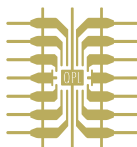


Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 243)

DISCLOSEABLE TRANSACTION SUBSCRIPTION OF BOND

SUBSCRIPTION OF BOND

The Board is pleased to announce that on 2 June 2021, Enma, a wholly-owned subsidiary of the Company, and the Bond Issuer entered into the Subscription Agreement in relation to the Subscription, pursuant to which, among other matters, Enma has conditionally agreed to subscribe for, and the Bond Issuer has conditionally agreed to issue to Enma, the Bond at an aggregate consideration of HK\$20,000,000, subject to the terms and conditions of the Subscription Agreement.

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but all of them are less than 25%, the Subscription constitutes a discloseable transaction for the Company and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

SUBSCRIPTION OF BOND

The Board is pleased to announce that on 2 June 2021, Enma, a wholly-owned subsidiary of the Company, and the Bond Issuer entered into the Subscription Agreement in relation to the Subscription.

PRINCIPAL TERMS OF THE SUBSCRIPTION AGREEMENT

Date: 2 June 2021

Parties: Enma Holdings Limited, as subscriber; and
the Bond Issuer, as issuer

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Bond Issuer is an Independent Third Party and not connected with the Group.

The Subscription

Pursuant to the Subscription Agreement, Enma has agreed to subscribe for and the Bond Issuer has agreed to issue the Bond in the principal amount of HK\$20,000,000.

Principal terms of the Bond:

Issuer: Bond Issuer

Principal amount: HK\$20,000,000

Interest: 6.5% per annum (on the basis of a 365-day year)

Maturity date: The Bond shall mature on the date falling on the second anniversary of the date of issue of the Bond (or, if that is not a Business Day, the first Business Day thereafter) (the “**Maturity Date**”).

The Bond may be extended for an additional two years upon written request submitted by the Bond Issuer to the Bondholder not more than sixty (60) calendar days and not less than seven (7) calendar days prior to the initial Maturity Date.

Transferability: The Bond is freely transferable (except to connected persons of the Bond Issuer).

Redemption: On the Maturity Date, the Bond Issuer shall redeem each Bond which remains outstanding at 100% of the principal amount.

Early redemption:

- (i) The Bond Issuer may at any time after three months from the date of issue of the Bond and before the Maturity Date by serving at least fourteen (14) calendar days’ prior written notice to the Bondholder with the total amount proposed to be redeemed from the Bondholder specified therein, redeem the Bond (in whole or in part) at 100% of the total amount of such Bond together with (if applicable) any payment of interests accrued up to the date of such early redemption.
- (ii) The Bondholder may at any time after three months from the date of issue of the Bond and before the Maturity Date, request the redemption of the Bond by giving at least fourteen (14) calendar days’ prior written notice (the “**Bondholder Redemption Notice**”) to the Bond Issuer. The Bondholder Redemption Notice once given shall oblige the Bond Issuer to redeem the relevant Bond (in whole or in part) at 100% of the outstanding principal amount and 70% of the outstanding coupon.

Conditions precedent

Completion of the Subscription is conditional upon on or before the completion date, among other things, the satisfaction of the following conditions:

- (i) the representations, warranties and undertakings contained in the Subscription Agreement remaining true, accurate and complete in all material respects and not misleading in any material respect; and
- (ii) all necessary consents and approvals required to be obtained on the part of the Bond Issuer and Enma in respect of the Subscription Agreement and the transactions contemplated in the Subscription Agreement having been obtained.

Completion

Completion of the Subscription shall take place on the date falling on or before the fourth Business Day (or such other date as may be agreed by the Bond Issuer and Enma in writing) after the fulfilment of the conditions precedent at which each party shall perform its obligations.

INFORMATION OF THE BOND ISSUER

The Bond Issuer is a company listed in Hong Kong. The principal activity of the Bond Issuer is investment holding. The principal activities of its principal subsidiaries, include (i) provision of services for construction and buildings work and (ii) money lending business.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Bond Issuer is an Independent Third Party and not connected with the Group.

FUNDING OF THE SUBSCRIPTION

The Subscription will be funded by internal resources of the Group.

REASONS FOR THE SUBSCRIPTION

The principal activity of the Company is investment holding. The principal activities of its subsidiaries are (i) the manufacture and sales of electronics, such as integrated circuit leadframes, heatsinks and stiffeners, (ii) securities trading, (iii) investment holding and (iv) money lending.

The Group currently has certain idle cash in its bank accounts. The Board considers that the Subscription shall provide a higher interest income to the Group as compared to depositing the cash in a bank. The Board considers that the Subscription is fair and reasonable and in the interest of the Company and the shareholders of the Company as a whole.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the Listing Rules) in respect of the Subscription exceeds 5% but all of them are less than 25%, the Subscription constitutes a discloseable transaction for the Company and is subject to reporting and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Bond”	the unlisted straight bonds in an aggregate principal amount of HK\$20,000,000 to be issued by the Bond Issuer to Enma pursuant to the Subscription Agreement
“Bond Issuer”	a company listed in Hong Kong, being the issuer of the Bond
“Bondholder”	the holder of the Bond
“Business Day(s)”	any day(s) (other than a Saturday, Sunday or public holiday in Hong Kong) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Company”	QPL International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Completion”	completion of the Subscription
“Director(s)”	director(s) of the Company
“Enma”	Enma Holdings Limited, a company incorporated in British Virgin Island with limited liability and a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Independent Third Party”	an individual(s) or a company(ies) who or which is/are independent of and not connected with (within the meaning of the Listing Rules) any of the directors, chief executives or substantial shareholders of the Company or subsidiaries of the Company or any of their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of the Bond by Enma pursuant to the terms of the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 2 June 2021 entered into between Enma and the Bond Issuer in relation to the Subscription
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
QPL International Holdings Limited
Tung Siu Ching
Executive Director

Hong Kong, 2 June 2021

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. Lai Sau Him 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.

In the case of any inconsistency, the English text of this announcement shall prevail over the Chinese text.