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## **QPL INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 243)**

### **POLL RESULTS OF SPECIAL GENERAL MEETING HELD ON 9 DECEMBER 2016**

Reference is made to the circular of QPL International Holdings Limited (the “**Company**”) dated 18 November 2016 (the “**Circular**”) and the notice of the special general meeting of the Company (the “**SGM**”) dated 18 November 2016 (the “**Notice**”) in respect of, amongst others, (i) the Offers, the Major Transaction and the grant of the Specific Mandate; and (ii) the proposed re-election of the retiring Directors. Terms used in this announcement shall have the same meanings as those defined in the Circular unless the context requires otherwise.

At the SGM, voting on the proposed resolutions as set out in the Notice was taken by way of poll. The Company's branch share registrar in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer for the vote-taking process at the SGM. The poll results were as follows:

Ordinary Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
1.	<p>(a) the acquisition pursuant to the voluntary conditional share exchange offer by the Company to acquire all of the issued shares of L&amp;A International Holdings Limited ("<b>L&amp;A</b>") (other than those already owned by the Company and parties acting in concert with it) and to cancel all of the outstanding options of L&amp;A (the "<b>Offers</b>"), and the allotment and issue of a maximum of 1,024,648,000 or 1,031,448,000 new ordinary shares of the Company (depending on whether any L&amp;A Options will be exercised) (the "<b>Consideration Shares</b>") as consideration under the proposed terms and conditions of the Offers, details of which are set out in the circular to the shareholders of the Company dated 18 November 2016, be and are hereby ratified, confirmed and approved and the directors of the Company (the "<b>Directors</b>") be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Offers and the transactions contemplated thereunder;</p> <p>(b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited</p>	1,079,134,254 (99.99%)	158,500 (0.01%)	1,079,292,754 (100%)

Ordinary Resolutions		Number of Votes (%)		Total number of votes
		For	Against	
	<p>granting the listing of, and permission to deal in, the Consideration Shares, the allotment and issue of the Consideration Shares to the shareholders and optionholders of L&amp;A who accept the Offers be and is hereby approved and any Director be and is hereby authorised to allot and issue the Consideration Shares in accordance with the terms of the Offers and to take all steps necessary, desirable or expedient in his or her opinion to implement or give effect to the allotment and issue of the Consideration Shares; and</p> <p>(c) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents (if any) and to take all such steps which in the opinion of the Directors as may be necessary, appropriate, desirable or expedient to implement and/or give effect to the transactions (the “<b>Transactions</b>”) set out in the above resolutions and to agree to any variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of the Directors, in the interest of the Company, to the extent that such variation, amendment, supplement or waiver do not constitute material change to the material terms of the Transactions.</p>			

Ordinary Resolutions		Number of Votes (%)		Total number of votes	
		For	Against		
2.	(a)	to re-elect Mr. Chu Chun On, Franco as an independent non-executive Director of the Company;	1,079,107,254 (99.99%)	155,500 (0.01%)	1,079,262,754 (100%)
	(b)	to re-elect Mr. Wong Ka Lok, Andrew as an executive Director of the Company; and	1,079,107,254 (99.99%)	155,500 (0.01%)	1,079,262,754 (100%)
	(c)	to re-elect Ms. Chung Hoi Yan as an independent non-executive Director of the Company.	1,079,107,254 (99.99%)	155,500 (0.01%)	1,079,262,754 (100%)

As more than 50% of the votes were cast in favour of each of the resolutions, all of the resolutions were duly passed as ordinary resolutions.

The total number of QPL Shares entitling the QPL Shareholders to attend and vote for or against all the resolutions 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 QPL Share entitling any QPL Shareholders to attend and vote only against any resolutions at the SGM. No QPL 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 QPL Shareholders have stated their intention in the Circular to vote against any resolutions at the SGM. There were no restrictions on the QPL Shareholders casting votes on any of the proposed resolutions at the SGM and there were no QPL Shareholders required to abstain from voting at the SGM on any of the proposed resolutions at the SGM.

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

Hong Kong, 9 December 2016

*As at the date of this announcement, the board of directors of QPL 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.*