



# QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 243)

## PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

According to the Bye-laws of QPL International Holdings Limited (the “**Company**”), the procedures for shareholders to propose a person for election as a director of the Company (the “**Director**”) are as follows:-

### Bye-law 120

- (A) Subject to these bye-laws, the members may by Special Resolution (*Note*) elect any person to be a Director, either to fill a casual vacancy or as an addition to the existing board, and any person so appointed as a Director shall remain as a Director until such following time as he vacates his office:
- (i) if he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;
  - (ii) if he becomes a lunatic or of unsound mind;
  - (iii) if he absents himself from the meetings of the board during a continuous period of six months, without special leave of absence from the board, and his alternate Director (if any) shall not during such period have attended in his stead, and the board passes a resolution that he has by reason of such absence vacated his office;
  - (iv) if he becomes prohibited from being a Director by reason of any order made under any provision of the Companies Act;
  - (v) if by notice in writing delivered to the Company at the Office or the head office he resigns his office;
  - (vi) if, having been appointed to an office of managing director, joint managing director, deputy managing director, or other executive director and/or such other office in the management of the business of the Company, he is dismissed or removed therefrom board by notice in writing served upon him signed by all his co-Directors;
  - (vii) if he shall be removed from office by an Ordinary Resolution of the Company;

- (viii) if he shall be convicted in any jurisdiction of a criminal offence involving dishonesty; and
  - (ix) if he shall be removed from office by notice in writing served upon him signed by all the other Directors.
- (B) No person shall, unless recommended by the Directors for election, be eligible for election to the office of Director at any general meeting unless a notice signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed for election of his willingness to be elected shall have been lodged at the Company's head office or registration office provided that the minimum length of the period during which such notice(s) are given shall be at least seven (7) days and that the period for lodgment of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of general meeting.

*Note:*

*A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their respective duly authorised representative or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which not less than 21 days' notice, specifying (without prejudice to the power contained in these provisions to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given, provided that, if it is so agreed by a majority in number of the members having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a Special Resolution at a meeting of which less than 21 days' notice has been given.*

Hong Kong, 9 March 2012