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QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 243)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of QPL International Holdings Limited (the “**Company**”) will be held at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Friday, 9 December 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions as ordinary resolutions of the Company to be taken by way of poll:

ORDINARY RESOLUTIONS

1. “THAT

- (a) the acquisition pursuant to the voluntary conditional share exchange offer by the Company to acquire all of the issued shares of L&A International Holdings Limited (“**L&A**”) (other than those already owned by the Company and parties acting in concert with it) and to cancel all of the outstanding options of L&A (the “**Offers**”), and the allotment and issue of a maximum of 1,024,648,000 or 1,031,448,000 new ordinary shares of the Company (depending on whether any L&A Options will be exercised) (the “**Consideration Shares**”) as consideration under the proposed terms and conditions of the Offers, details of which are set out in the circular to the shareholders of the Company dated 18 November 2016, be and are hereby ratified, confirmed and approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Offers and the transactions contemplated thereunder;

- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consideration Shares, the allotment and issue of the Consideration Shares to the shareholders and optionholders of L&A who accept the Offers be and is hereby approved and any Director be and is hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Offers and to take all steps necessary, desirable or expedient in his or her opinion to implement or give effect to the allotment and issue of the Consideration Shares; and
- (c) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in the opinion of the Directors as may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions (the “**Transactions**”) set out in the above resolutions and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of the Directors, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material change to the material terms of the Transactions.”

2. “**THAT**

- (a) to re-elect Mr. Chu Chun On, Franco as an independent Director for a fixed term of not more than three years, commencing on the date of his re-election (being the date of this SGM or date to which it is adjourned, as the case may be) and ending on the earlier of (i) the day immediately preceding the third anniversary of his re-election; or (ii) the time of his retirement by rotation pursuant to the Bye-laws of the Company;
- (b) to re-elect Mr. Wong Ka Lok, Andrew as an executive Director; and
- (c) to re-elect Ms. Chung Hoi Yan as an independent non-executive Director for a fixed term of not more than three years, commencing on the date of her re-election (being the date of this SGM or date to which it is adjourned, as the case may be) and ending on the earlier of (i) the day immediately preceding the third anniversary of her re-election; or (ii) the time of her retirement by rotation pursuant to the Bye-laws of the Company.”

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

Hong Kong, 18 November 2016

Registered Office:
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

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one proxy or, if such member is a holder of more than one share, more than one proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at 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, as soon as practicable but in any event not later than 48 hours before the time for holding the SGM or any adjournment of such meeting (as the case may be).
3. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the SGM or any adjournment thereof (as the case may be) if they so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such holders may vote at the SGM either personally or by proxy in respect of such shares as if he/she was solely entitled thereto provided that if more than more of such joint holders be present at the SGM whether personally or by proxy, the person whose name stands first on the register of members of the Company in respect of such shares shall be accepted to the exclusion of the votes of the other joint holders.
5. The above resolutions will be voted by way of a poll at the SGM.
6. As at the date of this notice, the executive Directors are Mr. Li Tung Lok (Executive Chairman and Chief Executive), Mr. Phen Hoi Ping, Patrick, Mr. Wong Ka Lok, Andrew and Ms. Tung Siu Ching; the non-executive Director is Mr. Wong Wai Man; and the independent non-executive Directors are Mr. Yau Chi Hang, Mr. Chu Chun On, Franco and Ms. Chung Hoi Yan.