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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Qualipak International Holdings Limited**, you should at once hand this circular, together with the accompanying form of proxy, to the purchaser or to the transferee or to the bank, the licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

(Stock Code: 1332)

**(1) PROPOSAL FOR REFRESHMENT OF THE SCHEME MANDATE
LIMIT OF THE SHARE OPTION SCHEME;
(2) PROPOSED CHANGE OF COMPANY NAME;
AND
(3) NOTICE OF SPECIAL GENERAL MEETING**

A notice convening a special general meeting of Qualipak International Holdings Limited to be held at 7/F, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 11 June 2015 at 10:00 a.m. is set out on pages 7 and 8 of this circular. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of Qualipak International Holdings Limited in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

20 May 2015

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DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Board”	the board of Directors
“Bonus Issue”	the proposed issue of bonus shares of the Company to the Shareholders on the basis of one bonus share for every four existing Shares, the particulars of which are set out in the Company’s circular dated 10 April 2015
“Company”	Qualipak International Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are currently listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 May 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Name Change”	the proposed change of the English name of the Company from “Qualipak International Holdings Limited” to “China Optoelectronics Holding Group Co., Limited”, and to adopt “中國光電控股集團有限公司” as Chinese secondary name to replace “確利達國際控股有限公司”
“Refreshment of the Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit of the Share Option Scheme
“Registrar”	Tricor Secretaries Limited, the Company’s Hong Kong branch share registrar at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Scheme Mandate Limit”	the maximum number of Shares that may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme(s) of the Company, which shall not in aggregate exceed 10% of the total number of Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed, shall not exceed 10% of the total number of Shares in issue as at the date of approval of the refreshed limit by the Shareholders

DEFINITIONS

“SGM”	the special general meeting of the Company to be held on 11 June 2015 at 10:00 a.m. for the Shareholders to consider and if thought fit to approve the Refreshment of the Scheme Mandate Limit and the Proposed Name Change
“Share(s)”	the share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 18 May 2012
“Shareholder(s)”	holders of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



Qualipak International Holdings Limited

確利達國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1332)

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

Registered office:

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Head office and principal place
of business in Hong Kong:*

7th Floor, China United Centre

28 Marble Road

North Point

Hong Kong

20 May 2015

To the Shareholders,

Dear Sir or Madam,

**(1) PROPOSAL FOR REFRESHMENT OF THE SCHEME MANDATE
LIMIT OF THE SHARE OPTION SCHEME;
(2) PROPOSED CHANGE OF COMPANY NAME;
AND
(3) NOTICE OF SPECIAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the announcement of the Company dated 20 April 2015 that the Board proposes to change the English name of the Company from “Qualipak International Holdings Limited” to “China Optoelectronics Holding Group Co., Limited”, and to adopt “中國光電控股集團有限公司” as Chinese secondary name to replace “確利達國際控股有限公司”.

The purpose of this circular is to provide you information on (i) the proposed Refreshment of the Scheme Mandate Limit; and (ii) the Proposed Name Change; and (iii) a notice of the SGM in respect to the above matters.

LETTER FROM THE BOARD

2. REFRESHMENT OF THE SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Directors propose to seek the approval of the Shareholders at the SGM in relation to the Refreshment of the Scheme Mandate Limit.

The Company adopted the existing Share Option Scheme pursuant to an ordinary resolution passed on 18 May 2012.

Pursuant to the Listing Rules and the rules of the Share Option Scheme, the maximum number of Shares which may be issued upon the exercise of all options available to be granted under the Share Option Scheme and any other share option schemes of the Company may not exceed the Scheme Mandate Limit. The Scheme Mandate Limit may be refreshed by approval of the Shareholders in general meeting from time to time, provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company as refreshed must not exceed 10% of the nominal amount of share capital of the Company in issue as at such date of approval. Options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme and any other share option schemes of the Company are not counted for the purpose of calculating the Scheme Mandate Limit as refreshed. Notwithstanding the above, the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the nominal amount of share capital of the Company in issue from time to time.

As at the Latest Practicable Date, no option has been granted since its adoption on 18 May 2012 and the Company can grant up to 127,196,160 options under the existing Share Option Scheme. Assuming all options under the existing Share Option Scheme are granted and exercised, 127,196,160 Shares will be issued, representing approximately 4.42% of the existing issued share capital of the Company. As at the Latest Practicable Date, the Company currently does not contemplate to grant options under the Share Option Scheme in the near future and has no immediate plan to grant options under the Share Option Scheme.

Although the Company has 127,196,160 options that can be granted under the existing Share Option Scheme, in view of the substantial increase of issued share capital of the Company subsequent to the date of adoption of the Share Option Scheme (mainly due to the share subdivision and the bonus issue carried out by the Company as announced on 2 December 2014), the Board considers it appropriate to refresh the Scheme Mandate Limit so as to allow the Company to restore the available number of options to sufficient level (after being diluted by the substantial increase of the issued share capital of the Company as aforesaid) and to maintain the flexibility to grant options under the Share Option Scheme to reward eligible participants in recognition of their contributions to the Company.

Assuming that (i) no Shares are issued or repurchased by the Company from the Latest Practicable Date up to the SGM; (ii) the Bonus Issue is completed prior to the SGM; and (iii) the refreshment of the Scheme Mandate Limit is approved by the Shareholders at the SGM, the Company will have 3,594,149,825 Shares in issue as at the date of the SGM, the refreshed Scheme Mandate Limit will allow the Company to issue under the Share Option Scheme a maximum of 359,414,982 Shares. In view of the aforesaid, the Directors believe that it is in the interest of the Company to refresh the Scheme Mandate Limit.

LETTER FROM THE BOARD

The Refreshment of the Scheme Mandate Limit is conditional on:

- (i) the passing by the Shareholders of an ordinary resolution to approve the Refreshment of the Scheme Mandate Limit at the SGM; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of and permission to deal in any Shares, representing 10% of the nominal amount of share capital of the Company in issue as at the date of the SGM, which may fall to be issued upon the exercise of any options that may be granted under the refreshed Scheme Mandate Limit.

3. PROPOSED NAME CHANGE

As stated in the announcement of the Company dated 20 April 2015, the Board proposes to change the English name of the Company from “Qualipak International Holdings Limited” to “China Optoelectronics Holding Group Co., Limited”, and to adopt “中國光電控股集團有限公司” as Chinese secondary name to replace “確利達國際控股有限公司”.

The Proposed Name Change is subject to (i) approval of the Shareholders by way of a special resolution at the SGM; and (ii) approval of the Registrar of Companies in Bermuda. Subject to satisfaction of the conditions set out above, the Proposed Name Change will take effect from the date on which the Registrar of Companies in Bermuda enters the Company’s new English name and the Chinese secondary name on the register maintained by the Registrar of Companies in Bermuda. The Company will then comply with the necessary filing procedures in Hong Kong.

Reasons for the Proposed Name Change

The Board believes that the new English and Chinese names of the Company will provide the Group with a new corporate identity and will better reflect the Group’s future business direction. Therefore, the Board considers that the Proposed Name Change is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

Effects of Proposed Name Change

The Proposed Name Change will not, by itself, affect any of the rights of the Shareholders. Save for the change of stock short name to be announced by the Company, the trading arrangements for the Shares on the Stock Exchange will not be affected. All existing share certificates of the Company in issue bearing the Company’s existing name shall continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates under the new name of the Company.

Further announcement(s) will be made by the Company regarding results of the SGM, the effective date of the Proposed Name Change and the change of the stock short name for trading of the Shares on the Stock Exchange.

LETTER FROM THE BOARD

4. SGM

Notice of SGM is set out on pages 7 and 8 of this circular that to be held at 7th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 11 June 2015 at 10:00 a.m. in which an ordinary resolution will be proposed to approve the Refreshment of the Scheme Mandate Limit and a special resolution will be proposed to approve the Proposed Name Change. A proxy form for use at the SGM is enclosed herein. Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so desire.

5. LISTING RULES REQUIREMENT

According to the Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the resolutions put to the vote at the SGM will be taken by way of poll. As no Shareholder has a material interest in the Refreshment of the Scheme Mandate Limit and the Proposed Name Change, no Shareholder will be required to abstain from voting on the relevant resolutions.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Board considers that each of the Refreshment of the Scheme Mandate Limit and the Proposed Name Change is in the interests of the Company and its Shareholders as a whole and therefore recommends the Shareholders to vote in favor of the relevant resolutions to be proposed at the SGM.

Yours faithfully,
By order of the Board of
Qualipak International Holdings Limited
Lam How Mun Peter
Chairman

NOTICE OF SGM



Qualipak International Holdings Limited

確利達國際控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 1332)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Qualipak International Holdings Limited (the “**Company**”) will be held at 7/F, China United Centre, 28 Marble Road, North Point, Hong Kong, on Thursday, 11 June 2015 at 10:00 a.m. for the purpose of considering and, if though fit, passing with or without modification, the following resolution no. 1 as an ordinary resolution of the Company and the following resolution no. 2 as a special resolution of the Company:-

ORDINARY RESOLUTION

1. “**THAT**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the shares of the Company (“**Shares**”) to be issued pursuant to the exercise of options which may be granted under the Refreshed Limit (as hereinafter defined), the Scheme Mandate Limit (as hereinafter defined) in respect of the granting of options to subscribe for Shares under the Scheme (as hereinafter defined) and any other share option scheme(s) of the Company be refreshed and renewed provided that (i) the total number of Shares which may be issued upon the exercise of all options granted or to be granted under the Scheme and any other share option scheme(s) of the Company shall not exceed ten per cent of the number of Shares in issue as at the date of passing this Resolution (the “**Refreshed Limit**”); and (ii) options previously granted under the Scheme and any other share option scheme(s) of the Company (including those outstanding, cancelled, lapsed in accordance with the Scheme and any other share option scheme(s) of the Company or exercised options) shall not be counted for the purpose of calculating the Refreshed Limit, and the directors of the Company (the “**Directors**”) be and are hereby authorised from time to time to offer or grant options pursuant to the Scheme subject to the Refreshed Limit and to exercise all powers of the Company to allot and issue Shares upon the exercise of any such options.

- (b) for the purpose of this Resolution:

“**Scheme**” means the share option scheme of the Company adopted on 18 May 2012 pursuant to a resolution passed by written resolutions of the then sole shareholder of the Company on that date; and

NOTICE OF SGM

“**Scheme Mandate Limit**” means the maximum number of Shares that may be issued upon exercise of all options to be granted under the Scheme and any other share option scheme(s) of the Company.”

SPECIAL RESOLUTION

2. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be and is hereby changed from “Qualipak International Holdings Limited” to “China Optoelectronics Holding Group Co., Limited” and the Chinese name “中國光電控股集團有限公司” be adopted as the Chinese secondary name of the Company to replace the existing name of “確利達國際控股有限公司”; and the Directors be and are hereby authorized to do such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to such change of name.”

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

Hong Kong, 20 May 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. A form of proxy for use at the special general meeting is enclosed. 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.