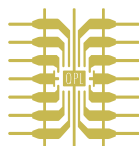


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## **QPL INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 243)**

### **ANNOUNCEMENT**

**UPDATE ON VOLUNTARY CONDITIONAL SHARE EXCHANGE  
OFFERS BY QPL INTERNATIONAL HOLDINGS LIMITED TO  
ACQUIRE ALL OF THE ISSUED SHARES OF L&A INTERNATIONAL  
HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY  
QPL INTERNATIONAL HOLDINGS LIMITED AND PARTIES ACTING  
IN CONCERT WITH IT) IN EXCHANGE FOR NEW SHARES TO BE  
ISSUED BY QPL INTERNATIONAL HOLDINGS LIMITED AND TO  
CANCEL ALL OF THE OUTSTANDING OPTIONS OF L&A  
INTERNATIONAL HOLDINGS LIMITED**

Reference is made to (i) the announcement of QPL International Holdings Limited (the “**Company**”) dated 14 October 2016 in relation to, inter alia, the Major Transaction and the Offers; (ii) the announcement of the Company dated 4 November 2016 in relation to, among other things, the delay in despatch of the circular and Offer Document in respect of the Major Transaction and the Offers; (iii) the circular of the Company dated 18 November 2016 in relation to, inter alia, the Major Transaction and the grant of the Specific Mandate (the “**Circular**”); and (iv) the announcement of the Company dated 9 December 2016 in relation to the poll results of the QPL SGM held on 9 December 2016 (the “**Poll Results Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

As disclosed in the Poll Results Announcement, the relevant resolution as set out in the notice of QPL SGM dated 18 November 2016 for approving, among other things, the Major Transaction and the grant of Specific Mandate was duly passed by the QPL Shareholders at QPL SGM held on 9 December 2016. Accordingly, the Condition number (i), being the Pre-Condition (namely, the Offers, the grant of the Specific Mandate to allot and issue new QPL Shares by QPL to the L&A Independent Shareholders and L&A Optionholders who accept the Offers and the Major Transaction having been approved by QPL Shareholders at QPL SGM in accordance with the Listing Rules), as set out in the section headed “Letter from the Board – Conditions to the Offers” in the Circular has been fulfilled. Save for the Pre-Condition, all other Conditions remain outstanding as at the date of this announcement.

The Company will despatch the Offer Document within 7 days of fulfillment of the Pre-Condition, which is expected to be on or before 16 December 2016. Further announcement will be made when the Offer Document (accompanied by the Form(s) of Acceptance) in respect of the Offers is despatched.

## **WARNING**

**Completion of the Offers is subject to other Conditions of the Offers being fulfilled or waived (as the case may be). Completion may or may not take place and accordingly, the Offers may or may not become unconditional. Shareholders and potential investors of QPL and/or L&A are advised to exercise caution when dealing in QPL Shares and L&A Shares, respectively. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By order of the board of  
**QPL International Holdings Limited**  
**Li Tung Lok**  
*Executive Chairman and Chief Executive*

Hong Kong, 9 December 2016

*The directors of QPL jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and that there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.*

*As at the date of this announcement, the board of directors of QPL comprises four Executive directors, namely Mr. Li Tung Lok (Executive Chairman and Chief Executive), Mr. Phen Hoi Ping, Patrick, Mr. Wong Ka Lok, Andrew and Ms. Tung Siu Ching, one Non-executive director, namely Mr. Wong Wai Man and three Independent Non-executive directors, namely Ms. Chung Hoi Yan, Mr. Yau Chi Hang and Mr. Chu Chun On, Franco.*