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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)

VOLUNTARY ANNOUNCEMENT

**UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS
AND
EXEMPTED CONNECTED TRANSACTION
IN RELATION TO
TRADEMARK ASSIGNMENT AGREEMENT**

This announcement is made by PPS International (Holdings) Limited (the “**Company**”) at the request of The Stock Exchange of Hong Kong Limited pursuant to Rule 17.11 of the Rules Governing the Listing of Securities on Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

The board of directors (the “**Board**”) of the Company has noted the recent increases in the price and trading volume of the shares of the Company. Having made such enquiry with respect to the Company as is reasonable in the circumstances, the Board confirms that it is not aware of any reasons for these price and trading volume movements or of any information which must be announced to avoid a false market in the Company’s securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance.

The following of this announcement is made by the Company on a voluntary basis. The Board of directors of the Company is pleased to announce that on 6 February, 2015, the Company entered into a trademark assignment agreement (the “**Trademark Assignment Agreement**”) with Shenzhen Xi Lang Technology Limited Company* (深圳市喜浪科技有限公司) (“**Xi Lang**”), a company incorporated under the law of the People’s Republic of China (the “**PRC**”), owned as

to 57.14% by Mr. Cao Zhiwen who is an executive director of the Company and 42.86% by his brother Mr. Cao Zhiyong. Pursuant to the Trademark Assignment Agreement, Xi Lang agreed to assign all its rights, title, benefits and interests in the forty three (43) categories in relation to the trademark “哈巴拉 HABALA” (“**Habala**”) to the Company at a total consideration of HKD1,500,000.

TRADEMARK ASSIGNMENT AGREEMENT

Details of the Trademark Assignment Agreement are briefly summarized as below:

Date

6 February, 2015

Parties

The Assignor : Xi Lang

The Assignee : the Company

Subject Matter

Under the Trademark Assignment Agreement, Xi Lang agreed to assign to the Company all its rights, title, benefits and interests in the forty three (43) categories of registered trademarks of Habala in the PRC (the “**Trademarks**”).

Consideration

The consideration payable by the Company under the Trademark Assignment Agreement is the aggregate amount of HKD1,500,000, having been negotiated and determined on an arm’s length basis between the Assignor and the Company as the Assignee. Payment will be made in two instalments in accordance with the terms and conditions of the Trademark Assignment Agreement.

The first instalment of HKD1,000,000 is to be made by the Company within five (5) working days from the signing of the Trademark Assignment Agreement. The second instalment of HKD500,000 is to be made by the Company within 5 working days from the date when the trademark office has completed the change of Trademark and approved the registration, announced the assignment and distributed the new trademark certificate in relation to the Trademarks.

Material Terms

The Company agreed to grant Xi Lang an exclusive right for a period of one year commencing from the date of signing of the Trademark Assignment Agreement provided that Xi Lang is entitled to use such right only for the sale of products already in existence on the date of the Trademark Assignment Agreement, bearing the category 9 trademark, which is one of the Trademarks.

LISTING RULES IMPLICATION

As at the date of this announcement, Xi Lang is owned as to 57.14% by Mr. Cao Zhiwen who is an executive director of the Company and 42.86% by his brother Mr. Cao Zhiyong. Therefore, Xi Lang is a connected person of the Company for the purpose of Chapter 20 of the GEM Listing Rules. Accordingly the transaction contemplated under the Trademark Assignment Agreement constitutes a connected transaction of the Company.

As all the percentage ratio (other than the profits ratio) under the GEM Listing Rules in respect of the transaction contemplated under the Trademark Assignment Agreement would be more than 1% but less than 5% and the total consideration is less than HK\$3,000,000, therefore the Trademark Assignment Agreement and the transaction contemplated thereof shall fall within the de minimis transaction under Rule 20.74(1)(c) of the GEM Listing Rules, and would hence be exempt from the reporting, announcement and independent shareholders' approval requirements.

GOING FORWARD

Reference is made to the voluntary announcement of the Company dated 12 January 2015 in relation to the Company's intention to further expand its business in the PRC, which will diversify the income stream of the Company and its subsidiaries and is in the interests of the Company and its shareholders as a whole. With the signing of the Trademark Assignment Agreement, the Company will adopt the trademark and the trading name of Habala in its further expansion of business in the PRC onwards.

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

Hong Kong, 6 February, 2015

By order of the Board
PPS International (Holdings) Limited
Wang Li
Chairman and Executive Director

As at the date of this announcement, the board of directors of the Company comprises Mr. Wang Li, Mr. Cao Zhiwen and Mr. Zhang Chenglin as executive directors; Mr. Chan Chi Tong, Kenny, Mr. Lai Changming and Mr. Chen Kwok Wang as independent nonexecutive directors.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcement” page of the internet website operated by the Stock Exchange for the purpose of the Growth Enterprise Market at www.hkgem.com for at least seven days from the day of its posting and will be published on the website of the Company at www.hkpps.com.hk.

** For identification purposes only*