



QPL INTERNATIONAL HOLDINGS LIMITED

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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “Special General Meeting”) of shareholders of QPL International Holdings Limited (the “Company”) will be held at Function Rooms IV and V, Basement 2, Hotel Miramar Hong Kong, 118-130 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong at 4:15 p.m. on Monday, 11th October, 2004 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same day) for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTION

1. **“THAT**, conditional upon (1) the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the Warrants referred to in this resolution and any ordinary shares of HK\$0.08 each in the share capital of the Company (“Shares”) falling to be issued upon the exercise of subscription rights attaching to such Warrants and (2) the granting of the Whitewash Waiver referred to in this resolution by the Executive:
 - (i) the bonus issue of warrants (“Warrants”) in units of subscription rights of HK\$1.82 each conferring rights on holders thereof to subscribe for new Shares at an initial subscription price of HK\$1.82 per Share, subject to adjustments, at any time from the date on which dealings in the Warrants on The Stock Exchange of Hong Kong Limited commence to the date falling one day prior to the third anniversary thereof (both dates inclusive), or such other date provided in the instrument constituting the Warrants (“Warrant Instrument”, a final draft of which has been produced to this meeting marked “A” and initialed by the Chairman of this meeting for identification purpose) upon the terms and conditions set out in the Warrant Instrument to be executed by way of deed poll by the Company in the proportion of one unit of subscription rights of HK\$1.82 for every five Shares to holders of Shares (“Shareholders”) whose names appear on the register of members of the Company as at the close of business on the record date for the determination of entitlements to the issue of the Warrants (“Record Date”), provided that the entitlements of those Shareholders whose addresses as at the close of business on the Record Date are outside Hong Kong and Bermuda will be dealt with in accordance with the arrangements set out in the section headed “Overseas Shareholders” in the “Letter from the Board” contained in the circular to the Shareholders dated 14th September, 2004, a copy of which has been produced to this meeting marked “B” and initialed by the Chairman of this meeting for identification purpose, be and is hereby approved;
 - (ii) the issue of new Shares to holders of the Warrants upon the due exercise of subscription rights attached to the Warrants be and is hereby approved;
 - (iii) the directors of the Company (the “Directors”) be and are hereby authorised to approve any amendments or modifications to the Warrant Instrument as they may, in their absolute discretion, consider necessary or desirable;
 - (iv) the Directors be and are hereby authorised to (i) execute all such documents; and (ii) do all such other acts and things as they may, in their absolute discretion, consider necessary, desirable or expedient to effect and implement the Warrant Instrument and effect, implement and complete any or all other transactions contemplated in this resolution; and
 - (v) the terms of the application for and the grant of a waiver (the “Whitewash Waiver”) from the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong pursuant to Note 1 of the Notes on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers waiving any obligation on the part of Mr. Li Tung Lok and parties acting in concert with him to make a mandatory general offer for all the shares of HK\$0.08 each in the capital of the Company which would otherwise arise as a result of the exercise by Mr. Li or any party acting in concert with him of subscription rights attaching to the Warrants be and are hereby approved, consented to and confirmed.”

SPECIAL RESOLUTION

2. **“THAT**, conditional upon the due compliance with Section 46 of the Companies Act 1981 of Bermuda (as amended) including the publication of a notice of reduction of share premium in an appointed newspaper in Bermuda:
 - (a) the share premium account of the Company, as it shall stand as at 30th April, 2004, be and is hereby reduced from HK\$1,558,000,000 by the sum of HK\$1,479,000,000 and that such amount be and is hereby credited and applied to write-off the entire accumulated losses account of the Company as at 30th April, 2004 of approximately HK\$1,479,000,000; and

- (b) any one of the directors of the Company be and is hereby authorised generally to do all things he or she may consider appropriate and desirable to effect and implement any of the foregoing.”

By Order of the Board of
QPL International Holdings Limited
Bella, Chhoa Peck Lim
Company Secretary

Hong Kong, 14th September, 2004

Principal place of business in Hong Kong:

2nd Floor
QPL Industrial Building
138 Texaco Road
Tsuen Wan
New Territories
Hong Kong

Notes:

1. A form of proxy for use at the Special General Meeting is enclosed herewith.
2. 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.
3. A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend the Special General Meeting and at any adjournment thereof and vote in his stead. A proxy need not be a member of the Company.
4. 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 lodged at the principal place of business of the Company in Hong Kong not less than 48 hours before the time appointed for the Special General Meeting or adjourned meeting or the poll (as the case may be).
5. Where there are joint registered holders of any share, any one of such persons may vote at the Special General Meeting, 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 Special General 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. In accordance with the Hong Kong Code on Takeovers and Mergers, Ordinary Resolution No. 1 will be determined by way of a poll.

As at the date of this announcement, the directors of the Company consist of Mr. Li Tung Lok (Chairman and Executive Director), Mr. Cheng Hoi Tao Henry (Executive Director), Mr. Robert Charles Nicholson (Independent Non-executive Director), Mr. Sze Tsai To Robert (Independent Non-executive Director) and Mr. Wong Chun Bong Alex (Independent Non-executive Director).

Please also refer to the published version of this announcement in The Standard.