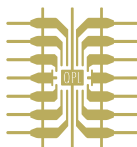


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QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 243)

(I) DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF PROPERTIES AND (II) CHANGE IN USE OF PROCEEDS

(I) ACQUISITION OF PROPERTIES

The Board of QPL International Holdings Limited announces that on 15 July 2017, Excellence Strive, a wholly-owned subsidiary of the Company, entered into the PASP with the Vendor relating to the acquisition of the Property 1 and Property 2 at a cash consideration of HK\$111,008,000.

Major terms of the PASP are set out below.

Date: 15 July 2017

Parties: Vendor: the Vendor

Purchaser: Excellence Strive

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Vendor and its ultimate beneficial owners are Independent Third Parties.

Assets to be acquired

Subject to the terms and conditions of the PASP, Excellence Strive has agreed to purchase and the Vendor has agreed to sell the Property 1 and the Property 2 at a cash consideration of HK\$111,008,000.

The Property 1 is an office premises located at Unit 01, 20/F, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong with saleable area of approximately 1,950 square feet. The Property 1 is non-residential property and is to be sold to Excellence Strive on an “as is” basis. The Property 1 is currently leased by the Vendor to Independent Third Parties under existing tenancy agreement at a monthly rent of HK\$93,600 (exclusive of management fees and government rates). The tenancy agreement of the Property 1 will expire on 13 April 2018.

The Property 2 is an office premises located at Unit 02, 20/F, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong with saleable area of approximately 1,519 square feet. The Property 2 is non-residential property and is to be sold to Excellence Strive on an “as is” basis. The Property 2 is currently leased by the Vendor to Independent Third Parties under existing tenancy agreement at a monthly rent of HK\$75,950 (exclusive of management fees and government rates). The tenancy agreement of the Property 2 will expire on 11 October 2017.

Consideration

The cash consideration of HK\$111,008,000 shall be payable in the following manner:

- (i) an initial deposit of HK\$5,376,950 has been paid upon signing of the PASP on 15 July 2017;
- (ii) a further deposit of HK\$5,723,850 shall be paid on or before 28 July 2017; and
- (iii) the balance of HK\$99,907,200 shall be paid upon completion of the Acquisition which shall take place on or before 13 September 2017.

The cash consideration was determined after arm’s length negotiations between Excellence Strive and the Vendor on normal commercial terms and by reference to the prevailing market value of similar properties in the nearby areas.

The entire cash consideration of HK\$111,008,000 will be financed by the internal financial resources of the Group.

Unconditional Agreement

The PSPA is unconditional and Excellence Strive and the Vendor are obliged to proceed with completion of the Acquisition in accordance with the terms and conditions of the PASP.

Completion

Pursuant to the PASP, a formal agreement for the Acquisition shall be entered into between the parties on or before 28 July 2017. Completion of the Acquisition shall take place on or before 13 September 2017.

REASONS FOR AND BENEFITS OF THE ACQUISITION

The Company is an investment holding company incorporated in Bermuda. The principal activities of the Group are the manufacture and sale of integrated circuit lead-frames, heatsinks and stiffeners, securities trading and investment holding.

The Property 1 and the Property 2 are situated in an office building in Hong Kong's prime commercial district. The Property 1 and Property 2 are intended to be used by the Group for the purpose of office premises after the expiry of the existing tenancy agreements. The Acquisition will allow the Group an opportunity to cope with its future expansion of the business.

As the consideration for the Property 1 and the Property 2 were determined under arm's length negotiations, the Directors consider that the terms and conditions of the PASP and the Acquisition are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Given that the relevant applicable percentage ratios of the Acquisition calculated in accordance with Rule 14.07 of the Listing Rules are more than 5% but less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Rule 14.06 of the Listing Rules and only subject to the reporting and announcement requirements of the Listing Rules.

(II) CHANGE IN USE OF PROCEEDS

Reference is made to the circular of the Company dated 16 June 2017, in relation to, among other matters, the Distribution and the announcement of the Company dated 14 July 2017, in relation to, among other matters, the non-fulfillment of condition of the Distribution (the "**Poll Result Announcement**").

The Company originally intended to apply approximately HK\$300 million of the net proceeds from the open offer on 6 April 2016 and a placing of new shares on 7 April 2016 (the "**Distribution Proceed**") for the Distribution. As mentioned in the Poll Result Announcement that the Distribution will not proceed, the Board resolved to change the proposed use of the Distribution Proceed to as to i) approximately HK\$120 million for the Acquisition and, as to ii) approximately HK\$180 million for the principal manufacturing business of the Company and/or for general working capital of the Group.

The Board considers such change is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Acquisition”	the acquisitions of the Property 1 and the Property 2 by Excellence Strive from the Vendor pursuant to the terms and conditions of the PASP
“Board”	the board of the Directors
“Company”	QPL International Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the issued Shares are listed on the Main Board of the Stock Exchange
“Directors”	the directors of the Company
“Distribution”	the proposed distribution of an amount of HK\$300,083,287.83 (representing HK\$0.133 per Share) to the Shareholders
“Excellence Strive”	Excellence Strive Holdings Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Group”	the Company together with its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	party(ies) which are not connected persons of the Company (as defined in the Listing Rules) and are independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PASP”	the provisional agreement for sale and purchase dated 15 July 2017 entered into between Excellence Strive as purchaser and the Vendor as vendor relating to the sale and purchase of the Property 1 and the Property 2 at a cash consideration of HK\$111,008,000
“Property 1”	the office premises situated at Unit 01, 20/F, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong
“Property 2”	the office premises situated at Unit 02, 20/F, Tower One, Lippo Centre, No. 89 Queensway, Hong Kong

“Share(s)”	ordinary share(s) of HK\$0.08 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Goldwill Limited, a company incorporated in Hong Kong with limited liability
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 17 July 2017

As at the date of this announcement, the board of directors of the Company 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, and three Independent Non-executive directors, namely Ms. Chung Hoi Yan, Mr. Yau Chi Hang and Mr. Chu Chun On, Franco.