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QPL INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability) (Stock Code: 243)

ANNOUNCEMENT

REVISED TIMETABLE FOR THE EXTENSION OF OFFER PERIOD IN RELATION TO VOLUNTARY CONDITIONAL SHARE EXCHANGE OFFERS BY QPL INTERNATIONAL HOLDINGS LIMITED TO ACQUIRE ALL OF THE ISSUED SHARES OF L&A INTERNATIONAL HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED BY QPL INTERNATIONAL HOLDINGS LIMITED AND PARTIES ACTING IN CONCERT WITH IT) IN EXCHANGE FOR NEW SHARES TO BE ISSUED BY QPL INTERNATIONAL HOLDINGS LIMITED AND TO CANCEL ALL OF THE OUTSTANDING OPTIONS OF L&A INTERNATIONAL HOLDINGS LIMITED

References are made to (i) the announcement of QPL International Holdings Limited (the "**Company**" or "**QPL**") dated 14 October 2016 in relation to, inter alia, the Offers; (ii) the announcement of the Company dated 4 November 2016 in relation to, among other things, the delay in despatch of the offer document in respect of the Offers; (iii) the offer document issued by the Company dated 16 December 2016 in relation to, inter alia, the Offers (the "**Offer Document**"); (iv) the announcement of the Company dated 16 December 2016 in relation to the despatch of the Offer Document; (v) the response document dated 30 December 2016 in respect of the Offers issued by L&A; (vi) the announcement of the Company dated 11 January 2017; (vii) the announcement of the Company dated 13 January 2017 in relation to the Extended Closing Date and extension of the Offer Period (the "**Extension Announcement**"); (viii) the announcement of the Company dated 3 February 2017 in relation to the Further Extended Closing Date and

further extension of the Offer Period (the "**Further Extension Announcement**"); and (ix) the announcement of the Company dated 14 February 2017 in relation to the further extension of the Offer Period (the "**Third Extension Announcement**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Offer Document, the Extension Announcement, the Further Extension Announcement and the Third Extension Announcement.

FURTHER EXTENSION OF OFFER PERIOD AND REVISED EXPECTED TIMETABLE

As disclosed in the Third Extension Announcement, in order to provide additional time for the L&A Independent Shareholders and L&A Optionholders to consider the Offers, an application has been made by the Company to the Executive for its consent to extend the Offer Period pursuant to Rule 15.5 of the Takeovers Code. The Executive has indicated that it is minded to grant an extension to 2 March 2017 (the "**Third Extended Closing Date**"), and L&A has agreed to such extension.

All other terms of the Offers, as set out in the Offer Document and in the Forms of Acceptance, remain unchanged. L&A Independent Shareholders and L&A Optionholders are advised to consider carefully the information contained in the Offer Document, the Offeree Document and any supplemental offeree document (if any) thereto before deciding whether or not to accept the Offers.

Further announcement on the results of the Offers will be made on 2 March 2017 (being the Third Extended Closing Date) in accordance with Rule 19.1 of the Takeovers Code.

The revised expected timetable set out below is indicative only and may be subject to change. Further announcement(s) will be made by QPL in the event of any changes to the timetable as and when appropriate.

First Closing Date (Note 1) Friday, 13 January 2017
Extended Closing Date (Note 1) Friday, 3 February 2017
Further Extended Closing Date (Note 1) Tuesday, 14 February 2017
Latest time and date for acceptance of the Offers on the Third Extended Closing Date (<i>Note 1</i>) by 4:00 p.m. on Thursday, 2 March 2017
Third Extended Closing Date (Note 1) Thursday, 2 March 2017

Announcement of the results of the Offers as at the Third Extended Closing Date to be posted on the website of the Stock Exchange (<i>Note 1</i>) by 7:00 p.m. on Thursday, 2 March 2017
Long Stop Date being the latest time and date by which the Offers can be declared unconditional
as to acceptance (<i>Note 2</i>) by 7:00 p.m. on Thursday, 2 March 2017
Latest date of posting of share certificates of QPL Shares in respect of valid acceptances received by the Third Extended Closing Date under the Offers, assuming that the Offers became or are declared unconditional on the Third Extended Closing Date (<i>Note 3</i>) Monday, 13 March 2017
Latest time and date for the Offers to remain open for acceptance assuming that the Offers become or are declared unconditional in all respects on the Third Extended Closing Date (<i>Note 4</i>) by 4:00 p.m. on
Thursday, 16 March 2017

Notes:

1. In accordance with the Takeovers Code, where the Offeree Document is posted after the date on which the Offer Document is posted, the Offers must remain open for acceptance for at least 28 days following the date on which the Offer Document was posted (i.e. on 16 December 2016). QPL has the right under the Takeovers Code to extend the Offers until such date as it may determine in accordance with the Takeovers Code (or as permitted by the Executive in accordance with the Takeovers Code). With the consent of the Executive in accordance with the Takeovers Code, the Offer Period would be further extended and the latest time and date for acceptance of the Offers will be at 4:00 p.m. on Thursday, 2 March 2017, being the Third Extended Closing Date. An acceptor of the Offers shall be entitled to withdraw his/her/its acceptance after 21 days from the First Closing Date of the Offers (i.e after 13 January 2017) if the Offers have not by then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as the Offers become or are declared unconditional as to acceptances.

- 2. In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional as to acceptances after 7:00 p.m. on the 60th day after the day the Offer Document was posted. With the consent of the Executive, such date is extended to 2 March 2017, being the Third Extended Closing Date. Where a period laid down in the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day.
- 3. Share certificates of the QPL Shares in respect of the consideration for the L&A Shares or, as the case may be, the L&A Options tendered under the Offers will be posted to those L&A Independent Shareholders and L&A Optionholders accepting the Offers as soon as possible, but in any event within seven (7) Business Days following the later of the date of receipt by the Registrar of all the relevant documents to render the acceptance under the Offers complete and valid, and the date on which the Offers become or are declared unconditional in all respects.
- 4. In accordance with the Takeovers Code, where the Offers become or are declared unconditional (whether as to acceptances or in all respects), they should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice by way of an announcement will be given before the Offers are closed to those L&A Independent Shareholders and L&A Optionholders who have not accepted the Offers. QPL has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive. The Option Offer is conditional upon the Share Offer becoming or being declared unconditional in all respects and will remain open for as long as the Share Offer remains open for acceptance.

All time and date references contained in this announcement refer to Hong Kong times and dates.

IMPORTANT

The Offers are subject to the satisfaction or waiver (where applicable) of the Conditions of the Offers. Accordingly, the Offers may or may not become unconditional. Shareholders and potential investors of QPL and/or L&A should exercise caution when dealing in QPL Shares and/or L&A Shares. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.

The respective associates (including a person who owns or controls 5% or more of any class of relevant securities of L&A or QPL) of L&A or QPL are reminded to disclose their dealings in the securities of L&A or QPL in accordance with Rule 22 of the Takeovers Code.

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

Hong Kong, 17 February 2017

The directors of QPL jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable inquiries, that, to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and that there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

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.