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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 of QPL International Holdings Limited (the “**Company**”) will be held on Friday, 14 July 2017 at 10:30 a.m. at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong for the following purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions, of which resolution numbered 1 will be proposed as a special resolution of the Company and resolution numbered 2 will be proposed as an ordinary resolution of the Company:

SPECIAL RESOLUTION NO. 1

“**THAT** with effect on the business day immediately following the date of passing of this special resolution, or such time or such other date and/or time as the directors of the Company may determine (i) the share premium account of the Company be reduced by HK\$690,000,000 and the credit amount of HK\$690,000,000 arising from the reduction be transferred to the contributed surplus account of the Company (the “**Share Premium Reduction**”); and (ii) the directors of the Company (the “**Directors**”) be and are hereby authorised to utilise and apply any credit balance in the contributed surplus account of the Company (the “**Contributed Surplus Account**”) in accordance with the bye-laws of the Company and all applicable laws (including the application of any credit balance in the Contributed Surplus Account to set off against accumulated losses of the Company and making distribution out of the Contributed Surplus Account to the shareholders of the Company), as and when the Directors may consider appropriate.”

ORDINARY RESOLUTION NO. 2

“**THAT** subject to the Share Premium Reduction becoming effective, a distribution of an amount of HK\$300,083,287.83 (representing HK\$0.133 per share) out of the contributed surplus account of the Company be made to the shareholders of the Company whose names appear on the register of members of the Company as at the close of business on 21 July 2017.”

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

Hong Kong, 16 June 2017

Head Office and 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. At the date of this notice, the Board 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.
2. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that 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 Special General Meeting or any adjournment meeting (as the case may be). A form of proxy for use at the Special General Meeting is enclosed herewith.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. A member entitled to attend and vote at the Special General Meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend the meeting and vote in his stead. A proxy need not be a member of the Company.
5. Where there are joint registered holders of any share, any one of such persons may vote at the Special General Meeting (or at any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
6. At the Special General Meeting (or at any adjournment thereof), the chairman will put each of the above resolutions to the vote by way of a poll as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The poll results will be published on the website of the Company at www.qpl.com and the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk on 14 July 2017.
7. The register of members of the Company will be closed from 11 July 2017 to 14 July 2017 (both days inclusive), during which period no transfer of shares in the Company shall be registered. In order to qualify for the proposed Special General Meeting, all transfers, accompanied by the relevant share certificates, have to be lodged 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 later than 4:30 p.m. on 10 July 2017.
8. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this announcement, the Board 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.