limited  
致：QPL International Holdings Limited

Dear Sirs,

I/We, being the registered holder(s) of the Shares stated overleaf, enclose a remittance\*\* for the amount payable in full on application for the number of Offer Shares at a price of HK\$0.32 per Offer Share specified in Box B (or, if and only if Box D is completed, in Box D). I/We accept the number of Offer Shares on the terms and conditions of the Prospectus dated 10 March 2016 and subject to the Bye-Laws and I/we hereby undertake and agree to apply for the same or any lesser number of such Offer Shares in respect of which this application may be made. I/We authorise the Company to place my/our name(s) on the register of members as the holder(s) of such Offer Shares or any lesser number of Offer Shares as aforesaid and to send the share certificate(s) in respect thereof by ordinary post at my/our risk to the address specified overleaf. I/We have read the conditions and procedures for application set out overleaf and agree to be bound thereby.

By signing this form, I/we declare that I/we am/are not (a) Non-Qualifying Shareholder(s) and my/our application for the Offer Shares does not violate any applicable securities or other laws or regulations of any jurisdiction outside Hong Kong.

敬啟者：

本人／吾等為背頁所列股份之登記持有人，現申請認購乙欄（或倘及僅倘已填妥丁欄，則丁欄）指定之發售股份數目，並附上按每股發售股份0.32港元之價格計算須於申請時繳足之全數股款\*\*。本人／吾等謹此依照日期為二零一六年三月十日之章程所載之條款及條件，以及在公司細則之規限下，接納有關數目之發售股份，而本人／吾等謹此承諾並同意申請認購相等於或少於與本申請有關之發售股份數目。本人／吾等謹此授權 貴公司將本人／吾等之姓名／名稱列入股東名冊，作為上述有關數目或較少數目之發售股份之持有人，並授權 貴公司將有關股票按背頁所示地址以普通郵遞方式寄予本人／吾等，郵誤風險概由本人／吾等自行承擔。本人／吾等已細閱背頁所載各項申請條件及手續，並同意受其約束。

透過簽署本表格，本人／吾等聲明本人／吾等並非不合資格股東，而本人／吾等申請認購發售股份並無違反香港以外任何司法權區之任何適用證券或其他法律或法規。

Contact telephone no.

聯絡電話號碼：

Signature(s) of Qualifying Shareholder(s)

(all joint Qualifying Shareholder(s) must sign)

合資格股東簽署

(所有聯名合資格股東均須簽署)

(1) \_\_\_\_\_ (2) \_\_\_\_\_ (3) \_\_\_\_\_ (4) \_\_\_\_\_

Date \_\_\_\_\_ 2016

日期：二零一六年 \_\_\_\_\_ 月 \_\_\_\_\_ 日

Details to be filled in by Qualifying Shareholder(s):

請合資格股東填妥以下詳情：

Number of Offer Shares applied for (being the total number specified in Box D, failing which, the total number specified in Box B) 申請認購發售股份數目 (即丁欄所列明之總數，如未有填妥，則乙欄所列明之總數)	Total amount of remittance (being the total amount specified in Box D, failing which, the total amount specified in Box C) 股款總額(即丁欄所列明之股款總額，如未有填妥，則丙欄所列明之股款總額)	Name of bank on which cheque/banker's cashier order is drawn 支票／銀行本票之付款銀行名稱	Cheque/banker's cashier order number 支票／銀行本票號碼
HK\$ 港元			

\*\* Cheque or banker's cashier order should be crossed "Account Payee Only" and made payable to "QPL International Holdings Limited" (see the section headed "Procedures for Application" on the reverse side of this form).

\*\* 支票或銀行本票須以「只准入抬頭人賬戶」方式並以「QPL International Holdings Limited」為抬頭人劃線開出（詳情請參閱本表格背頁「申請手續」一節）。

Valid application for such number of Offer Shares which is less than or equal to an applicant's assured allotment will be accepted in full, assuming that the conditions of the Open Offer have been satisfied. If no number is inserted in the boxes above, you will be deemed to have applied for the number of Offer Shares for which payment has been received. If the amount of the remittance is less than that required for the number of Offer Shares inserted, you will be deemed to have applied for the number of Offer Shares for which payment has been received. Application will be deemed to have been made for a whole number of Offer Shares. No receipt will be given for the remittance.

假設公開發售之條件獲達成，認購發售股份數目少於或相等於申請人獲保證配發之有效申請將獲全數接納。倘以上各欄內並無填上數目，則閣下將被視作申請認購已收款項所代表之發售股份數目。倘股款金額少於上欄所填數目之發售股份所需股款，則閣下將被視作申請認購已收款項所代表之發售股份數目。申請將被視作為申請認購完整之發售股份數目而作出。概不會就股款發出任何收據。