

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to the accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



PPS International (Holdings) Limited
寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8201)

PROPOSED SHARE CONSOLIDATION

PROPOSED SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation by consolidating every ten (10) issued and unissued Shares of HK\$0.0001 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.001 each.

GENERAL

The EGM will be convened and held to consider, and if thought fit, to approve the Share Consolidation.

A circular containing, among other things, further details of the Share Consolidation and a notice of the EGM will be despatched to the Shareholders on or around 20 November 2015.

PROPOSED SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation by consolidating every ten (10) issued and unissued Shares of HK\$0.0001 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.001 each.

Effect of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 1,000,000,000,000 Shares, of which 10,000,000,000 Shares had been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorised share capital of the Company will be HK\$100,000,000 divided into 100,000,000,000 Consolidated Shares of HK\$0.001 each, of which 1,000,000,000 Consolidated Shares will be in issue.

All Consolidated Shares will rank pari passu with each other in all respects and the rights attached to the Consolidated Shares will not be affected by the Share Consolidation.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (a) the passing by the Shareholders of an ordinary resolution to approve the Share Consolidation at the EGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Dealings of the Consolidated Shares

The Consolidated Shares will be identical in all respects and rank pari passu in all respects with each other as to all future dividends and distributions which are declared, made or paid. Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

Listing Application

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

Board lot size

Currently, the Shares are traded on the Stock Exchange in the board lot size of 20,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 20,000 Consolidated Shares.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be on Monday, 21 December 2015, the Shareholders may, during a period between Monday, 21 December 2015 and Thursday, 28 January 2016 (both dates inclusive), submit existing share certificates for the Shares, which are in pink colour, to 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, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares, which will be in blue colour. It is expected that new share certificates for the Consolidated Shares will be available for collection within 10 business days from the date of submission for the exchange. Thereafter, the existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be from time to time be specified by the Stock Exchange) for each new share certificate for the Consolidated Shares to be issued or each existing share certificate for the Shares cancelled, whichever the number of certificates issued or cancelled is higher.

Nevertheless, the existing share certificates for the Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time but will not be accepted for trading, settlement and registration upon completion of the Share Consolidation.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company will appoint a securities firm to provide matching service, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lot arrangement will be set out in a circular to be despatched to the Shareholders with the foregoing.

Fractional Consolidated Shares

Fractional Consolidated Shares (if any) arising from the Share Consolidation will not be issued to the Shareholders otherwise entitled thereto but will be aggregated and sold if possible, for the benefit of the Company.

Reasons for the Share Consolidation

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Shares, the Board proposes to implement the Share Consolidation. The Share Consolidation will enable the Company to comply with the trading requirements under the GEM Listing Rules. The Share Consolidation will increase the nominal value of the Shares, and is expected to bring about a corresponding increase in the trading price of the Consolidated Shares. Accordingly, the Directors are of the view that the Share Consolidation is in the interests of the Company and the Shareholders as a whole.

Adjustments in relation to the Warrants

As at the date of this announcement, the Company has outstanding Warrants which in aggregate entitle holders thereof to subscribe for 2,000,000,000 Shares.

The Share Consolidation may cause adjustments to the exercise price and/or the number of the Consolidated Shares to be issued pursuant to the terms and conditions of the Warrants. Further details of such adjustment, if required to be made, will be disclosed in further announcement(s).

Save for the Warrants, there are no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convertible or exchangeable into Shares as at the date of this announcement.

Expected Timetable

Set out below is the expected timetable in relation to the Share Consolidation:

Despatch of circular and proxy form for the EGM Friday, 20 November 2015

Latest date and time for lodging the proxy form
for the EGM 11:00 a.m. on Wednesday,
16 December 2015

Date and time of the EGM 11:00 a.m. on Friday,
18 December 2015

Publication of the announcement of results of the EGM Friday,
18 December 2015

The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation as set out in the section headed “Conditions of the Share Consolidation” above.

Effective date of the Share Consolidation Monday, 21 December 2015

First day of free exchange of existing share certificates
for new share certificates Monday, 21 December 2015

Dealings in Consolidated Shares commence 9:00 a.m. on Monday,
21 December 2015

Original counter for trading in Shares in board lots of
20,000 Shares (in the form of existing share certificates)
temporarily closes 9:00 a.m. on Monday,
21 December 2015

Temporary counter for trading in Consolidated Shares
in board lot of 2,000 Consolidated Shares
(in the form of existing share certificates) opens 9:00 a.m. on Monday,
21 December 2015

Original counter for trading in Consolidated Shares
in board lot of 20,000 Consolidated Shares
(in the form of new share certificates) re-opens 9:00 a.m. on Wednesday,
6 January 2016

Parallel trading in Consolidated Shares
(in the form of existing share certificates and new share
certificates) commences 9:00 a.m. on Wednesday,
6 January 2016

Designated broker starts to stand in the market to provide
matching services for odd lots of Consolidated Shares 9:00 a.m. on Wednesday,
6 January 2016

Temporary counter for trading in Consolidated Shares
in board lot of 2,000 Consolidated Shares
(in the form of existing share certificates) closes 4:00 p.m. on Tuesday,
26 January 2016

Parallel trading in Consolidated Shares (in the form of
new share certificates and existing share certificates) ends 4:00 p.m. on Tuesday,
26 January 2016

Designated broker ceases to stand in the market to provide
matching services for odd lots of Consolidated Shares 4:00 p.m. on Tuesday,
26 January 2016

Last day for free exchange of existing share certificates
for new share certificates Thursday, 28 January 2016

All times stated in this announcement refer to Hong Kong times. Dates stated in this announcement for events in the timetable are indicative only and may be extended or varied. Any changes to the anticipated timetable for the Share Consolidation will be announced as appropriate.

GENERAL

The EGM will be convened and held to consider, and if thought fit, to approve, among other things, the Share Consolidation. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution in relation to the Share Consolidation to be proposed at the EGM.

A circular containing, among other things, details of the Share Consolidation and a notice convening the EGM will be despatched to Shareholders on or around 20 November 2015.

DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	PPS International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability, whose Shares are listed on the GEM (Stock Code: 8201)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company after the Share Consolidation becoming effective

“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held for approving, among other things, the Share Consolidation
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	the Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	has the meaning ascribed thereto under the GEM Listing Rules
“Share(s)”	ordinary share(s) of HK\$0.0001 each in the share capital of the Company before the Share Consolidation becoming effective
“Shareholder(s)”	the holder(s) of the Share(s) or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares into one 1 Consolidated Share
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Warrant(s)”

outstanding unlisted warrants with the subscription price of HK\$0.02 per warrant which entitle holders thereof to subscribe for 2,000,000,000 Shares at the exercise price of HK\$0.166 per Share (subject to adjustment)

By order of the Board
PPS International (Holdings) Limited
Chan Wai Kit
Chairman and Executive Director

Hong Kong, 23 October 2015

As at the date of this announcement, the Board of the Company comprises three executive Directors, Mr. Chan Wai Kit, Mr. Zhang Xiaozheng and Ms. Wong Chi Yan, a non-executive Director, Mr. Xu Xiaoping and four independent non-executive Directors, Mr. Chui Chi Yun, Robert, Mr. Chan Chi Tong, Kenny, Mr. Chen Kwok Wang and Mr. Chow Chun Hin Leslie.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (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 Announcements” page of the internet website operated by the Stock Exchange for the purposes 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.