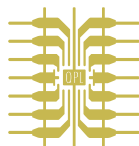


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QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 243)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent



Astrum Capital Management Limited

PLACING OF NEW SHARES

On 2 June 2015 (after trading hours), the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Placing Agent agreed to place, on a best endeavour basis, to not less than six independent Places for up to 153,470,000 new Shares at a price of HK\$0.56 per Placing Share.

The Placing is conditional upon (i) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Placing Shares; and (ii) the Placing Agreement not having been terminated in accordance with the terms thereof on or before the Long Stop Date. If such conditions are not fulfilled, the Placing will not proceed.

The maximum number of 153,470,000 Placing Shares represents approximately 20% of the entire issued share capital of the Company of 767,373,549 Shares as at the date of this announcement and approximately 16.7% of the Company's entire issued share capital as enlarged by the Placing Shares. The maximum net proceeds from the Placing will be approximately HK\$84.5 million (assuming the Placing Shares are fully placed and after all relevant expenses) which is intended to be used by the Company for general working capital of the Group.

As the Placing Agreement may or may not be completed, the Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

Date

2 June 2015 (after trading hours)

Parties

- (a) the Company; and
- (b) the Placing Agent

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

Placees

The Placing Shares will be placed to not less than six Placees (which will be independent individual, corporate and/or institutional investors) and their ultimate beneficial owners will be Independent Third Parties.

It is expected that none of the Placees will become a substantial Shareholder (as defined in the Main Board Listing Rules) of the Company as a result of the Placing.

Number of Placing Shares

Up to 153,470,000 new Shares, to be placed by the Placing Agent on a best endeavour basis. Assuming the Placing Shares are fully placed, the Placing Shares represents approximately 20% of the entire issued share capital of the Company of 767,373,549 Shares as at the date of this announcement and approximately 16.7% of the Company's entire issued share capital as enlarged by the Placing Shares. The aggregate nominal value of the Placing Shares is HK\$12,277,600.

Placing Price

The Placing Price is HK\$0.56 per Placing Share. The Placing Price was agreed after arm's length negotiations between the Company and the Placing Agent, with reference to, among other things, the recent trading price of the Shares on the Stock Exchange. The Directors consider that the Placing Price is fair and reasonable, on normal commercial terms and are in the interests of the Company and the Shareholders as a whole. The Placing Price represents:

- (i) a discount of approximately 18.8% to the closing price of HK\$0.69 per Share as quoted on the Stock Exchange on 2 June 2015, being the date of the Placing Agreement; and

- (ii) a discount of approximately 11.1% to the average closing price of approximately HK\$0.63 per Share as quoted on the Stock Exchange for the last 5 full trading days of the Shares immediately prior to the date of the Placing Agreement.

The Company will bear the costs and expenses in connection with the Placing and the net proceeds from the Placing is estimated to be approximately HK\$84.5 million (assuming the Placing Shares are fully placed). As a result, the net price per Placing Share will be approximately HK\$0.551.

Placing Commission

The Placing Agent will receive a placing commission of 1.5% on the gross proceeds of the Placing. Such commission was negotiated on arm's length basis between the Company and the Placing Agent and determined with reference to, amongst other things, the prevailing market conditions. The Directors consider that the commission is fair and reasonable based on the current market conditions.

General Mandate

The Placing Shares will be issued pursuant to the General Mandate. As at the date of this announcement, no Share has been issued pursuant to the General Mandate.

Ranking of Placing Shares

The Placing Shares, when issued and fully paid, will rank pari passu among themselves and with Shares in issue at the time of issue and allotment of the Placing Shares.

Condition of the Placing

Completion of the Placing Agreement is conditional upon (i) the Listing Committee of the Stock Exchange granting approval for the listing of and permission to deal in the Placing Shares; and (ii) the Placing Agreement not having been terminated in accordance with the terms thereof on or before the Long Stop Date.

If the above conditions are not satisfied on or before the Long Stop Date, all obligations of the Placing Agent and of the Company hereunder shall cease and determine and none of the parties hereto shall have any claim against the other in relation thereto.

Application will be made to the Stock Exchange for approval for the listing of and permission to deal in the Placing Shares. The Placing is not subject to the Shareholders' approval as the Placing Shares will be issued under the General Mandate.

Completion of the Placing

Completion shall take place at 3:00 p.m. at the office of the Placing Agent within five Business Days after the fulfillment of the conditions set out in the Placing Agreement (or such other date as the parties hereto may agree in writing).

Termination of the Placing Agreement

The Placing Agent may, in its reasonable opinion, after consultation with the Company, terminate the Placing Agreement by notice in writing to the Company at any time up to 10:00 a.m. on the Completion Date if:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent to be material in the context of the Placing; or
- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and adversely affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or
- (4) any statement contained in the announcements, circulars and financial reports of the Company has become or been discovered to be untrue, incorrect or misleading in any material respect which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing.

Upon termination of the Placing Agreement pursuant to the above paragraphs, all liabilities of the parties under the Placing Agreement shall cease and determine and no party shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Placing Agreement save in respect of any antecedent breach of any obligation under the Placing Agreement.

As the Placing Agreement may or may not be completed, the Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

REASONS FOR ENTERING INTO THE PLACING AGREEMENT AND USE OF PROCEEDS

The Company acts as an investment holding company. The principal activities of its subsidiaries are the manufacture and sale of integrated circuit leadframes, heatsinks and stiffeners and investment holding.

The Directors believe that the Placing represents an opportunity to strengthen the financial position of the Group while broadening the Shareholder's base and capital base of the Company. Assuming all the Placing Shares are successfully placed by the Placing Agent, the gross proceeds from the Placing will be approximately HK\$85.9 million. The net proceeds, after deducting the placing commission and other related expenses, will be approximately HK\$84.5 million, representing a net issue price of approximately HK\$0.551 per Placing Share. The Company intends to apply the net proceeds for general working capital of the Group.

The Board considers that the terms of the Placing Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES DURING THE PAST TWELVE MONTHS

The Company does not have any equity fund raising activities for the 12 months immediately before the date of this announcement.

EFFECT ON SHAREHOLDING

For illustration purpose, the shareholding structures of the Company as at the date of this announcement (as extracted from the Disclosure of Interests stated in the website of the Stock Exchange) and immediately after completion of the Placing are and will be as follows:

	As at the date of this announcement		Immediately after completion of the Placing	
	<i>Number of Shares</i>	<i>Approx. %</i>	<i>Number of Shares</i>	<i>Approx. %</i>
Director				
Li Tung Lok	230,385,226	30.0	230,385,226	25.0
Public Shareholders				
– Places	–	–	153,470,000	16.7
– Other public Shareholders	536,988,323	70.0	536,988,323	58.3
Total	<u>767,373,549</u>	<u>100.0</u>	<u>920,843,549</u>	<u>100.0</u>

DEFINITIONS

In this announcement, the following expressions shall have the following meanings, unless the context requires otherwise:

“Board”	the board of Directors
“Business Day(s)”	any day (not being a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	QPL International Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Stock Exchange
“Completion Date”	the date of Completion
“connected person(s)”	has the meaning ascribed to it under the Main Board Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors at the annual general meeting of the Company held on 18 September 2014 to allot or otherwise deal with the unissued shares of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	parties which are not connected persons of the Company (as defined in the Main Board Listing Rules) and are independent of the Company and its connected persons
“Long Stop Date”	16 June 2015 (or such later date to be agreed between the Company and the Placing Agent in writing)
“Main Board Listing Rules”	the Rule Governing the Listing of Securities on the Stock Exchange
“Placees”	any individual, institutional, corporate or other professional investors procured by or on behalf of the Placing Agent to purchase any of the Placing Shares pursuant to the Placing Agreement

“Placing”	the placing of the Placing Shares by the Company, through the Placing Agent, pursuant to the Placing Agreement
“Placing Agent”	Astrum Capital Management Limited, a licensed corporation to carry on type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Placing Agreement”	the Placing Agreement dated 2 June 2015 entered into between the Placing Agent and the Company in relation to the Placing
“Placing Price”	HK\$0.56 per Placing Share
“Placing Shares”	a maximum of 153,470,000 new Shares to be placed pursuant to the Placing Agreement
“Share(s)”	ordinary share(s) of HK\$0.08 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By Order of the Board of
QPL International Holdings Limited
Li Tung Lok
Executive Chairman and Chief Executive

Hong Kong, 2 June 2015

As at the date of this announcement, the Board comprises two Executive Directors, namely Mr. Li Tung Lok (Executive Chairman and Chief Executive) and Mr. Phen Hoi Ping, Patrick, one Non-executive Director, namely Mr. Wong Wai Man and three Independent Non-executive Directors, namely Mr. How Sze Ming, Mr. Lee Kwok Wan and Mr. Chan Kin Fung, Phil.