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PPS International (Holdings) Limited

寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8201)

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the Articles with a view to bringing the existing Articles in line with (i) the new Companies Ordinance, Chapter 622 of the Laws of Hong Kong; and (ii) the amendments of GEM Listing Rules whereby, among other things, (a) the definition of “associate” in Chapter 1 of the GEM Listing Rules is renamed as “close associate”; and (b) all other general meetings (including an extraordinary general meeting) must be called by notice of not less than 14 clear days and not less than 10 clear business days.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the forthcoming AGM.

A circular to the Shareholders containing, among others, details of the Proposed Amendments to the Articles, together with a notice of the AGM will be deputed to the Shareholders as soon as possible.

PROPOSED AMENDMENTS TO THE ARTICLES

The board (the “**Board**”) of the directors (the “**Directors**”) of PPS International (Holdings) Limited (the “**Company**”) proposes to amend the Articles (the “**Articles**”) of Association of the Company (the “**Proposed Amendments**”) with a view to bringing the existing Articles of Associations in line with (i) the new Companies Ordinance, Chapter 622 of the Laws of Hong Kong (the “**New Companies Ordinance**”); and (ii) the amendments of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM Listing Rules**”) of The

Stock Exchange of Hong Kong Limited whereby, among other things, (a) the definition of “associate” in Chapter 1 of the GEM Listing Rules is renamed as “close associate”; and (b) all other general meetings (including an extraordinary general meeting) must be called by notice of not less than 14 clear days and not less than 10 clear business days.

The Proposed Amendments are subject to the approval of the shareholders (the “**Shareholders**”) of the Company by way of a special resolution at the forthcoming annual general meeting (the “**AGM**”) to be held on 30 December 2015.

The major Proposed Amendments are set out below:

1. to insert the definition of “close associate”, and change the words “associate” and “associates” to “close associate” and “close associates” respectively in the Articles in order to follow the amendment of Appendix 3 of the GEM Listing Rules which disallows a director to vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates has a material interest or be counter in the quorum present at the meeting;
2. to update an existing provision in the Articles of Association in order to reflect the changes in the GEM Listing Rules relating to the notice of convening all other general meetings (including an extraordinary general meeting);
3. to insert a provision in order to give flexibility to the Company to remove a director at the Board’s level; and
4. to update an existing provision in the Articles in order to reflect the changes in the New Companies Ordinance relating to fair dealing by Directors.

The legal advisors to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the Proposed Amendments comply with the requirements of the GEM Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments to the Articles.

CIRCULAR

A circular to the Shareholders containing, among others, details of the Proposed Amendments to the Articles, together with a notice of the AGM will be depatched to the Shareholders as soon as possible.

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

Hong Kong, 25 November 2015

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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