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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](http://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 7/F, China United Centre, 28 Marble Road, North Point, Hong Kong, on Wednesday, 24 June 2015 at 10:00 a.m. for the purpose of considering and, if though fit, passing with or without modification, the following ordinary resolutions of the Company:–

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) the conditional placing agreement and three supplemental agreements dated 21 April 2015, 29 April 2015, 15 May 2015 and 8 June 2015 respectively ((collectively, the “**First Placing Agreement**”), a copy of each of which is marked “A”, “B”, “C” and “D” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) entered into between the Company, as issuer, and Freeman Securities Limited, as placing agent, in relation to the proposed placing of 287,531,980 unlisted warrants with mandatory exercise rights (the “**First Warrant(s) with Mandatory Exercise Rights**”), at the issue price of HK\$0.01 per First Warrant with Mandatory Exercise Rights, which confer the subscription rights to subscribe for new ordinary shares of par value of HK\$0.01 each in the capital of the Company (the “**Share(s)**”) within 24 months from the date of the issue of the First Warrants with Mandatory Exercise Rights at an initial subscription price of HK\$0.56 per share (“**First Warrant Share**”), subject to adjustment and to the terms and conditions set out in the instrument ((the “**First Instrument**”), a copy of which is marked “E” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting), and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to the fulfillment of the conditions of the First Placing Agreement, the creation and issue of the First Warrants with Mandatory Exercise Rights in accordance with the terms and conditions of the First Placing Agreement and the First Instrument be and are hereby approved, ratified and confirmed;
- (c) subject to the fulfillment of the conditions of the First Placing Agreement, any one director of the Company (the “**Director**”) be and is hereby generally and specifically authorised to allot and issue such number of the Shares that may fall to be allotted and issued upon exercise of the subscription rights attaching to the First Warrants with Mandatory Exercise Rights (the “**First Specific Mandate**”). The First Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s)

which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and

- (d) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the First Placing Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

2. “**THAT:**

- (a) the conditional placing agreement dated 13 May 2015 and supplemental agreement dated 8 June 2015 ((collectively, the “**Second Placing Agreement**”), a copy of each of which is marked “F” and “G” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting) entered into between the Company, as issuer, and Freeman Securities Limited, as placing agent, in relation to the proposed placing of 287,531,992 unlisted warrants with mandatory exercise rights (the “**Second Warrant(s) with Mandatory Exercise Rights**”), at the issue price of HK\$0.01 per Second Warrant with Mandatory Exercise Rights, which confer the subscription rights to subscribe for Share(s) within 24 months from the date of the issue of the Second Warrants with Mandatory Exercise Rights at an initial subscription price of HK\$0.608 per share (“**Second Warrant Share**”), subject to adjustment and to the terms and conditions set out in the instrument ((the “**Second Instrument**”), a copy of which is marked “H” and signed by the chairman of the meeting for identification purpose has been tabled at the meeting), and all the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) subject to the fulfillment of the conditions of the Second Placing Agreement, the creation and issue of the Second Warrants with Mandatory Exercise Rights in accordance with the terms and conditions of the Second Placing Agreement and the Second Instrument be and are hereby approved, ratified and confirmed;
- (c) subject to the fulfillment of the conditions of the Second Placing Agreement, any one Director be and is hereby generally and specifically authorised to allot and issue such number of the Shares that may fall to be allotted and issued upon exercise of the subscription rights attaching to the Second Warrants with Mandatory Exercise Rights (the “**Second Specific Mandate**”). The Second Specific Mandate is in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors by the shareholders of the Company prior to the passing of this resolution; and
- (d) any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Second Placing Agreement and the transactions contemplated thereunder and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

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

*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 holders 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*)

Mr. Lo Yuen Wa Peter

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