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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)**

**ANNOUNCEMENT PURSUANT TO  
RULE 3.8 OF THE TAKEOVERS CODE  
UPDATE OF NUMBER OF THE RELEVANT SECURITIES  
IN ISSUE OF THE COMPANY**

This announcement is made by PPS International (Holdings) Limited (the “**Company**”) pursuant to Rule 3.8 of the Takeovers Code.

Reference is made to the joint announcement issued by the Company and Wui Wo Enterprise Limited dated 3 October 2016 pursuant to Rule 3.5 of the Takeovers Code (the “**Joint Announcement**”) in relation to, among other things, the Offers and the announcement of the Company dated 11 October 2016 pursuant to Rule 3.8 of the Takeovers Code in respect of the update of number of Share Options (the “**Supplement Announcement**”). Capitalised terms used herein have the same meanings as those defined in the Joint Announcement unless otherwise specified.

**UPDATE ON THE NUMBER OF RELEVANT SECURITIES**

As disclosed in the Joint Announcement and updated in the Supplement Announcement, there were outstanding Share Options entitling the Optionholder(s) to subscribe for 57,500,000 Shares. The Share Options were unlisted options granted by the Company in accordance with the share option scheme adopted by the Company on 28 May 2013. The exercisable period for

20,000,000 Share Options is from 14 December 2015 to 10 December 2025 (“**Tranche A**”) and the exercisable period for 37,500,000 Share Options is from 16 December 2015 to 10 December 2025 (“**Tranche B**”). These 57,500,000 Share Options entitled the Optionholder(s) to subscribe for up to 57,500,000 Shares at an exercise price of HK\$0.23 per Share Option.

As an employee of the Group who was one of the Optionholders has ceased to be employed by the Group, a total of 10,000,000 outstanding Share Options in Tranche A held by such former employee lapsed on 17 October 2016, pursuant to the terms of the share option scheme. Accordingly, the aggregate number of outstanding Share Options (both Tranche A and Tranche B) has been further reduced from 57,500,000 to 47,500,000.

As at the date of this announcement, there are 1,800,000,000 Shares in issue. Save as aforesaid, there have been no other changes in the number of outstanding securities of the Company and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in issue as at the date of this announcement.

## **DEALING DISCLOSURES**

In accordance with Rule 22 of the Takeovers Code, associates of the Company (including shareholders of the Company having interests of 5% or more in the relevant securities of the Company) are hereby reminded to disclose their dealings in the securities of the Company pursuant to the requirements of the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

By Order of the Board  
**PPS International (Holdings) Limited**  
**Ye Jingyuan**  
*Chief Executive Officer and Executive Director*

Hong Kong, 17 October 2016

*As at the date of this announcement, the Company has (i) three executive Directors, namely Mr. Ye Jingyuan (Chief Executive Officer), Ms. Ding Pingying and Mr. Tse Man Yiu; and (ii) three independent non-executive Directors, namely Mr. Chui Chi Yun, Robert, Mr. Huang Ke and Mr. Kwong Tsz Ching, Jack.*

*All Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

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

*This announcement will remain on the “Latest Company Announcements” page of the GEM website for at least seven days from the date of publication and on the Company’s website at <http://www.hkpps.com.hk/en/investor-relations/>.*

*In the case of inconsistency, the English text of this announcement shall prevail over the Chinese text.*