
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in PPS International (Holdings) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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PPS INTERNATIONAL (HOLDINGS) LIMITED

寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8201)

- (1) PROPOSED GRANT OF GENERAL MANDATE
TO ALLOT AND ISSUE NEW SHARES AND
REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS; AND**
- (3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Leighton Room, 1/F, Clubhouse Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Thursday, 30 October 2014 at 10:00 a.m. is set out on pages 14 to 18 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services 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 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at www.hkpps.com.hk.

29 September 2014

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
Characteristics of GEM	i
Definitions	1
Letter from the Board	
Introduction	3
General Mandate and Repurchase Mandate	4
Re-election of Directors	5
AGM	6
Responsibility statement	6
Recommendation	6
General	6
Miscellaneous	7
Appendix I – Explanatory statement for the Repurchase Mandate	8
Appendix II – Particulars of Directors for re-election	12
Notice of AGM	19

DEFINITIONS

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

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Leighton Room, 1/F, Clubhouse Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Thursday, 31 October 2014 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company, and the “Article” shall mean an article of the Articles of Association
“associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the Board of Directors of the Company
“Company”	PPS International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (Stock Code: 8201)
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 September 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 5% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



PPS INTERNATIONAL (HOLDINGS) LIMITED

寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8201)

Executive Directors:

Mr. Fan Shek Cheong, Allan
Mr. Wong Yin Jun, Samuel
Mr. Cao Zhiwen
Mr. Wang Li
Mr. Zhang Chenglin

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Non-Executive Director:

Mr. Woo Yik Man

Principal place of business in Hong Kong:

Unit No. 503C, Block B, Sea View Estate,
2-8 Watson Road, North Point, Hong Kong

Independent Non-Executive Directors:

Mr. Yu Tat Kong, Petrus
Mr. Lo Wing Sang
Mr. Lai Changming
Mr. Chan Chi Tong, Kenny

29 September 2014

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ALLOT AND ISSUE NEW SHARES AND
REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors and (ii) the re-election of Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors and the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying Shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 1,000,000,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 200,000,000 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on GEM of an aggregate amount of up to 5% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general

LETTER FROM THE BOARD

meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “Relevant Period”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Article 84(1) of the Articles of Association, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Article 84(2) of the Articles of Association further provides that a retiring Director shall be eligible for re-election and any Directors so to retire shall be subject to retirement by rotation who have been longest in office since their last re-election or appointment. According to Article 83(3) of the Articles of Association, any Directors appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first general meeting of the Shareholders (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an addition to the Board), and shall then be eligible for re-election at the meeting.

In accordance with Article 84(1) of the Articles of Association, Mr. Fan Shek Cheong, Allan, Mr. Wong Yin Jun, Samuel and Mr. Yu Tat Kong, Petrus shall retire from office by rotation at the AGM. Mr. Fan Shek Cheong, Allan will offer him for re-election as executive Director. Each of Mr. Wong Yin Jun Samuel and Mr. Yu Tat Kong, Petrus will not offer himself for re-election at the AGM.

In accordance with Article 83(3) of the Articles of Association, Mr. Cao Zhiwen, Mr. Woo Yik Man, Mr. Lo Wing Sang, Mr. Wang Li, Mr. Zhang Chenglin, Mr. Lai Changming and Mr. Chan Chi Tong, Kenny shall hold office until the next following AGM and be eligible for re-election at the AGM. Each of Mr. Cao Zhiwen, Mr. Wang Li and Mr. Zhang Chenglin will offer himself for re-election as executive Director. Each of Mr. Lo Wing Sang, Mr. Lai Changming and Mr. Chan Chi Tong, Kenny will offer himself for re-election as independent non-executive Director. Mr. Woo Yik Man will not offer himself for re-election at the AGM.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its

LETTER FROM THE BOARD

shareholders of the relevant general meeting, if such re-election and appointment is subject to shareholders' approval at the relevant general meeting. The requisite details of the above Directors for re-election are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at Leighton Room, 1/F, Clubhouse Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on Thursday, 30 October 2014 at 10:00 a.m. is set out on pages 19 to 23 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
On behalf of the Board
PPS International (Holdings) Limited
Fan Shek Cheong, Allan
Executive Director

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 1,000,000,000 Shares in issue as at the Latest Practicable Date, would result in 50,000,000 Shares (representing approximately 5% of the issued share capital of the Company as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase of Shares may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares repurchased in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 30 June 2014) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares (i.e. 5%) which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder(s)	Notes	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Viva Future Group Ltd. (BVI)	1	245,000,000	24.5%	25.8%
Renowned Ventures Ltd. (BVI)	2	175,000,000	17.5%	18.4%
Zhao Han		130,000,000	13.0%	13.7%

(L) denotes long position

Notes:

1. Viva Future Group Ltd. (BVI) is wholly and beneficially owned by Mr. Fan Shek Cheong, Allan. Accordingly, Mr. Fan Shek Cheong, Allan is deemed to be interested in 245,000,000 Shares held by Viva Future Group Ltd. (BVI).
2. Renowned Ventures Ltd. (BVI) is wholly and beneficially owned by Ms. Fan Sheung Ting, Maria. Accordingly, Ms. Fan Sheung Ting, Maria is deemed to be interested in 175,000,000 Shares held by Renowned Ventures Ltd. (BVI).

On the basis that the issued share capital of the Company remains unchanged up to date of the AGM, in the event that the Repurchase Mandate is exercised in full, the attributable shareholding of Viva Future Group Ltd. (BVI), Renowned Ventures Ltd.(BVI) and Mr. Zhao Chan would be increased to approximately 25.8%, 18.4% and 13.7% respectively of the issued share capital of the Company. Such resulting increase in the shareholdings of the above Shareholders would not give rise to an obligation on any such Shareholder to make a mandatory offer under Rule 26 of the Takeovers Code.

However, as at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

8. NO PURCHASES OF SHARES BY THE COMPANY

The Company has not purchased any of its Shares (whether on GEM or otherwise) in the previous six months preceding the Latest Practicable Date.

9. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined under the GEM Listing Rules), have any present intention to sell any of the Shares to the Company if the Repurchase Mandate is approved and granted.

No connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during the months from 25 September 2013 to the Latest Practicable Date were as follows:

	Highest (HK\$)	Lowest (HK\$)
2013		
September	0.414	0.396
October	0.445	0.370
November	0.457	0.401
December	0.590	0.426
2014		
January	0.540	0.425
February	0.510	0.415
March	0.445	0.350
April	0.430	0.365
May	1.010	0.405
June	1.480	0.800
July	1.250	0.750
August	1.750	0.980
September (up to the Latest Practicable Date)	2.230	1.600

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

(1) Mr. Fan Shek Cheong, Allan (“Mr. Fan”)

Mr. Fan, aged 65, was appointed as executive Director of the company on 28 May 2013. Mr. Fan has about 35 years of experience in the cleaning industry since the establishment of PPC Environmental Limited. Mr. Fan studied at St. Joseph’s College from September 1963 to July 1968. Mr. Fan worked as a clerk typist in the Consular Section of American Consulate General, Hong Kong, B.C.C from 1969 to 1973. Mr. Fan founded the Group with his then business partner in July 1978 and since then has been a director of PPC Environmental Limited. Mr. Fan has been a director of Pollution & Protection Services Limited since February 1986.

The Company has entered into a service agreement with Mr. Fan for a term commencing from 28 May 2013, which will continue until terminated by giving not less than one month’s written notice or payment in lieu thereof to the other party. According to Article 83 (3) of the Articles of Association, any Directors appointed as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Mr. Fan is not entitled to any director fee from the Company. He presently receives annual salaries of HK\$600,000 and a discretionary bonus from the Group. The remuneration is determined by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

As at the Latest Practicable Date, Mr. Fan is the father in law of Mr. Wong Yin Jun, Samuel and Mr. Fan has deemed interests of 245,000,000 Shares, representing approximately 24.5% of the issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Fan (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as otherwise disclosed above, Mr. Fan has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50 (2)(h) to (v) of the GEM Listing Rules.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

(2) Mr. Cao Zhiwen (“Mr. Cao”)

Mr. Cao, aged 40, was appointed as executive Director and Vice-Chairman of the Company on 7 August 2014. Mr. Cao has approximately 17 years’ experience in business management and commercial investment. Mr. Cao used to study at the Department of Computer Science of Jiayi Normal University and completed the EMBA program of Tsinghua University. Mr. Cao is currently the chairman of the board of Shenzhen Habala Asset Management Company Limited. Mr. Cao used to be the chairman of the board of Shenzhen Xilang Science and Technology Company Limited and Shenzhen Habala Recreational Vehicle Investment and Development Company Limited.

The Company has entered into a service agreement with Mr. Cao for a term commencing from 7 August 2014, which will continue until terminated by giving not less than one month’s written notice or payment in lieu thereof to the other party. According to Article 83 (3) of the Articles of Association, any Directors appointed as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Mr. Cao is entitled to an annual director’s fee of HK\$600,000. The remuneration is determined by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

Save as disclosed above, as at the Latest Practicable Date, Mr. Cao (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as otherwise disclosed above, Mr. Cao has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50 (2)(h) to (v) of the GEM Listing Rules.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

(3) Mr. Wang Li (“Mr. Wang”)

Mr. Wang, aged 38, was appointed as executive Director on 26 September 2014. Mr. Wang has extensive experience in business management and operation in various industries. He works as the chairman of the board of Shenzhen Sanzheng Huizhi Management System Applicable Technology Limited* (深圳市三正匯智管理系統應用技術有限公司) which principally engages in provision of consultancy services and information technology application since 16 October 2013. He is also the chairman of the board of Shenzhen Yixiu Internet Technology Limited* (深圳市衣秀網絡科技有限公司) whose principal business is garment manufacturing and sales since February 2011. Mr. Wang also works as the chairman of Shenzhen Aoge United Apparel Limited* (深圳澳歌聯合服裝有限公司) which principally engages in design, manufacture and sales of uniforms since April 2006. He is also the vice chairman of Nation Committee of Cooperative Economics of the China Centre for SME Cooperation Development & Promotion* (中小企業合作發展促進中心全國合作經濟工作委員會) since July 2014, and a social tutor of the Faculty of Marketing and Logistics Management of Nanjing University of Finance and Economics* (南京財經大學營銷與物流管理學院) since August 2014. Mr. Wang holds a bachelor degree in business administration from Hubei Institute of Economic Management* (湖北省經濟管理幹部學院).

The Company has entered into a service agreement with Mr. Wang for a term commencing from 26 September 2014, which will continue until terminated by giving not less than one month’s written notice or payment in lieu thereof to the other party. According to Article 83 (3) of the Articles of Association, any Directors appointed as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Mr. Wang is entitled to an annual director’s fee of HK\$360,000. The remuneration is determined by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wang (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as otherwise disclosed above, Mr. Wang has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50 (2)(h) to (v) of the GEM Listing Rules.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

(4) Mr. Zhang Chenglin (“Mr. Zhang”)

Mr. Zhang, aged 43, was appointed as executive Director on 26 September 2014. Mr. Zhang has approximately 9 years’ experience in business management and commercial investment. For the period from November 2005 to February 2014, Mr. Zhang worked as the chairman of the board of Shenzhen Jinwo Technology Limited* (深圳市金沃科技有限公司). For the period from October 2010 to March 2014, Mr. Zhang worked as the chairman of the board of Shenzhen Shiwo Water Purifying Equipment Limited* (深圳市世沃淨水設備有限公司). For the period from November 2012 to March 2014, Mr. Zhang worked as the chairman of the board of HK Jinwo Electrical Group Co., Limited (香港金沃電器集團有限公司). Since March 2014, Mr. Zhang has been the general manager of Shenzhen Habala Asset Management Limited* (深圳市哈巴拉資產管理有限公司) who is in charge of the overall operation and business of that company.

The Company has entered into a service agreement with Mr. Zhang for a term commencing from 26 September 2014, which will continue until terminated by giving not less than one month’s written notice or payment in lieu thereof to the other party. According to Article 83 (3) of the Articles of Association, any Directors appointed as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Mr. Zhang is entitled to an annual director’s fee of HK\$360,000. The remuneration is determined by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

Save as disclosed above, as at the Latest Practicable Date, Mr. Zhang (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as otherwise disclosed above, Mr. Zhang has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50 (2)(h) to (v) of the GEM Listing Rules.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

(5) Mr. Lo Wing Sang (“Mr. Lo”)

Mr. Lo Wing Sang, aged 47, was appointed as an independent non-executive Director on 4 August 2014. Mr. Lo has over 20 years of experience in management, auditing and corporate finance, and had worked in a large international accounting firm. He is a practicing member of The Hong Kong Institute of Certified Public Accountants, an associate member of both The Institute of Chartered Accountants in England and Wales, and The Hong Kong Institute of Chartered Secretaries. He is also a fellow member of The Association of Chartered Certified Accountants. Since January 2013, Mr. Lo has been appointed as an executive director and deputy chief executive officer of Time Watch Investments Limited (stock code: 2033). He also worked as a vice president – finance (group account), the company secretary and qualified accountant of Pico Far East Holdings Limited (stock code: 752) from December 1995 to August 2004. From September 2004 to June 2005, Mr. Lo worked as the company secretary and qualified accountant of AMS Public Transport Holdings Limited (stock code: 77). Mr. Lo also worked as the chief financial officer of China Sports Holdings Limited from November 2009 to November 2010, and the chief financial officer of American Smooth Wave Ventures, Inc., an US company, from January 2011 to August 2011. Mr. Lo was graduated from the City University of Hong Kong (formerly the City Polytechnic of Hong Kong) with a Bachelor of Arts in Accountancy in 1994.

Mr. Lo is the chairman of the Audit Committee and members of the Remuneration Committee and Nomination Committee of the Company.

The Company has entered into a service agreement with Mr. Lo for a term commencing from 4 August 2014, which will continue until terminated by giving not less than one month’s written notice or payment in lieu thereof to the other party. According to Article 83 (3) of the Articles of Association, any Directors appointed as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Mr. Lo is entitled to an annual director’s fee of HK\$150,000. The remuneration is determined by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lo (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as otherwise disclosed above, Mr. Lo has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an non-executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50 (2)(h) to (v) of the GEM Listing Rules.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

(6) Mr. Lai Changming (“Mr. Lai”)

Mr. Lai, aged 63, was appointed as an independent non-executive Director of the Company on 26 September 2014. Mr. Lai has more than 25 years of experience in business operation and development. Mr. Lai has been an executive director of Shenzhen Fubang Agricultural Technology Limited* (深圳富邦農業科技有限公司) which principally engages in planetary business and design, manufacture and installation of greenhouses since February 2005. For the period from June 1985 to January 2005, Mr. Lai has worked for Shenzhen Taisu Plastic Materials Technology Limited* (深圳市泰塑塑化材料科技有限公司) whose principal business is development and industrialisation of high polymer materials, and his last title was general manager. Mr. Lai has obtained a Bachelor Degree in Railway Engineering from Shijiazhuang Tiedao College* (石家莊鐵道學院).

Mr. Lai is the chairman of the Nomination Committee and members of the Remuneration Committee and Audit Committee of the Company.

The Company has entered into a service agreement with Mr. Lai for a term commencing from 26 September 2014, which will continue until terminated by giving not less than one month’s written notice or payment in lieu thereof to the other party. According to Article 83 (3) of the Articles of Association, any Directors appointed as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Mr. Lai is entitled to an annual director’s fee of HK\$120,000. The remuneration is determined by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lai (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as otherwise disclosed above, Mr. Lai has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an non-executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50 (2)(h) to (v) of the GEM Listing Rules.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

(7) Mr. Chan Chi Tong, Kenny (“Mr. Chan”)

Mr. Chan, aged 56, was appointed as an independent non-executive Director of the Company on 26 September 2014. Mr. Chan has more than 30 years’ working experience. Mr. Chan is a partner of Messrs. Wat & Co., Solicitors since October 1996. He has worked as a Deputy Manager in The China & South Sea Bank Limited from October 1981 to February 1984, as Credit Officer in Amro Bank N.V. from March 1984 to July 1986, and as a Deputy Manager in Sun Hung Kai Properties Limited from August 1986 to December 1992. He is a solicitor of the High Court of First Instance of Hong Kong and a member of the Law Society of Hong Kong. He is also associates of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators (England). He also sat as a Committee Member of the Hong Kong Institute of Company Secretaries from 1995 to 2001. Mr. Chan holds a Higher Diploma in Company Secretaryship & Administration from Hong Kong Polytechnic University, a Master of Science Degree in Business Administration from the University of Bath, a Postgraduate Certificate in Law from the University of Hong Kong, and a Master of Law Degree in Chinese and Comparative Law from the City University of Hong Kong.

Mr. Chan is the chairman of the Remuneration Committee and members of the Nomination Committee and Audit Committee of the Company.

The Company has entered into a service agreement with Mr. Chan for a term commencing from 26 September 2014, which will continue until terminated by giving not less than one month’s written notice or payment in lieu thereof to the other party. According to Article 83 (3) of the Articles of Association, any Directors appointed as an addition to the existing Board shall hold office until the next following annual general meeting of the Company and shall then be eligible for re-election at the meeting. Mr. Chan is entitled to an annual director’s fee of HK\$120,000. The remuneration is determined by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the SFO; and (iii) did not hold any other directorships in the last three years up to the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as otherwise disclosed above, Mr. Chan has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an non-executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50 (2)(h) to (v) of the GEM Listing Rules.

NOTICE OF AGM



PPS INTERNATIONAL (HOLDINGS) LIMITED

寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8201)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of PPS International (Holdings) Limited (the “Company”) will be held at 10:00 a.m., on Thursday, 30 October 2014, at Leighton Room, 1/F, Clubhouse Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “Directors”) and Auditors of the Company for the year ended 30 June 2014;
2.
 - (a) To re-elect Mr. Fan Shek Cheong Allan, as an Executive Director;
 - (b) To re-elect Mr. Cao Zhiwen, as an Executive Director;
 - (c) To re-elect Mr. Wang Li, as an Executive Director;
 - (d) To re-elect Mr. Zhang Chenglin, as an Executive Director;
 - (e) To re-elect Mr. Lo Wing Sang, as an independent non-Executive Director;
 - (f) To re-elect Mr. Lai Changming, as an independent non-Executive Director;
 - (g) To re-elect Mr. Chan Chi Tong, Kenny, as an independent non-Executive Director;
 - (h) To authorise the Board of Directors to fix the remuneration of the Directors;
3. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditors and to authorise the board of Directors to fix their remuneration.

ORDINARY RESOLUTIONS

4. As special business, to consider and, if thought fit, pass the following resolution as Ordinary Resolution:

NOTICE OF AGM

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “Shares”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 5% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

NOTICE OF AGM

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. As special business, to consider and, if thought fit, pass the following resolution as Ordinary Resolution:

“THAT:

Subject to paragraph (b) below,

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on GEM or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 5% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF AGM

- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. As special business, to consider and, if thought fit, pass the following resolution as Ordinary Resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

On behalf of the Board
PPS International (Holdings) Limited
Fan Shek Cheong, Allan
Executive Director

Hong Kong, 29 September 2014

Registered address:

Cricket Square, Hutchins Drive,
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Unit No. 503C, Block B,
Sea View Estate,
2-8 Watson Road,
North Point,
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the annual

NOTICE OF AGM

general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.

- (3) The register of members of the Company will be closed during the following periods:–
- (i) from 28 October 2014 (Tuesday) to 30 October 2014 (Thursday), both days inclusive, during which period no transfers of Shares shall be effected. In order to be eligible for attending the AGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 27 October 2014 (Monday).
- (4) Particulars of Mr. Fan Shek Cheong, Allan, Mr. Cao Zhiwen, Mr. Wang Li, Mr Zhang Chenglin, Mr. Lo Wing Sang, Mr. Lai Changming and Mr. Chan Chi Tong, Kenny, who offer themselves for re-election, are provided in Appendix II to the circular of the Company dated 29 September 2014.
- (5) In relation to proposed resolutions no. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
- (6) In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 29 September 2014.

As at the date of this announcement, the board of directors of the Company comprises Mr. Fan Shek Cheong, Allan, Mr. Wong Yin Jun, Samuel, Mr. Cao Zhiwen Mr. Wang Li and Mr. Zhang Chenglin as executive directors; Mr. Woo Yik Man as non-executive director; and Mr. Yu Tat Kong, Petrus, Mr. Lo Wing Sang, Mr. Lai Changming and Mr. Chan Chi Tong, Kenny as independent non-executive directors.