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Qualipak International Holdings Limited

確利達國際控股有限公司

(Incorporated in Bermuda with limited liability)

Website: www.qualipakhk.com

(Stock Code: 1332)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Qualipak International Holdings Limited (the “**Company**”) will be held at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 10:30 a.m. on 18 May 2015 or immediately after the conclusion of the annual general meeting of the Company, whichever is later, for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution which will be proposed as an ordinary resolution:-

ORDINARY RESOLUTION

“**THAT**

- (a) the conditional agreement dated 16 February 2015 (the “**Conditional Agreement**”) entered into between Qualipak Development Limited (“**Qualipak Development**”), a direct wholly owned subsidiary of the Company, and Million Brilliance Limited (“**Million Brilliance**”) in relation to the proposed disposal of 100 shares of Empire New Assets Limited (“**Empire New Assets**”) by Qualipak Development to Million Brilliance together with the assignment of the outstanding unsecured and non-interest bearing shareholder’s loan advanced by Qualipak Development to Empire New Assets, a copy of which has been produced to the meeting and marked “**A**” and signed by the chairman of the meeting for the purpose of identification, be and is hereby approved, ratified and confirmed;
- (b) the transactions contemplated under the Conditional Agreement, including the acceptance of 850,000,000 new ordinary shares of Mission Capital Holdings Limited to be allotted and issued to Qualipak Development or its nominee as part of the consideration to Qualipak Development, be and are hereby approved and confirmed; and
- (c) any one or more of the directors of the Company be and is hereby authorized for and on behalf of the Company to do all acts and things and execute any agreement, deeds, instruments and any other documents, under hand or under seal in accordance with the bye-laws of the Company, or make such arrangement as he/she in his/her absolute discretion consider to be necessary, appropriate or desirable or give full effect to or in connection with the Conditional Agreement and the transactions contemplated thereunder including the acceptance of 850,000,000 new ordinary shares of Mission Capital Holdings Limited, and to agree to such variation, amendment, supplement or waiver of matters relating thereto as are, in the opinion of such director or directors, necessary, appropriate or desirable and in the interest of the Company and its shareholders as a whole.”

By Order of the Board
Qualipak International Holdings Limited
Lam How Mun Peter
Chairman

Hong Kong, 30 April 2015

Notes:

1. A member who is entitled to attend and vote at the special general meeting is entitled to appoint one or more proxies or a duly authorised corporate representative to attend and vote instead of him. A proxy need not be a member of the Company.
2. 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 certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude a member from attending the special general meeting and voting in person. In such event, his form of proxy will be deemed to have been revoked.
3. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the special general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.

As at the date of this notice, the Board comprised the following directors:-

Executive Directors

Ms. Poon Ho Yee Agnes (*Managing Director*)
Ms. Sun Dixie Hui

Non-executive Director

Dr. Lam How Mun Peter (*Chairman*)

Independent Non-executive Directors

Mr. Chan Sze Hung
Mr. Ha Kee Choy Eugene
Mr. To Shing Chuen