



# QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 243)

## FORM OF PROXY SPECIAL GENERAL MEETING – FRIDAY, 9 DECEMBER 2016

I/We <sup>(Note 1)</sup> \_\_\_\_\_ (Name)  
of \_\_\_\_\_ (Address)  
being (a) member(s) of QPL International Holdings Limited (the “Company”), hereby appoint <sup>(Note 2)</sup> 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, 9 December 2016 at 11:00 a.m. at Suite 2418, 24/F, Jardine House, 1 Connaught Place, Central, Hong Kong and at any adjournment thereof (the “Meeting”). The proxy will vote on the resolution as set out in the notice convening the Meeting as directed below:

	ORDINARY RESOLUTIONS <sup>#</sup>	For <sup>(Note 3)</sup>	Against <sup>(Note 3)</sup>
1.	<p>(a) the acquisition pursuant to the voluntary conditional share exchange offer by the Company to acquire all of the issued shares of L&amp;A International Holdings Limited (“L&amp;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&amp;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&amp;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;</p> <p>(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&amp;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</p> <p>(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.</p>		
2.	<p>(a) to re-elect Mr. Chu Chun On, Franco as an independent non-executive director of the Company;</p> <p>(b) to re-elect Mr. Wong Ka Lok, Andrew as an executive director of the Company; and</p> <p>(c) to re-elect Ms. Chung Hoi Yan as an independent non-executive director of the Company</p>		

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

Signed <sup>(Note 5)</sup> \_\_\_\_\_

Date \_\_\_\_\_

### NOTES:

- Please insert full name(s) and addresses in **BLOCK CAPITALS**.
- 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.**
- 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.
- 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).
- 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.
- 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.
- 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).
- 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.
- 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.