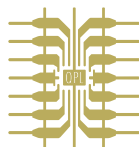


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## **QPL INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 243)**

### **(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 29 APRIL 2020; (2) EFFECTIVE DATE OF THE CAPITAL REORGANISATION; AND (3) ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

Reference is made to the circular (the “**Circular**”) of QPL International Holdings Limited (the “**Company**”) dated 6 April 2020 and the notice of the special general meeting (the “**SGM**”) dated 6 April 2020 (the “**Notice**”) in relation to the Capital Reorganisation. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meaning as defined in the Circular.

#### **POLL RESULTS OF THE SGM**

The Board is pleased to announce that at the SGM held on Wednesday, 29 April 2020, as more than 75% of the votes were cast in favour of the resolution (the “**Resolution**”) as set out in the Notice, the Resolution was duly passed as special resolution of the Company by way of poll.

The total number of Existing Shares entitling the Shareholders to attend and vote for or against the Resolution at the SGM was 2,256,265,322, representing the entire issued share capital of the Company at the date of the SGM. There was no Existing Share entitling any Shareholders to attend and vote only against any resolution at the SGM. No Shareholder was entitled to attend and abstain from voting in favour of any resolution at the SGM as set out in Rule 13.40 of the Listing Rules. No Shareholders have stated their intention in the Circular to vote against any resolution at the SGM. There were no restrictions on the Shareholders casting votes on any of the proposed resolution at the SGM and there were no Shareholder required to abstain from voting at the SGM on any of the proposed resolution at the SGM.

Tricor Standard Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the SGM. The full text of the Resolution is set out in the Notice. The poll results are as follows:

| Special resolution                     | Number of votes (%)     |                       | Total number |
|--|-------------------------|-----------------------|--------------|
|  | For                     | Against               |              |
| To approve the Capital Reorganisation. | 527,640,891<br>(96.77%) | 17,599,812<br>(3.23%) | 545,240,703  |

## EFFECTIVE DATE OF THE CAPITAL REORGANISATION

All conditions precedent to the Capital Reorganisation had been fulfilled or will be fulfilled before the Capital Reorganisation becomes effective and according to the Resolution as set out in the Notice, the Capital Reorganisation shall become effective on Tuesday, 5 May 2020. Please refer to the Circular for the timetable, the trading arrangements and other details of the Capital Reorganisation, including the services that are available for odd lots matching.

## ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

As a result of the Capital Reorganisation, adjustments to the outstanding Share Options (the "SO Adjustments") are required under the terms and conditions of the relevant share option scheme of the Company in relation to the outstanding Share Options. Details of the SO Adjustments, which will become effective on Tuesday, 5 May 2020, being the date on which the Capital Reorganisation becomes effective, are as follows:

| Date of grant     | Immediately before the SO Adjustments                                      |  | Immediately after the SO Adjustments   |  |
|-------------------|--|--|--|--|
|                   | Number of Existing Shares to be issued under the outstanding Share Options | Exercise price per Existing Share (HK\$) | Adjusted number of New Shares to be issued under the outstanding Share Options | Adjusted exercise price per New Share (HK\$) |
| 22 April 2016     | 22,710,000   | 0.620                                    | 1,892,500  | 7.440  |
| 14 September 2017 | 225,620,000  | 0.138                                    | 18,801,666*  | 1.656  |
| 14 September 2018 | 200,000,000  | 0.080                                    | 16,666,666*  | 0.960  |
|                   | <u>448,330,000</u>   |  | <u>37,360,832</u>  |  |

Note: \* As no fractional New Shares will be issued, an aggregate of 1.33 fractional New Shares will be disregarded resulting in slightly lower number of New Shares.

The independent financial adviser appointed by the Company, has certified in writing that the SO Adjustments satisfy the requirements as stated in the terms and conditions of the relevant share option scheme of the Company in relation to the outstanding Share Options, and are in compliance with the requirements set out in Rule 17.03(13) of the Listing Rules and the supplementary guidelines regarding the adjustments to the share options issued by the Stock Exchange on 5 September 2005. Save for the SO Adjustments, all other terms and conditions of the outstanding Share Options shall remain unchanged.

On behalf of the Board  
**QPL International Holdings Limited**  
**Wong Ka Lok, Andrew**  
*Executive Director*

Hong Kong, 29 April 2020

*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, and three Independent Non-executive Directors, namely Ms. Chung Hoi Yan, Mr. Liu Rongrui and Mr. Chu Chun On, Franco.*