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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 the Special General Meeting of QPL International Holdings Limited (the “**Company**”) will be held on Wednesday, 29 April 2020 at 11:00 a.m. at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong for the following purposes:

#### **SPECIAL RESOLUTION**

“**THAT**, conditional upon: (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and the permission to deal in, the New Shares (as defined below); and (ii) compliance with Section 46(2) of the Companies Act 1981 of Bermuda to effect the Capital Reduction (as defined below), with effect from 9:00 a.m. on the next business day after the date on which this resolution is passed by the shareholders of the Company (the “**Shareholders**”):

- (a) every twelve (12) issued ordinary shares of nominal value of HK\$0.08 each (the “**Existing Share**”) in the share capital of the Company be consolidated into one (1) issued ordinary share of nominal value of HK\$0.96 each (the “**Consolidated Share**”) (the “**Share Consolidation**”);
- (b) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling any fraction in the total number of issued Consolidated Shares arising from the Share Consolidation;
- (c) the nominal value of all issued Consolidated Shares be reduced from HK\$0.96 each to HK\$0.01 each (the “**New Share**”) by cancelling the capital paid-up thereon to the extent of HK\$0.95 per Consolidated Share in issue (together with the step described in paragraph (b) above, the “**Capital Reduction**”); and

- (d) the credit arising from the Capital Reduction be credited to the contributed surplus account of the Company (together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”) and the directors of the Company (the “**Directors**”) be and are hereby authorised to use the amount then standing to the credit of the contributed surplus account in any manner as may be permitted under the bye-laws of the Company and all applicable laws including, without limitation, eliminating or setting off the accumulated losses of the Company.”

By Order of the Board  
**QPL International Holdings Limited**  
**Wong Ka Lok, Andrew**  
*Executive Director*

Hong Kong, 6 April 2020

*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, and three Independent Non-executive Directors, namely Ms. Chung Hoi Yan, Mr. Liu Rongrui 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 54, 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 resolution 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](http://www.qpl.com) and the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).
7. The register of members of the Company will be closed from 23 April 2020 to 29 April 2020 (both days inclusive), during which period no transfer of shares in the Company shall be registered. In order to qualify for the 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 22 April 2020.
8. The Chinese translation of this notice is for reference only. In case of any inconsistency, the English version shall prevail.