

THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in PPS International (Holdings) Limited, you should at once hand the Prospectus Documents (as defined herein) to the purchaser, the transferee or to the licensed securities dealer, registered institution in securities, the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

A copy of each of the Prospectus Documents, together with copies of the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies in Hong Kong" in Appendix III to this prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission in Hong Kong take no responsibility as to the contents of any of these documents.

Dealing in the Shares and the Offer Shares (as defined herein) may be settled through CCASS (as defined herein) and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

Subject to the granting of the listing of, and permission to deal in, the Offer Shares on the Stock Exchange (as defined herein) as well as compliance with the stock admission requirements of HKSCC (as defined herein), the Offer 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 Offer Shares on the Stock Exchange or such other dates 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.

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of this prospectus, make no representation as to its 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 prospectus.



PPS INTERNATIONAL (HOLDINGS) LIMITED

寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8201)

**PROPOSED OPEN OFFER
ON THE BASIS OF ONE (1) OFFER SHARE
FOR EVERY TWO (2) EXISTING SHARES HELD ON
THE RECORD DATE**

Financial Adviser to the Company

AMASSE CAPITAL
寶 積 資 本

Underwriter to the Open Offer



東方滙財證券有限公司
ORIENT SECURITIES LIMITED

Terms used in this cover page shall have the same meanings as defined in this Prospectus.

Latest Time for Acceptance is 4:00 p.m. on Tuesday, 8 December 2015. The procedures for acceptance and payment for the Offer Shares are set out on pages 23 to 24 of this prospectus.

Shareholders should note that the Shares will be dealt in on an ex-entitlement basis commencing from Wednesday, 18 November 2015. Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Open Offer are subject are fulfilled (which is expected to be at 4:00 p.m. on Wednesday, 9 December 2015) will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares are advised to consult their own professional adviser.

Shareholders and potential investors should note that the Open Offer is subject to the satisfaction of certain conditions as described under the section headed "Conditions of the Open Offer" of this prospectus. In particular, it is subject to the Underwriter not terminating the Underwriting Agreement (see the section headed "Termination of the Underwriting Agreement" of this prospectus) on or before the Latest Time for Termination. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

24 November 2015

CONTENTS

	<i>Page</i>
Characteristics of GEM	ii
Definitions	1
Expected Timetable	5
Termination of the Underwriting Agreement	7
Letter from the Board	9
Appendix I – Financial Information of the Group	I-1
Appendix II – Unaudited Pro Forma Financial Information of the Group	II-1
Appendix III – General Information	III-1

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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 6 November 2015 in relation to, among other things, the Open Offer
“Application Form”	the form of application to be used by the Qualifying Shareholders to apply for the Offer Shares in the form agreed by the Company and the Underwriter
“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)
“Director(s)”	the director(s) of the Company
“Excluded Shareholder(s)”	the Overseas Shareholder(s) whose address is/are in a place(s) outside Hong Kong where, the Directors, based on legal opinions provided by legal advisers of the Company, consider it is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not to offer the Offer Shares to such Overseas Shareholders
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Committee”	has the meaning ascribed thereto under the GEM Listing Rules
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, 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
“Independent Third Party(ies)”	a third party independent of the Company and the connected persons of the Company
“Latest Practicable Date”	19 November 2015, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein
“Latest Time for Acceptance”	the latest time for acceptance for the Offer Shares at 4:00 p.m., on Tuesday, 8 December 2015 or such other time as may be agreed between the Company and the Underwriter
“Latest Time for Termination”	the latest time for terminating the Underwriting Agreement at 4:00 p.m., on Wednesday, 9 December 2015, being the one Business Day after the Latest Time for Acceptance or such later time or date as may be agreed between the Company and the Underwriter
“Offer Shares”	5,000,000,000 new Shares to be allotted and issued pursuant to the Open Offer
“Open Offer”	the proposed issue by way of Open Offer to the Qualifying Shareholders on the basis of one (1) Offer Share for every two (2) existing Shares held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents
“Overseas Shareholder(s)”	the Shareholder(s) with registered address(es) (as shown in the register of members of the Company on the Record Date) is/are outside of Hong Kong

DEFINITIONS

“Posting Date”	Tuesday, 24 November 2015 or such later date as may be agreed between the Underwriter and the Company for the despatch of the Prospectus Documents to the Qualifying Shareholders (or the Prospectus only in case of Excluded Shareholder(s))
“Prospectus”	this prospectus in relation to the Open Offer
“Prospectus Documents”	the Prospectus and the Application Form
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Excluded Shareholders
“Record Date”	Monday, 23 November 2015, or such other date as may be agreed between the Company and the Underwriter for determining entitlements to the Open Offer
“Registrar”	Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, the Hong Kong branch share registrar and transfer office of the Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as modified and amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.0001 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.013 per Offer Share
“substantial shareholder(s)”	has the meaning as ascribed thereto under the GEM Listing Rules
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“Underwriter”	Orient Securities Limited, a licensed corporation to carry on Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO

DEFINITIONS

“Underwriting Agreement”	the underwriting agreement dated 6 November 2015 entered into among the Company and the Underwriter in relation to the Open Offer
“Underwritten Shares”	not less than 5,000,000,000 Offer Shares and not more than 6,000,000,000 Offer Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
“Warrant Share(s)”	Shares to be issued upon the exercise of the subscription rights attaching to the Warrants
“Warrants”	outstanding unlisted warrants with the subscription price of HK\$0.02 per warrant which entitle holders thereof to subscribe for 2,000,000,000 Warrants Shares at the exercise price of HK\$0.166 per Share (subject to adjustment)
“%”	per cent

EXPECTED TIMETABLE

Set out below is the expected timetable in relation to the Open Offer:

Despatch of the Prospectus Documents	Tuesday, 24 November 2015
Latest Time for Acceptance of, and payment for the Offer Shares	4:00 p.m. on Tuesday, 8 December 2015
Latest time for the Open Offer to become unconditional	4:00 p.m. on Wednesday, 9 December 2015
Announcement of results of acceptance of the Offer Shares	Monday, 14 December 2015
Despatch of certificates for fully-paid Offer Shares on or before	Tuesday, 15 December 2015
Despatch of refund cheques if the Open Offer is terminated	Tuesday, 15 December 2015
Dealings in fully-paid Offer Shares commence	9:00 a.m. on Wednesday, 16 December 2015

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

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE OFFER SHARES

The Latest Time for Acceptance will not take place at 4:00 p.m. on Tuesday, 8 December 2015 if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning, if such circumstances is:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the date of the Latest Time for Acceptance, the Latest Time for Acceptance will not take place at 4:00 p.m. on the date of the Latest Time for Acceptance, but will be extended to 5:00 p.m. on the same day instead;
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the date of the Latest Time for Acceptance, the Latest Time for Acceptance will not take place on the date of the Latest Time for Acceptance, but will be rescheduled to 4:00 p.m. on the following business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the Latest Time for Acceptance does not take place on Tuesday, 8 December 2015, the dates mentioned in this section may be affected. An announcement will be made by the Company in such event.

TERMINATION OF THE UNDERWRITING AGREEMENT

If at any time on or before the Latest Time for Termination:

- (A) the Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that any of the representations, warranties and undertakings in the Underwriting Agreement was untrue, inaccurate, misleading or breached, and in each case the same is (in the reasonable opinion of the Underwriter) material in the context of the Open Offer; or
- (B) there shall be:
 - (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere;
 - (ii) any change in local, national or international financial, political, industrial or economic conditions;
 - (iii) any change of an exceptional nature in local, national or international equity securities or currency markets;
 - (iv) any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict;
 - (v) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange;
 - (vi) any suspension in the trading of the Shares on the Stock Exchange for a continuous period of 10 trading days (as defined in the GEM Listing Rules); or
 - (vii) any change or development involving a prospective change in taxation or exchange controls in Hong Kong or elsewhere;

which is or are, in the reasonable opinion of the Underwriter:-

- (a) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole; or
- (b) likely to have a material adverse effect on the success of the Open Offer or the level of Offer Shares to be taken up; or

TERMINATION OF THE UNDERWRITING AGREEMENT

- (c) so material as to make it inappropriate, inadvisable or inexpedient to proceed further with the Open Offer,

then the Underwriter may, by notice in writing given to the Company rescind the Underwriting Agreement and thereupon all obligations of the Underwriter thereunder shall cease and determine and no party shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save for any antecedent breaches thereof) and the Open Offer shall not proceed.

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. Chan Wai Kit
Mr. Zhang Xiaozheng
Ms. Wong Chi Yan
Ms. Wang Jun

Non-Executive Directors:

Mr. Xu Xiaoping
Ms. Li Qingchen

Independent Non-Executive Directors:

Mr. Chui Chi Yun, Robert
Mr. Chan Chi Tong, Kenny
Mr. Chen Kwok Wang
Mr. Chow Chun Hin, Leslie

Registered Office:

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

*Principal place of business
in Hong Kong:*

24/F
SUP Tower
75-83 King's Road
North Point, Hong Kong

24 November 2015

*To the Qualifying Shareholders, and for information only
to the Excluded Shareholders*

Dear Sir/Madam,

**PROPOSED OPEN OFFER
ON THE BASIS OF ONE (1) OFFER SHARE
FOR EVERY TWO (2) EXISTING SHARES HELD ON
THE RECORD DATE**

INTRODUCTION

Reference is made to the Announcement in relation to, among other things, the Open Offer.

On 6 November 2015, the Company announced that it proposes to raise not less than approximately HK\$65 million and not more than approximately HK\$78 million before expenses by issuing not less than 5,000,000,000 Offer Shares and not more than 6,000,000,000 Offer Shares at the Subscription Price of HK\$0.013 per Offer Share on the basis of one (1) Offer Share for every two (2) existing Shares held on the Record Date and payable in full upon application.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 10,000,000,000 Shares in issue. Given that the register of members was closed from Friday, 20 November 2015 to Monday, 23 November 2015 and no further Shares were issued or repurchased during the book close period, the total number of issued Shares on the Record Date was the same as the latest time for lodging transfer documents of Shares in order to be qualified for the Open Offer, being 4:30 p.m. on Thursday, 19 November 2015. As such, on the basis of one (1) Offer Share for every two (2) existing Shares held on the Record Date, 5,000,000,000 Offer Shares will be allotted and issued by the Company, which will be underwritten by the Underwriter pursuant to the Underwriting Agreement.

The purpose of this Prospectus is to provide you with details regarding the Open Offer, including information on dealing in and application for the Offer Shares, financial and other information in respect of the Group.

PROPOSED OPEN OFFER

Issue Statistics

Basis of the Open Offer	:	one (1) Offer Share for every two (2) existing Shares held on the Record Date
Subscription Price	:	HK\$0.013 per Offer Share
Number of Shares in issue as at the Latest Practicable Date	:	10,000,000,000 Shares
Number of Offer Shares	:	5,000,000,000 Offer Shares (assuming no Shares being issued and/or repurchased by the Company after the Latest Practicable Date and up to and including the Record Date)
		the aggregate nominal value of the Offer Shares will be HK\$500,000
Number of Shares in issue immediately upon completion of the Open Offer	:	15,000,000,000 Shares (assuming no new Shares (other than the Offer Shares), being allotted and issued on or before completion of the Open Offer)
Amount raised before expenses	:	approximately HK\$65 million

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company has outstanding Warrants which in aggregate entitle holders thereof to subscribe for 2,000,000,000 Warrant Shares.

Save for the outstanding 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 Latest Practicable Date.

Assuming no new Shares (other than the Offer Shares) are allotted and issued on or before completion of the Open Offer, the aggregate number of the Offer Shares represent 50.0% of the Company's issued share capital as at the Latest Practicable Date and approximately 33.3% of the Company's issued share capital as enlarged by the issue of the Offer Shares immediately upon completion of the Open Offer.

Subscription Price

The Subscription Price is HK\$0.013 per Offer Share, which will be payable in full upon acceptance of the provisional allotment of the Offer Shares under the Open Offer.

The Subscription Price represents:

- (a) a discount of approximately 58.06% to the closing price of HK\$0.031 per Share as quoted on the Stock Exchange on the date of the Underwriting Agreement;
- (b) a discount of approximately 58.06% to the average closing price of approximately HK\$0.031 per Share quoted on the Stock Exchange for the last five consecutive trading days immediately prior to and including the date of the Underwriting Agreement;
- (c) a discount of approximately 48% to the theoretical ex-entitlement price of approximately HK\$0.025 based on the closing price of HK\$0.031 per Share as quoted on the Stock Exchange on the date of the Underwriting Agreement; and
- (d) a discount of approximately 53.57% to the closing price of HK\$0.028 per Share as quoted on the Stock Exchange on the Latest Practicable Date.

LETTER FROM THE BOARD

The Subscription Price was determined after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market price of the Shares and financial position of the Group. The Directors consider that under the Open Offer, each Qualifying Shareholder is entitled to subscribe for the Offer Shares at the same price in proportion to his/her/its existing shareholding in the Company and that the discount of the Subscription Price will lower the further investment cost of the Qualifying Shareholders and encourages them to participate in the Open Offer. The Directors (including all the independent non-executive Directors) consider that the terms of the Open Offer, including the Subscription Price, are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Qualifying Shareholders

The Open Offer is only available to the Qualifying Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders and the Prospectus, for information only, to the Excluded Shareholders. To qualify for the Open Offer, the Shareholders must be registered as a member of the Company at the close of business on the Record Date and not be an Excluded Shareholder.

Overseas Shareholders and Excluded Shareholders

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong. Based on the latest available register of members of the Company, there was one Overseas Shareholder situated in the PRC.

The Company has complied with all necessary requirements specified in Rule 17.41(1) of the GEM Listing Rules (including notes 1 and 2 thereto) and has made enquiry with its legal adviser regarding the feasibility of extending the Open Offer to the Overseas Shareholder under the laws of the relevant place and the requirements of the relevant regulatory body or the stock exchange.

Based on the advice and replies provided by the relevant legal adviser in the PRC, the Directors are of the view that it is expedient to extend the Open Offer to the Overseas Shareholders in the PRC as there are no legal restrictions prohibiting the making of the Open Offer in such jurisdiction and no local legal or regulatory compliance is required to be made nor approval, permit or consent from relevant governmental authorities is required to be obtained in such jurisdiction. Accordingly there are no Excluded Shareholders.

It is the responsibility of the Shareholders, including the Overseas Shareholders, to observe the local legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Offer Shares and to pay any taxes and duties required to be paid in such jurisdiction in connection with the taking up and onward sale of the Offer Shares.

LETTER FROM THE BOARD

Status of the Offer Shares

The Offer Shares, when allotted, issued and fully paid, will rank pari passu in all respects with the Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Offer Shares in their fully-paid form.

Share certificates for the Offer Shares and refund cheques

Subject to the fulfillment of the conditions set out in the paragraph headed "Conditions of the Open Offer" in this Prospectus, share certificates for all fully-paid Offer Shares are expected to be posted on or before Tuesday, 15 December 2015 to those entitled thereto by ordinary post at their own risk. If the Open Offer is terminated, refund cheques will be despatched on or before Tuesday, 15 December 2015 by ordinary post at their own risk.

No application for excess Offer Shares

No excess Offer Shares will be offered to the Qualifying Shareholders and any Offer Shares not taken up by the Qualifying Shareholders will be underwritten by the Underwriter.

If application for excess Offer Shares is arranged, the Company will be required to put in additional effort and costs including preparing and arranging the excess application, reviewing the relevant documents, liaising with professional parties and printing of application forms, etc. It is expected that an additional cost to administer the excess application procedures will be incurred, which is not cost effective from the viewpoint of the Company.

The Directors are in the view that the Open Offer will give the Qualifying Shareholders an equal and fair opportunity to maintain their respective pro rata shareholding interests in the Company. After taking into account that the related administration costs would be lowered in the absence of excess applications, the Directors consider that it is fair and reasonable and in the interests of the Company and the Shareholders as a whole not to offer any excess application to the Qualifying Shareholders.

Pursuant to the Underwriting Agreement, the Underwriter has conditionally agreed to subscribe or procure subscription for the Offer Shares which have not been taken up by the Qualifying Shareholders.

LETTER FROM THE BOARD

Fractions of Offer Shares

Fractional entitlements to the Offer Shares will not be issued to the Qualifying Shareholders but will be aggregated, underwritten and taken up by the Underwriter. The Company will not allot any fractions of the Offer Shares.

Application for listing

The Company will apply to the GEM Listing Committee for the listing of and permission to deal in, the Offer Shares. Dealings in the Offer Shares on the Stock Exchange will be subject to the payment of stamp duty (if any) in Hong Kong and any other applicable fees and charges in Hong Kong.

Subject to the granting of the approval for the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the Offer 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.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

Conditions of the Open Offer

The Open Offer is subject to the Underwriting Agreement having become unconditional and not being terminated in accordance with its terms. In addition, the Open Offer is conditional upon the following conditions being fulfilled:

- (a) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one duly certified copy of each of the Prospectus Documents (and all other documents required to be attached thereto) not later than the Posting Date and in compliance with the GEM Listing Rules and the Companies Ordinance;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders;
- (c) the GEM Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment), and not having revoked, listing of, and permission to deal in the Offer Shares; and
- (d) compliance with and performance of all the undertakings and obligations by the Company under the terms of the Underwriting Agreement.

LETTER FROM THE BOARD

None of the Company and the Underwriter may waive conditions (a) to (d) above. In the event that any of conditions (a) to (d) above has not been satisfied by the Latest Time for Termination (or such other time and/or date as the Company and the Underwriter may determine in writing), the Underwriting Agreement shall terminate (save in respect of any rights and obligations which may accrue under the Underwriting Agreement) and no party thereto shall have any claim against the other parties for costs, damages, compensation or otherwise save for any antecedent breach of the Underwriting Agreement.

If the Underwriting Agreement is terminated, the Open Offer will not proceed.

REASONS FOR THE OPEN OFFER AND USE OF PROCEEDS

The Group is principally engaged in the provision of environmental services which include the provision of cleaning and related services for (i) public area and office cleaning services which involve cleaning of public areas, carpets, floors, toilets, changing rooms, lifts and escalators and emptying of garbage bins at commercial buildings, residential complexes, shopping arcades, hotels and their tenants and public transport facilities such as airport, ferries, ferry terminal, cargo and logistics centre and depots; (ii) overnight kitchen cleaning services mainly at private club and hotels; (iii) external wall and window cleaning services; (iv) stone floor maintenance and restoration services; (v) pest control and fumigation services; (vi) waste management and disposal solutions which mainly involve collection, transportation and disposal of household waste, construction waste and trade waste and sales of recyclable waste such as paper, metal and plastic waste collected during our operations; (vii) housekeeping services where we provide housekeeping services to carry out professional daily housekeeping and cleaning services at local boutique hotels, hostels and serviced apartments; (viii) secure and confidential waste destruction for commercial clients; (ix) sanitation solution for yacht; and (x) cleaning and waste management solution for renovated apartment.

The gross proceeds to be raised by the Company from the Open Offer will amount to approximately HK\$65 million (before expenses). The net proceeds to be raised by the Company from the Open Offer will amount to approximately HK\$62.5 million (after expenses). The net price raised per Offer Share is estimated at approximately HK\$0.0125.

The Group intends to apply the net proceeds from the Open Offer as to (i) approximately HK\$28 million, will be utilized for the expansion of the cleaning and auto beauty services in the PRC region, tentatively including in Maoming, Shenzhen, Tinjian, Shanghai and Beijing etc; (ii) approximately HK\$15.5 million, will be utilized for the expansion of the operation in Hong Kong including but not limited to expanding the contracting department so as to enhance the capability to obtain more high-value public tenders which the Company is lack of resources in the past, and also employing more cleaning staff in Hong Kong so as to provide more comprehensive services to the current and new customers; (iii) approximately HK\$9.5 million, will be utilized for the renewal and purchase of new machinery so as to improve the effectiveness of the services; and (iv) approximately HK\$9.5 million, will be utilized for the general working capital of the Company.

The Board considers that the Open Offer is in the interest of the Company and the Shareholders as a whole as it offers all the Qualifying Shareholders an equal opportunity to participate in the enlargement of the capital base of the Company and to allow Qualifying Shareholders an equal opportunity to maintain their proportionate interests in the Company and continue to participate in the future development of the Group should they wish to do so.

LETTER FROM THE BOARD

The Board considers it is prudent to finance the Group's long term growth by long term financing, preferably in the form of equity which will not increase the Group's finance costs. The Board has considered other fund raising alternatives before resolving to the Open Offer, including but not limited to debt financing and rights issue. Debt financing will result in additional interest burden, higher gearing ratio of the Group and subject the Group to repayment obligations. In addition, debt financing may not be achievable on favourable terms in a timely manner. Although rights issue can provide a way out to those Shareholders who do not wish to take up the entitlements by selling nil-paid rights, rights issue will involve extra administrative work and costs for the printing, posting and processing of excess applications forms as well as making arrangements with the share registrar on the trading of the nil-paid rights. The Company will also incur resources to administer the trading of the nil-paid right including communication between the Company and other parties such as the registrar or financial printer. Since such resources comprise of, among others, time costs of the management and the staffs of the Company and opportunity costs for other business prospects which are intangible in nature, these additional costs and time are difficult to quantify.

In view of the above, the Board considered that raising funds by way of the Open Offer is more cost effective and efficient and beneficial to the Company and its Shareholders as a whole.

RISK FACTORS

In compliance with the GEM Listing Rules, the Company sets out below the risk factors of the Group for the Shareholders' attention. The Directors believe that there are certain risks involved in the operations of the Group which includes, but does not limit to, the following:

A majority of the service contracts have fixed service terms that range from one to three years and many of them are granted to the Group by way of tendering. There is no assurance of the grant of new contracts nor renewal of the existing contracts and these uncertainties may have negative impact on the financial results

A majority of the service contracts have fixed service terms that range from one to three years and many of them are granted to the Group by way of tendering and their renewals may require re-tendering. The Group may be required to submit new tenders detailing the pricing and service proposals to the customers before the expiry of the existing contract to secure a renewal. The Group may also be required to fulfill certain pre-qualifications such as having the relevant technical experience and financial track record for submitting tenders for environmental services. There is no assurance that (i) the Group will maintain or expand the business with existing or potential customers or the Group could meet the pre-qualifications as required by them; (ii) the Group would be invited by the potential and existing customers to submit tenders for environmental services; (iii) the terms of the tenders would be comparable with the existing contracts; and (iv) the tenders will be selected by the potential and existing customers. If the Group fail to secure business through tendering or if the terms of the new contracts are less favourable than those of the existing ones, the business and financial results may be adversely affected.

LETTER FROM THE BOARD

Moreover, in the competitive tendering process, the Group may have to lower the service charges in the bids in order to increase the competitiveness of the tenders and the Group may encounter great pressure on the profit margins if the Group are unable to reduce the costs accordingly. In such event, the financial results and profitability would be materially and adversely affected.

If the Group fail to accurately estimate the costs or fail to execute fixed-price contracts within the cost estimates, the results of operation would be adversely affected

All the service contracts are fixed-price contracts, under which the Group provide the cleaning and related services at a pre-determined price. As a result, the Group may not be able to adjust the service fees nor recover any cost overruns.

Fixed-price contracts carry certain inherent risks, including risks of losses from under-estimating costs, difficulties and lack of flexibility in operating projects and other changes that may occur during the contract periods. The Group estimate the costs of the services before the Group submit the tenders or service proposals. However, there is no assurance that the actual execution time and costs involved in the performance of the service contracts, which may be adversely affected by many factors such as cost escalation of materials and labour, adverse weather conditions, labour disputes, accidents and unforeseen problems and circumstances, would not exceed the estimates. In such cases, the operations, financial results and profitability may be adversely affected.

Further, any of the above-mentioned adverse factors may give rise to delay in or failure of completion of works or cost overruns, which may in turn adversely affect the reputation, financial conditions, profitability or liquidity.

Reliance on the major customers

The aggregate revenue generated from the five largest customers represented approximately 54.6%, 60.9% and 61.4% of the total revenue for the years ended 30 June 2013, 2014 and 2015, respectively. The revenue generated from the largest customer represented approximately 19.9%, 21.8% and 21.4% of the total revenue for the same years, respectively. The Group do not enter into long-term service contracts with any of the customers, which the Directors believe is in line with the market practice of the environmental services industry in Hong Kong. The customers may terminate their business relationships with the Group upon expiry of the service contracts. Further, the customers, including the five largest customers, are not obligated in any way to invite the Group to participate in any tendering and/or re-tendering. If any of the key customers, including the five largest customers, substantially reduces the volume and/or value of services procured from the Group or terminates its business relationship with the Group, there is no assurance that the Group would be able to find substitute customers or to secure comparable contracts to replace any such loss of revenue. If any of the above happens, the business and performance would be materially adversely affected.

LETTER FROM THE BOARD

The Group are exposed to litigation claims including employees' compensation claims and common law personal injury claims and the insurance coverage may not adequately protect us against certain risk

Employees who suffer from bodily injuries or death as a result of accidents or diseases occurred during the course of their employment are entitled to claim damages and compensation against the Group under the Employees' Compensation Ordinance as well as under the common law. For some work-related accidents and injuries, even if the relevant employee has been compensated by our employees' compensation insurance, the injured employee may still pursue litigation claim by way of a personal injury claim against us under common law. Furthermore, due to the nature of the business, the Group may also face other miscellaneous litigation claims from the employees or third parties from time to time, including third parties who suffer personal injuries at premises where the Group provide the services.

The Group has taken out insurance policies to cover these potential claims, including employees' compensation insurance and public liability insurance. However, the outcome of any claim is subject to the relevant parties' negotiation or the decision of the court or the relevant arbitration authorities, and the result of any of the outstanding claims may be unfavourable to the Group. There is also no assurance that the insurance company will not challenge any such claims on the ground that they fall outside the scope and/or limit of the insurance coverage or counterclaim the Group for any breach of the terms and conditions of the relevant policy. In either event, the financial conditions may be adversely affected. Regardless of the merits of the aforementioned outstanding and potential claims, the Group may need to divert management resources and incur costs to handle these claims, which may affect the corporate image and reputation in the environmental services industry, especially if they became public, and adversely affect the revenue, results of operation and financial conditions.

Furthermore, the Group only maintain limited insurance coverage and there is no assurance that all risks are adequately insured against. As a result, the Group may have to pay out of the own resources for any uninsured financial or other losses, damages and liabilities, litigation or business disruption. The occurrence of certain incidents, including earthquake, fire, severe weather, war, floods, power outages, terrorist attacks or other disruptive events and the consequences, damages and disruptions resulting from such events may not be fully covered by the insurance policies. If the business operations were disrupted or interrupted for a substantial period of time, the Group could incur costs and losses that could materially and adversely affect the business, financial conditions and results of operations.

LETTER FROM THE BOARD

Reliance on the third party service providers

The Group may engage third party service providers to take part in some of the projects, such as those that require special equipment or when the Group consider it is more cost-effective to deploy third party service providers. Projects that involve third party service providers mainly include those which require periodic or infrequent services, such as external wall and window cleaning, water tank cleaning and grease trap cleaning, or projects which demand additional quantity of labour and equipment on an ad-hoc basis. For the years ended 30 June 2013, 2014 and 2015, fees charged by these third party service providers amounted to approximately HK\$51.2 million, HK\$59.0 million and HK\$48.8 million, respectively, representing approximately 30.8%, 35.5% and 27.3% of the total cost of services. The Group expect to continue to rely on these third party service providers. However, the Group have not entered into long-term contracts with third party service providers and the third party service providers have no obligations to provide services exclusively to the Group. If the Group fail to maintain good relationship with them or retain them at costs favourable to the Group, the operations and financial results may be adversely affected.

The Group have experienced high turnover rate of the operation team and the operation could be adversely affected by difficulties in recruiting and retaining sufficient workforce to meet the needs

As the environmental services industry is a labour-intensive industry, the Group believe that the success depends in part upon the ability to attract, retain and motivate a sufficient number of suitable staff for the operation team and to maintain a stable team of operational workforce to deliver consistent and quality services to the customers. There is no assurance that the supply of skilled labour and the average labour costs will remain stable. Suitable workforce in service-oriented industry, such as the cleaning industry, is in short supply and competition for workers is intense. This exacerbated after the implementation of statutory minimum wage as workers have more choices, such as security guards, which may drive workers away from the cleaning industry. If the Group are unable to maintain the stability of the staff or retain sufficient number of staff members to perform the service contracts or fill the vacancies with suitable staff or services from suitable third party service providers, the quality of services, operation and financial results would be adversely affected. In addition, some of the contracts stipulate the minimum number of staff members and/or service quality required, in the event of labour shortage and/or the service is not accepted by the customers, the customers may be entitled to deduct payment and/or terminate the service contracts. There is no assurance that the Group can provide service quality up to the customers' standard or if the Group can hire and provide the number of contracted staff under the cost estimate. If any of the above happens, the Group's operations and profitability may be adversely affected.

LETTER FROM THE BOARD

If the statutory minimum wage will be adjusted upwards, the increases in labour costs may adversely affect the profitability

The business operations are labour intensive and the operations in Hong Kong are required to comply with the statutory minimum wage requirements, which came into force on 1 May 2011 and subsequently increased on 1 May 2013 and 1 May 2015 to current rate of HK\$32.5 per hour. The cost of services has inevitably increased which caused pressure for the Group to maintain an attractive gross profit margin. There is no assurance that the statutory minimum wage will be adjusted in line with the rate of the previous increment or at the similar time interval. If the Group fail to divert the statutory minimum wage increment to the tender price and/or if the statutory minimum wage is adjusted earlier than expected, the Group could incur costs and even losses that could materially and adversely affect the business, financial conditions and results of operations.

The Group rely on the Hong Kong market

All of the revenue was derived from the operations in Hong Kong. The Group expect that all of the revenue will continue to be derived from Hong Kong in the near future. Any unforeseen circumstances, such as natural disasters in Hong Kong, recession in Hong Kong economy, outbreak of an epidemic in Hong Kong and any other incidents happened in Hong Kong may adversely affect the business, prospects, financial conditions and results of operations.

LETTER FROM THE BOARD

UNDERWRITING AGREEMENT

Date	:	6 November 2015 (after trading hours of the Stock Exchange)
Underwriter	:	Orient Securities Limited
Number of Underwritten Shares	:	not less than 5,000,000,000 Offer Shares and not more than 6,000,000,000 Offer Shares
Commission	:	2.5% of the total Subscription Price on the Underwritten Shares

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Underwriter and their respective ultimate beneficial owners are Independent Third Parties. As at the date of the Underwriting Agreement, the Underwriter is not interested in any Shares. The Company will pay the Underwriter an underwriting commission of 2.5% of the total Subscription Price on the Underwritten Shares. The commission rate was determined after arm's length negotiation between the Company and the Underwriter by reference to the market rate, the size of the Open Offer and the current and expected market condition. The Directors are of the view that the terms of the Underwriting Agreement, including the commission, are fair and reasonable so far as the Company and the Shareholders are concerned.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company assuming that there is no change in the shareholding structure of the Company from the Latest Practicable Date up to completion of the Open Offer:

	As at the Latest Practicable Date		Upon completion of the Open Offer (assuming all of Offer Shares are taken up by the Qualifying Shareholders)		Upon completion of the Open Offer (assuming none of the Offer Shares are taken up by the Qualifying Shareholders)	
	Approximate		Approximate		Approximate	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
Zhao Han	1,200,000,000	12.00	1,800,000,000	12.00	1,200,000,000	8.00
Public Shareholders	8,800,000,000	88.00	13,200,000,000	88.00	8,800,000,000	58.67
Underwriter (<i>Note</i>)	-	-	-	-	5,000,000,000	33.33
Total	10,000,000,000	100.00	15,000,000,000	100.00	15,000,000,000	100.00

LETTER FROM THE BOARD

Note:

If the Underwriter is required to take up the Offer Shares pursuant to its underwriting obligations:

- (i) the Underwriter will not and the Underwriter shall procure its sub-underwriters and/or placees (and their respective ultimate beneficial owners) together with the parties acting in concert (as defined under the Takeovers Code) with each of them, will not be interested in 30% or more of the issued voting shares of the Company immediately after completion of the Open Offer;
- (ii) the Underwriter shall and shall cause its sub-underwriter(s) to procure placees independent of the Company and its connected persons to take up such number of Offer Shares as may be necessary to ensure that the public float requirements under Rule 11.23 of the GEM Listing Rules are complied with; and
- (iii) the Underwriter shall use its reasonable endeavours to ensure that each of its sub-underwriter(s) and their placees (and their respective ultimate beneficial owners) is independent of and not connected with the Company and its connected persons and is not a party acting in concert with each other.

EQUITY FUND RAISING ACTIVITY DURING THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities during the past twelve months immediately before the Latest Practicable Date.

ADJUSTMENTS IN RELATION TO THE OUTSTANDING WARRANTS

As at the Latest Practicable Date, there are outstanding Warrants entitling the holders thereof to subscribe for up to an aggregate of 2,000,000,000 Warrant Shares. The Open Offer may cause adjustments to the exercise price of the Warrants. Such adjustments will be reviewed and confirmed by the financial adviser or the auditor of the Company.

The Company will make further announcement in respect of such adjustments as and when appropriate.

TAXATION

Shareholders are advised to consult their professional advisers if they are in any doubt as to the taxation implications of the receipt, purchase, holding, exercising, disposing of or dealing in, the Offer Shares and, regarding Excluded Shareholders, their receipt of the net proceeds, if any, from sales of the Offer Shares on their behalf.

It is emphasised that none of the Company, the Directors nor any other parties involved in the Open Offer accepts responsibility for any tax effects on, or liabilities of, any person resulting from subscribing for, purchasing, holding, disposal of, dealings in or exercising any rights in relation to the Shares or the Offer Shares.

LETTER FROM THE BOARD

PROCEDURES FOR ACCEPTANCE AND PAYMENT FOR THE OFFER SHARES

The Application Form is enclosed with this Prospectus which entitles the Qualifying Shareholders to whom it is addressed to subscribe for the number of Offer Shares as shown therein subject to payment in full by the Latest Time for Acceptance. Qualifying Shareholders should note that they may subscribe for any number of Offer Shares only up to the number set out in the Application Form.

If Qualifying Shareholders wish to exercise their rights to subscribe for all the Offer Shares offered to them as specified in the Application Form or to exercise their rights to subscribe for any number less than their entitlements under the Open Offer, they must complete, sign and lodge the Application Form in accordance with the instructions printed thereon, together with remittance for the full amount payable in respect of such number of Offer Shares they have subscribed for with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 p.m. on Tuesday, 8 December 2015. All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "**PPS International (Holdings) Limited – Open Offer Account**" and crossed "**Account Payee Only**".

It should be noted that unless the duly completed and signed Application Form, together with the appropriate remittance, have been lodged with the Registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by not later than 4:00 p.m. on Tuesday, 8 December 2015, the relevant assured allotment of Offer Shares and all rights and entitlements in relation thereto shall be deemed to have been declined and will be cancelled.

The Application Form contains full information regarding the procedures to be followed if you wish to accept the whole or part of your assured entitlement. All cheques or cashier's orders accompanying completed Application Form will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of an Application Form with a cheque and/or cashier's order, will constitute a warranty by the applicant(s) that the cheque and/or cashier's order will be honoured on first presentation. Any application in respect of which the cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the assured entitlement and all rights thereunder will be deemed to have been declined and will be cancelled.

LETTER FROM THE BOARD

If the conditions of the Open Offer are not fulfilled and/or the Underwriting Agreement is terminated in accordance with its terms before the Latest Time for Termination, the monies received in respect of acceptance of Offer Shares will be refunded, without interests, by sending a cheque made out to the applicant (or in the case of joint applicants, to the first named applicant) and crossed "Account Payee Only", through ordinary post at the risk of the applicant(s) to the address specified in the register of members of the Company on Tuesday, 15 December 2015.

The Prospectus Documents will not be registered or filed under the applicable securities law of any jurisdiction other than Hong Kong. Accordingly, no person receiving this Prospectus and/or the Application Form in any territory outside Hong Kong may treat it as an offer or invitation to apply for the Offer Shares, unless in a territory where such an offer or invitation could lawfully be made without compliance with any registration or other legal and regulatory requirements thereof. It is the responsibility of anyone receiving this Prospectus and/or Application Form outside Hong Kong wishing to make an application for the Offer Shares to satisfy himself/herself/itself before subscribing for the assured allotted Offer Shares, as to the full observance of the laws and regulations of all relevant jurisdictions, including the obtaining of any governmental or other consents, and to pay any taxes and duties required to be paid in any such jurisdiction in connection therewith. Completion and return of the Application Form by any person outside Hong Kong will constitute a warranty and representation by the relevant applicant(s) to the Company that all registration, legal and regulatory requirements of all relevant territories in connection with the acceptance of the Offer Shares have been duly complied with by such applicant(s). For the avoidance of doubt, neither HKSCC nor HKSCC Nominees Limited is subject to any of the representations and warranties. If any Shareholders are in any doubt as to their position, they should consult their professional advisers. The Company reserves the right to refuse to accept any application for the Offer Shares where it believes that doing so would violate the applicable securities or other laws or regulations of any jurisdiction. No application for the Offer Shares will be accepted from any person who is an Excluded Shareholder.

The Company will not allot and accept applications for any fractions of the Offer Shares. The Application Form is for use only by the person(s) name therein and is not transferable. No receipt will be issued in respect of any application monies received.

LETTER FROM THE BOARD

WARNING OF THE RISK OF DEALINGS IN SHARES

Shareholders and potential investors should note that the Open Offer is subject to the satisfaction of certain conditions as described under the section headed “Conditions of the Open Offer” of this Prospectus. In particular, it is subject to the Underwriter not terminating the Underwriting Agreement (see the section headed “Termination of the Underwriting Agreement” of this Prospectus) on or before the Latest Time for Termination. Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Shares will be dealt in on an ex-entitlement basis commencing from Wednesday, 18 November 2015. Any Shareholder or other person dealing in Shares up to the date on which all conditions to which the Open Offer are subject are fulfilled (which is expected to be 4:00 p.m. on Wednesday, 9 December 2015), will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholders or other persons contemplating any dealings in the Shares are advised to consult their own professional adviser.

GENERAL

As the Open Offer would not increase either the issued share capital or the market capitalisation of the Company by more than 50% within the 12 month period immediately preceding the Announcement, the Open Offer is not subject to the Shareholders’ approval under the GEM Listing Rules.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this Prospectus.

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

1. FINANCIAL INFORMATION

The financial information of the Group for each of the three financial years ended 30 June 2013, 2014 and 2015 were disclosed in the annual reports of the Company for the years ended 30 June 2013 (pages 36 to 107), 30 June 2014 (pages 44 to 127) and 30 June 2015 (pages 53 to 155). The aforementioned financial information of the Group has been published on both the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (www.hkpps.com.hk).

2. INDEBTEDNESS STATEMENT

As at the close of business on 31 October 2015, being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this Prospectus, the Group had the following indebtedness.

Borrowings

	<i>HK\$'000</i>
Current liabilities	
Obligations under finance leases (Secured)	499
	<u>499</u>
Non-current liabilities	
Obligations under finance leases (Secured)	223
Bond (Unsecured and unguaranteed)	9,280
	<u>9,503</u>
Total borrowings	<u><u>10,002</u></u>

Contingent liabilities

(i) Performance bond

As at 31 October 2015, the Group had bankers' guarantees of approximately HK\$13,841,000 on performance bonds issued for due performance under several environmental service contracts.

As at 31 October 2015, the Group had fixed deposits of approximately HK\$7,758,000 which were pledged to banks as security for (i) bank facilities of approximately HK\$5,000,000 granted to the Group; and (ii) bankers' guarantees on performance bonds issued.

The effective period of performance bond is based on the service period and the contract terms as specified in these environmental several environmental service contracts. The performance bonds may be claimed by customers if services rendered by the Group fail to meet the standards as specified in these environmental service contracts.

(ii) *Litigations*

The Group may from time to time be involved in litigations concerning personal injuries by its employees or third party claimants. In the opinion of the directors, the Group did not have any significant contingent liabilities arising from these litigations as all potential claims made by these employees and third party claimants are accounted for in the consolidated financial statements of the Group and covered by insurance protection.

Commitments

(i) *Capital Commitments*

The Group's capital commitments at 31 October 2015 are as follows:

	<i>HK\$'000</i>
Capital expenditure in respect of the acquisition of intangible assets contracted for but not provided in the consolidated financial statements	500

(ii) *Operating Lease Commitments*

The Group as lessee

As at 31 October 2015, the Group had commitments for future minimum lease payments under non-cancellable operating leases which fall due as follows:

	<i>HK\$'000</i>
Within one year	6,295
Within two to five years	4,734
	<u>11,029</u>

Operating lease payments represent rental payable for the Group's office premise, warehouse and director's quarter. Leases are negotiated for terms of one to three years and monthly rental is fixed throughout the lease period.

Disclaimer

Save as aforesaid and apart from intra-group liabilities, at the close of business on 31 October 2015, the Group had no other outstanding mortgages, charges, debentures or other loan capital or bank overdrafts or loans or other similar indebtedness, liabilities under acceptance credits, debt securities, guarantees or other contingent liabilities.

Save as aforesaid, the Directors confirm that there has been no material change to the indebtedness and contingent liabilities of the Group since 31 October 2015 and up to the Latest Practicable Date.

3. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

Compared to the first quarterly results of 2014, the Group's revenue from the environmental and cleaning services business segment increased by approximately HK\$12.7 million to HK\$60.1 million (three months ended 30 September 2014: approximately HK\$47.4 million) mainly due to additional contracts secured and regular price increment for the tenanted services contracts. The Group has taken a more proactive approach to gain additional market share in the environmental and cleaning services industry. The Group has increased the contracting and operational staff with a view to further enhancing the tendering capabilities for the government related contracts which the Group had less exposure in the past. Given the relative large contract size of the government projects, the Group believe it is in the best interest of the Group to expand into this sector. Looking forward, the Group strengthen the marketing effort in hope to expand the market shares in Government sector and continue to consolidate the resources to focus on high value customers to bring in additional revenue by cross-selling other cleaning and waste management services to the existing customers. The Group believe this strategy may not only improve the revenue per customer but also increase the profit margin as the Group could leverage the existing manpower to perform services at location where the Group already have presence. The Group would continue to streamline the waste management and disposal services by redeploying the waste collection fleet to higher margin customers. To lower the cost of room attendants for the hospitality sector, the Group shall conduct additional training and seminars. The success in the commercial sector shall allow the Group to build up reference for the provision of environmental services for the premium commercial buildings.

During three months ended 30 September 2015, the auto beauty services business segment contributed revenue of approximately HK\$1.6 million to the Group's total revenue. Due to early termination by landlords of parking lots leases where the Group operated auto beauty centres, the total number of auto beauty centres operated at car parking facilities by the auto beauty services business segment reduced from 8 auto beauty centres at the acquisition date on 31 March 2015 to 5 auto beauty centres as at 30 September 2015. Together with the fierce competition from other competitors, the auto beauty services business segment still has not achieved any positive results since the date of completion of the acquisition. The Group would use its best endeavour to improve the performance of the auto beauty services business segment including but not limited to enhancing the variety and quality of services provided, improving the geographical coverage and also enhancing the business strategy in sales and marketing. The Group will utilise the existing customer network from the environmental services and cleaning services and perform some cross selling and promotion to improve the sales of the auto beauty services business segment. In addition, the Group would also place more marketing effort with a view to enhancing the brand recognition in Hong Kong. The Group will also focus on high value customers who are more willing to spend on their luxury cars in order to generate more revenue. In the long run, the Group will strive to open more auto beauty centres at the prime locations in Hong Kong.

To further enhance the revenue stream, the Group are seeking potential strategic partners who have the capability and experience in providing cleaning and auto beauty services in the PRC with a view to expanding our geographical coverage.

4. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the present available resources and the estimated net proceeds from the Open Offer, the Group has sufficient working capital for its normal business for at least the next twelve months from the date of this Prospectus in the absence of unforeseeable circumstances.

5. MATERIAL ADVERSE CHANGE

As disclosed in the first quarterly results of the Group for the three months ended 30 September 2015, the Group recorded a net loss of approximately HK\$2.9 million for the three months ended 30 September 2015 as compared to the net profit of approximately HK\$2.4 million for the three months ended 30 September in 2014. The deterioration from the net profit for the three months ended 30 September 2014 to the net loss for the corresponding period in 2015 is primarily attributable to (i) the decrease in gross profit generated from the environmental and cleaning business by approximately HK\$2.1 million primarily as a result of the inflation in the direct labour costs and the increase in direct overhead expenses; (ii) the increase in administrative and operating staff expenses for business development of the environmental and cleaning business by approximately HK\$1.3 million; (iii) the increase in legal and professional fees by approximately HK\$0.4 million arising out of the expansion of the Group's business and the initial set up costs for the Group's subsidiaries in the PRC; and (iv) the net loss of approximately HK\$1.5 million incurred from the auto beauty services business which was newly acquired in April 2015.

Save as disclosed in the first quarterly results of the Group for the three months ended 30 September 2015, as at the Latest Practicable Date, the Directors confirm that there has been no material adverse change in the financial or trading position of the Group since 30 June 2015 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

A. UNAUDITED PRO FORMA STATEMENT OF CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP

The unaudited pro forma statement of consolidated net tangible assets of the Group prepared in accordance with paragraph 13 of Appendix 1B and paragraph 31 of Chapter 7 of the GEM Listing Rules is set out below to illustrate the effect of the Open Offer on the consolidated net tangible assets of the Group as if the Open Offer had been undertaken and completed on 30 June 2015.

The unaudited pro forma statement of consolidated net tangible assets of the Group has been prepared for illustrative purpose only, and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Open Offer been completed as at 30 June 2015 or any future date.

The following unaudited pro forma statement of consolidated net tangible assets of the Group is based on the audited consolidated net tangible assets of the Group as at 30 June 2015, as calculated based on the published annual report of the Group for the year ended 30 June 2015, and adjusted to reflect the effect of the Open Offer. Unless otherwise defined, capitalised terms used in the following text shall have the same meaning of those used in this Prospectus.

	Audited consolidated net assets of the Group attributable to owners of the Company as at 30 June 2015 <i>(Note 1)</i> HK\$'000	Adjustment for intangible assets and goodwill <i>(Note 2)</i> HK\$'000	Audited consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2015 HK\$'000	Estimated net proceeds from the Open Offer <i>(Note 3)</i> HK\$'000	Unaudited pro forma consolidated net tangible assets of the Group attributable to owners of the Company as at 30 June 2015 immediately after the Open Offer HK\$'000
Based on 5,000,000,000 Offer Shares to be issued	76,739	(1,691)	75,048	62,530	137,578

HK\$

Unaudited consolidated net tangible assets of the Group per Share attributable to owners of the Company as at 30 June 2015 (*Note 4*)

0.0075

Unaudited pro forma consolidated net tangible assets of the Group per Share attributable to owners of the Company as at 30 June 2015 immediately after the Open Offer based on 5,000,000,000 Offer Shares to be issued (*Note 5*)

0.0092

Notes:

1. The audited consolidated net assets of the Group attributable to owners of the Company as at 30 June 2015 are extracted from the published annual report of the Group for the year ended 30 June 2015.
2. The intangible assets and goodwill of the Group as at 30 June 2015 were approximately HK\$1,062,000 and HK\$629,000 respectively which are extracted from the published annual report of the Group for the year ended 30 June 2015.
3. The estimated net proceeds from the Open Offer of approximately HK\$62,530,000 are based on 5,000,000,000 Offer Shares to be issued at the Subscription Price of HK\$0.013 per Offer Share and after deduction of estimated related commission and expenses of approximately HK\$2,470,000.
4. The unaudited consolidated net tangible assets of the Group per Share attributable to owners of the Company of approximately HK\$0.0075 are calculated based on the unaudited consolidated net tangible assets of Group attributable to owners of the Company of approximately HK\$75,048,000 divided by 10,000,000,000 Shares in issue as at 30 June 2015.
5. The unaudited pro forma consolidated net tangible assets of the Group per Share attributable to owners of the Company immediately after completion of the Open Offer based on 5,000,000,000 Offer Shares to be issued of approximately HK\$0.0092 are calculated based on the unaudited pro forma consolidated net tangible assets of the Group attributable to owners of the Company immediately after completion of the Open Offer of approximately HK\$137,578,000 divided by 15,000,000,000 Shares in issue immediately after completion of the Open Offer.

B. ACCOUNTANT'S REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report, prepared for the sole purpose of inclusion in this prospectus, from the independent reporting accountant, Elite Partners CPA Limited.



開元信德會計師事務所有限公司
ELITE PARTNERS CPA LIMITED
Certified Public Accountants

The Board of Directors
PPS International (Holdings) Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of PPS International (Holdings) Limited (the "Company") and its subsidiaries (hereinafter collectively referred to as the "Group") by the directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the pro forma adjusted consolidated net tangible assets as at 30 June 2015 as set out on pages II-1 to II-2 of the prospectus issued by the Company. The applicable criteria on the basis of which the directors have compiled the pro forma financial information are described on section A of Appendix II of this prospectus.

The unaudited pro forma financial information has been compiled by the directors to illustrate the impact of the Open Offer on the Group's net tangible assets as at 30 June 2015 as if the transaction had been taken place at 30 June 2015. As part of this process, information about the Group's net tangible assets has been extracted by the directors from the Group's published audited consolidated financial statements as included in the annual report for the year ended 30 June 2015.

Directors' Responsibility for the unaudited Pro Forma Financial Information

The directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 13 of Appendix 1B and paragraph 31 of Chapter 7 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock exchange of Hong Kong Limited (the "GEM Listing Rules") and with reference to Accounting Guideline ("AG") 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 31(7) of Chapter 7 of the GEM Listing Rules, on the unaudited pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the unaudited pro forma financial information in accordance with paragraph 31 of Chapter 7 of the GEM Listing Rules and with reference to AG 7 "Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars" issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in a prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2015 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We make no comments regarding the reasonableness of the amount of net proceeds from the Open Offer, the application of those net proceeds, or whether such use will actually take place as described under "Reasons for the Open Offer and use of proceeds" set out on page 15 to page 16 of this prospectus.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 31(1) of Chapter 7 of the GEM Listing Rules.

Yours faithfully,

Elite Partners CPA Limited
Certified Public Accountant
Hong Kong, 24 November 2015

Siu Jimmy
Practising Certificate Number: P05898

1. RESPONSIBILITY STATEMENT

This Prospectus, 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 prospectus 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 prospectus misleading.

2. SHARE CAPITAL

- (A) The authorised and issued share capital of the Company as at the Latest Practicable Date are as follows:

<i>Authorised:</i>		<i>HK\$</i>
<u>1,000,000,000,000</u>	Shares at HK\$0.0001 each	<u>100,000,000.00</u>
<i>Issued and fully paid:</i>		
<u>10,000,000,000</u>	Shares in issue and fully paid as at the Latest Practicable Date	<u>1,000,000.00</u>

- (B) The authorised and issued share capital of the Company and immediately following completion of the Open Offer are as follows (assuming that there is no change in shareholding structure of the Company from the Latest Practicable Date up to completion of the Open Offer):

<i>Authorised:</i>		<i>HK\$</i>
<u>1,000,000,000,000</u>	Shares at HK\$0.0001 each	<u>100,000,000.00</u>
<i>Issued and fully paid:</i>		
10,000,000,000	Shares in issue and fully paid as at the Latest Practicable Date	1,000,000.00
<u>5,000,000,000</u>	Offers Shares to be issued pursuant to the Open Offer	<u>500,000.00</u>
<u>15,000,000,000</u>	Shares in issue and fully paid immediately upon completion of the Open Offer	<u>1,500,000.00</u>

As at the Latest Practicable Date, save for the outstanding Warrants, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

No capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option as at the Latest Practicable Date. All Shares in issue rank pari passu in all respects with each other including rights to dividends, voting and return of capital. There is no arrangement under which future dividends will be waived or agreed to be waived.

The issued Shares are listed and traded on GEM. None of the securities of the Company is listed, or dealt in, on any other stock exchange, nor is any listing of or permission to deal in the securities of the Company being, or proposed to be, sought on any other stock exchange.

3. DISCLOSURE OF INTERESTS

(a) Directors' and chief executive's interests in the Company

As at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) (i) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) which were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) which were required to be notified to the Company and the Stock Exchange pursuant to the Rules 5.46 to 5.67 of the GEM Listing Rules.

(b) Substantial shareholders and other persons' interests in Shares and underlying Shares

As at the Latest Practicable Date, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, the following persons (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying voting rights to vote in all circumstances at general meeting of any other member of the Group:

Aggregate long positions in the Shares or underlying Shares

Name of Shareholder	Capacity	Total number of Shares	Approximately percentage of total issued share capital of the Company as at the Latest Practicable date
Capital Business International Limited	Interest in controlled corporation	6,000,000,000	60.00%
Orient Securities Holdings Limited	Interest in controlled corporation	6,000,000,000	60.00%
Orient Securities International Holdings Limited	Interest in controlled corporation	6,000,000,000	60.00%
Orient Securities Limited	Beneficial owner	6,000,000,000	60.00%
China New Energy Power Group Limited	Interest in controlled corporation	4,466,500,000	44.67%
Zhao Han	Beneficial owner	1,200,000,000	12.00%
Gao Lili	Interest of spouse	1,200,000,000	12.00%
Wang Ying	Beneficial owner	969,472,040	9.69%

Save as disclosed above and so far as is known to the Directors or chief executive of the Company, there is no person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying rights to vote in all circumstances at general meeting of any other member of the Group.

4. DIRECTORS' SERVICE CONTRACTS

All executive Directors, non-executive Director and independent non-executive Directors are subject to retirement by rotation and re-election at the Company's annual general meeting in accordance with the Articles of Association of the Company.

As at the Latest Practicable Date, none of the Directors had entered, or proposed to enter into a service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS' INTERESTS IN ASSETS AND CONTRACTS OF THE COMPANY

As at the Latest Practicable Date, none of the Directors has or had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to member of the Group since 30 June 2015, being the date to which the latest published audited consolidated financial statements of the Group were made up.

None of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

6. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or substantial shareholders of the Company or any of their respective close associates (as defined in the GEM Listing Rules) had any interest in a business which competes or may compete with the business of the Group nor does any of them has or may have any other conflicts of interest with the Group.

7. CORPORATE INFORMATION

Board of Directors*Executive Directors*

Mr. Chan Wai Kit (*Chairman*)

Mr. Zhang Xiaozheng

Ms. Wong Chi Yan

Ms. Wang Jun

Non-executive Directors

Mr. Xu Xiaoping

Ms. Li Qingchen

Independent non-executive Directors

Mr. Chui Chi Yun, Robert

Mr. Chan Chi Tong, Kenny

Mr. Chen Kwok Wang

Mr. Chow Chun Hin, Leslie

Audit Committee

Mr. Chui Chi Yun, Robert (*Chairman*)

Mr. Chan Chi Tong, Kenny

Mr. Chen Kwok Wang

Mr. Chow Chun Hin, Leslie

Remuneration Committee

Mr. Chui Chi Yun, Robert (*Chairman*)

Mr. Chan Wai Kit

Mr. Chan Chi Tong, Kenny

Mr. Chen Kwok Wang

Mr. Chow Chun Hin, Leslie

Nomination Committee

Mr. Chui Chi Yun, Robert (*Chairman*)

Mr. Chan Wai Kit

Mr. Chan Chi Tong, Kenny

Mr. Chen Kwok Wang

Mr. Chow Chun Hin, Leslie

Registered office

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

Principle place of business in Hong Kong	24/F, SUP Tower, 75-83 King's Road North Point, Hong Kong
Company secretary	Ms. Wong Chi Yan
Authorised representatives	Mr. Chan Wai Kit Room 2302, 23/F Wah Lun House Siu Lun Court Tuen Mun Hong Kong Ms. Wong Chi Yan Flat H, 30/F Block 10, Hoi Sing Mansion Riviera Garden Tsuen Wan Hong Kong
Auditor	HLB Hodgson Impey Cheng Limited 31/F, Gloucester Tower The Landmark 11 Pedder street Central Hong Kong
Principal share registrar and transfer office	Codan Trust Company (Cayman) Limited Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands
Hong Kong branch share registrar and transfer office	Tricor Investor Services Limited Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong
Principal bankers	DBS Bank (Hong Kong) Limited G/F, The Centre 99 Queen's Road Central Central Hong Kong

8. PARTIES INVOLVED IN THE OPEN OFFER

The Company	PPS International (Holdings) Limited 24/F, SUP Tower, 75-83 King's Road North Point, Hong Kong
Underwriter	Orient Securities Limited Room 2801-4, 28/F Dah Sing Financial Centre No. 108 Gloucester Road Wanchai Hong Kong
Financial adviser to the Company	Amasse Capital Limited Room 1201, 12th Floor Prosperous Building 48-52 Des Voeux Road Central Hong Kong
Legal adviser to the Company	TANG TSO & LAU Solicitors Room 209, 2/F China Insurance Group Building 141 Des Voeux Road Central Hong Kong
Reporting accountants	Elite Partners CPA Limited Suites 2B-4A, 20th Floor Tower 5, China Hong Kong City 33 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong
Hong Kong branch share registrar and transfer office	Tricor Investor Services Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong

9. AUDIT COMMITTEE

The Company established the audit committee of the Company on 28 May 2014 with written terms of reference in compliance with Rules 5.28 to 5.29 of the GEM Listing Rules and paragraph C.3.3 of the Corporate Governance Code and Corporate Governance Report as set out in Appendix 15 of the GEM Listing Rules. The primary duties of the audit committee of the Company are mainly to make recommendation to the Board on the appointment and removal of external auditor; review the financial statements and material advice in respect of financial reporting; and oversee internal control procedures of the Company.

As at the Latest Practicable Date, the audit committee of the Company has four members comprising Mr. Chui Chi Yun, Robert, Mr. Chan Chi Tong, Kenny, Mr. Chen Kwok Wang and Mr. Chow Chun Hin, Leslie, of whom Mr. Chui Chi Yun, Robert, who has the appropriate professional qualification, has been appointed as the chairman of the audit committee of the Company.

10. LITIGATIONS

The Group may from time to time be involved in litigations concerning personal injuries by its employees or third party claimants. In the opinion of the Directors, the Group did not any significant contingent liabilities arising from these litigations at the Latest Practicable Date as all potential claims made by these employees and third party claimants are accounted for in the consolidated financial statements of the Group and covered by insurance protection.

As at the Latest Practicable Date, no member of the Group was engaged in any other litigation or claim of material importance and no other litigation or claim of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

11. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of the Group within two years immediately preceding the Latest Practicable Date:

- (i) the memorandum of understanding dated October 2014 made between Go Million Limited, Lofty East Limited and Creation Era Limited relating to the possible acquisition of not less than 51% of the issued share capital of Hong Kong Automobile Restoration Group Limited, which was terminated on 9 January 2015.
- (ii) the subscription agreement dated 29 October 2014 and supplemental agreement dated 20 November 2014 made between the Company and eight individual subscribers relating to the subscription of 2,000,000,000 Warrants at the Subscription Price of HK\$0.02 per Warrant conferring rights to subscribe for 2,000,000,000 Warrant Shares at the Exercise Price of HK\$0.166 per Warrant Share.
- (iii) the subscription agreement dated 20 November 2014 made between the Company and an individual subscriber relating to issue of the bond in a principal amount of HK\$10,000,000 which is interest bearing at the interest rate 7% per annum, unsecured and fully repayable in 7 years from the date of issue of the bond.
- (iv) the agreement for sale and purchase dated 10 March 2015 made between Go Million Limited and Ms. Shek Shuk Wah, Abby relating to the acquisition of the entire issued share capital of Elite Car Services Limited at the consideration of HK\$5,000,000.
- (v) the subscription agreement dated 21 May 2015 made between Shanghai Guangfu Cleaning Services Co., Ltd. and Viva Hero Management Limited in relation to the subscription 51% shareholding in Shanghai Guangfu Cleaning Services Co., Ltd. at the consideration of RMB10,408,163.
- (vi) the shareholder's loan agreement dated 21 May 2015 made between Shanghai Guangfu Cleaning Services Co., Ltd. and Viva Hero Management Limited in relation to the making of a shareholder's loan of RMB9,591,837 to Shanghai Guangfu Cleaning Services Co., Ltd.
- (vii) the Underwriting Agreement.

12. PARTICULAR OF DIRECTORS

Executive Directors

Mr. Chan Wai Kit (“**Mr. Chan**”), aged 32, was appointed as executive Director, chairman (the “Chairman”) of the Company, authorised representative (the “Authorised Representative”) of the Company and compliance officer with effect from 16 June 2015. Mr. Chan holds a Bachelor Degree in Information System and a Master Degree of Accounting from Curtin University of Technology, Australia. Mr. Chan is currently the international business development manager of Pearl Oriental Oil Limited (stock code: 632), a company listed on the Stock Exchange. He is also the executive Director, chairman, authorised representative and compliance officer of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM. Mr. Chan is also a financial secretary to Shenzhen – Hong Kong Youth Exchange Promotion Association Limited. Mr. Chan is currently a company secretary of Titanium Group Limited, a company quoted on OTC Bulletin Board in the US. Mr. Chan has extensive experience in IT, accounting, finance, corporate governance, strategic planning, as well as merger and acquisition.

Mr. Zhang Xiaozheng (“**Mr. Zhang**”), aged 64, has been appointed as the executive Director with effect from 19 October 2015. He is an experienced investment analyst and a project operation specialist. He obtained a bachelor’s degree of economics with a major in economic management from Guangxi University. He is currently a vice president and an executive director of Shenzhen Zhiweilong Industrial Development Company Limited. During the period from 27 May 2015 to 16 October 2015, he was appointed as an executive director of Aurum Pacific (China) Group Limited (stock code: 8148). Mr. Zhang has decades of experience in project development and management. He played a leading role in the development of several markets and commercial streets, where he gained extensive experience in resources integration, project expansion and practical management.

Ms. Wong Chi Yan (“**Ms. Wong**”), aged 34, was appointed as an executive Director, Authorised Representative and company secretary of the Company with effect from 16 June 2015. Ms. Wong holds a Bachelor of Business Administration degree in Accounting from Hong Kong Baptist University. She is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. She has extensive experiences in auditing, accounting and financing as well as merger and acquisition. Ms. Wong is the company secretary and authorized representative of U-RIGHT International Holdings Limited (stock code: 627). She is an executive director, the company secretary and the authorised representative of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM. She is also an independent non-executive director of Co-Prosperity Holidays Limited (Stock code: 707). She was an independent non-executive director of Prosten Technology Holdings Limited (stock code: 8026) during the period 25 June 2015 to 8 October 2015.

Ms. Wang Jun (“**Ms. Wang**”) was appointed as an executive Director with effect from 12 November 2015. Ms. Wang, aged 35, has extensive experience in corporate management and investment management. She graduated from Peking University in the People’s Republic of China (the “PRC”) with a diploma in computer information management in 2003. During the period from March 2000 to June 2011, she worked in 北京市電勝達工貿有限公司 (Beijing Dianshengda Trade and Industry Company Limited*), a company principally engaged in sales and assembly of electronic communication systems, with her last position as the general manager. Since June 2011, she has been one of the partners of 北京思倍泰創業投資中心 (有限合伙) (Beijing Sibeitai Venture Capital Center (Limited Partnership)*), a partnership principally engaged in investment in environmental industry.

Non-executive Directors

Mr. Xu Xiaoping (“**Mr. Xu**”), aged 50, was appointed as a non-executive Director with effect from 22 October 2015. He is an experienced management personnel. Mr. Xu started his career in 1989 and has served in 深華貿易有限公司 (Shen Hua Trading Limited), 天奇電子有限公司 (Tian Qi Electrons Limited), which were companies carrying on the business of online banking services in the People’s Republic of China (the “PRC”). Mr. Xu has also acted as the chairman of the board of directors of 深圳市奔翔物流有限公司 (Shenzhen Ben Xiang Logistics Limited), a company carrying on the business of air cargo services in the PRC. He is an independent non-executive director of Prosten Technology Holdings Limited (Stock Code: 8026), a Company listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited. Mr. Xu is currently the investor of 嘉興友本投資合夥企業 (Jia Xing You Ben Investment Partnership), which is engaged in the venture capital business.

Ms. Li Qingchen (“**Ms. Li**”) was appointed as a non-executive Director with effect from 12 November 2015. Ms. Li, aged 44, has extensive experience in financial management. She graduated from 中央廣播電視大學 (The Open University of China*) in the PRC with a diploma in accounting in 2006. She was a partner of 北京易安會計師事務所 (Beijing Yian Accountants Firm*) an accountants’ firm in the PRC, during the period from 1995 to 2001. From 2001 to 2006, she was appointed as the audit manager by 精與誠會計師事務所有限責任公司 (Elite & Honor Accountant Limited Company*), a company principally engaged in auditing, accounting, registered capital verification and valuation. Since August 2006, she has been appointed as the financial controller of 北京永信利恆財務顧問有限公司 (Beijing Yongxin Liheng Financial Consultation Company Limited*), a company principally engaged in investment, financial advisers and corporate management in the PRC.

Independent non-executive Directors

Mr. Chui Chi Yun, Robert (“**Mr. Chui**”), aged 58, was appointed as independent non-executive Director, chairman of audit committee (the “Audit Committee”) of the Company, chairman of Remuneration Committee and chairman of nomination committee (the “Nomination Committee”) of the Company with effect from 16 June 2015. He is a practising Certified Public Accountant in Hong Kong and has worked in the accounting industry for 35 years. He has obtained a Bachelor’s degree in Commerce (Major in Accounting) from Concordia University and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Mr. Chui is an independent non-executive director of each of Tse Sui Luen Jewellery (International) Limited (stock code: 417), National Arts Entertainment and Culture Group Limited (stock code: 8228), Wing Lee Property Investments Limited (stock code: 864), Aurum Pacific (China) Group Limited (stock code: 8148) and is a non-executive director of Addchance Holdings Limited (stock code: 3344), all of which are listed on the Stock Exchange. He is currently the Commissioner of the Hong Kong Road Safety Patrol and a member of the Road Safety Campaign Committee of the Road Safety Council. He is also a director of a number of private companies and associations.

Mr. Chow Chun Hin Leslie (“**Mr. Chow**”) was appointed as an independent non-executive director of the Company with effect from 23 September 2015. Mr. Chow, aged 32, possesses extensive experience in accounting and finance industry. He graduated from the University of California, Santa Barbara in the United States with a bachelor of arts degree in business economics in September 2005. From October 2005 to March 2009, Mr. Chow worked in Deloitte & Touche LLP in the United States with last position as audit senior. From May 2009 to April 2011, Mr. Chow worked as a manager in Albeck Financial Services, a financial consulting firm in the United States. In May 2011, Mr. Chow became a managing director in Albeck Financial Services and was promoted to be a partner in March 2014, mainly responsible for technical Generally Accepted Accounting Principles consulting, Sarbanes Oxley compliance and document preparation for United States listed companies located in the PRC. Since June 2015, Mr. Chow has been appointed an independent non-executive director of Golden Power Group Holdings Limited, a Hong Kong listed company with (stock code: 8038). He is a certified public accountant of American Institute of Certified Public Accountants.

Mr. Chen Kwok Wang (“**Mr. Chen**”), aged 52, was appointed as an independent non-executive Director with effect from 19 November 2014. Mr. Chen, obtained a Master of Business Administration degree from the University of Hong Kong in 1997 and a Master of Laws from Renmin University of China in 2006. Mr. Chen has been admitted as a solicitor of the High Court in 2005 and has been a partner of Messrs. Patrick Mak & Tse since August 2010. Before that, Mr. Chen has worked at the regulation division of the Stock Exchange since October 1993 to December 2000 and his last position was senior manager. Mr. Chen has worked as manager of the intermediaries supervision of Securities and Futures Commission from January 2001 to September 2002. Mr. Chen is also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chen is currently an independent non-executive director of Fujian Start Group Co., Ltd (福建實達集團有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600734) and an independent non-executive director of Wai Chi Holdings Company Limited, a company listed on the main board of the Stock Exchange (stock code: 1305).

Mr. Chan Chi Tong, Kenny (“**Mr. Chan**”), aged 56, was appointed as an independent non-executive Director of the Company with effect from 26 September 2014. He 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.

13. MISCELLANEOUS

- (i) The company secretary of the Company is Ms. Wong Chi Yan. She is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators.
- (ii) The business address of all Directors is 24/F, SUP Tower, 75-83 King's Road, North Point, Hong Kong.
- (iii) The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business in Hong Kong is located at 24/F, SUP Tower, 75-83 King's Road, North Point, Hong Kong. The principal share registrar and transfer office of the Company is Codan Trust Company (Cayman) Limited at Cricket Square, Hutchins Drive P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands.
- (iv) The Hong Kong branch share registrar and transfer office of the Company is Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
- (v) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (vi) The English text of this prospectus shall prevail over the Chinese text.

14. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinion or advice contained in this prospectus:

Name	Qualification
Elite Partners CPA Limited	Certified Public Accountants in Hong Kong

Elite Partners CPA Limited has given and not withdrawn its written consent to the issue of this prospectus with the inclusion of its report and references to its name in the form and context in which it appear.

Elite Partners CPA Limited does not have any shareholding in any company in the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any company in the Group.

Elite Partners CPA Limited does not have or had any direct or indirect interest in any assets which have been acquired or disposed of by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group since 30 June 2015, being the date to which the latest published audited consolidated financial statements of the Group were made up.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

A copy of this prospectus, together with a copy of the Application Form and the written consent referred to in the paragraphs headed "Expert and Consent" in this appendix have been delivered to the Registrar of Companies in Hong Kong for registration as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

16. LEGAL EFFECT

The Prospectus Documents and all acceptance of any offer or application contained therein are governed by and shall be construed in accordance with the laws of Hong Kong. The Prospectus Documents shall have the effect, if an application is made pursuant hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

17. EXPENSES

The expenses in connection with the Open Offer, including financial advisory fees, underwriting commission, printing, registration, translation, legal and accountancy charges and other related expenses, are estimated to amount to approximately HK\$2,470,000 and are payable by the Company.

18. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the principal place of business of the Company at 24/F, SUP Tower, 75-83 King's Road, North Point, Hong Kong during normal business hours on any weekday other than public holidays from the date of this prospectus, up to and including the Latest Time for Acceptance:

- (i) the memorandum and articles of association of the Company;
- (ii) the material contracts referred to in the paragraph headed "Material Contracts" in this appendix;
- (iii) the annual reports of the Company for each of the three financial years ended 30 June 2013, 2014 and 2015;
- (iv) the accountants' report on the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this prospectus;
- (v) the service contracts as referred to in the paragraph headed "Directors' Service Contracts" in this appendix;
- (vi) the written consent of the expert referred to in the section headed "Expert and Consent" in this appendix; and
- (vii) the Prospectus Documents.