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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)**

**Wui Wo Enterprise Limited**

**匯和企業有限公司**

*(Incorporated in the British Virgin  
Islands with limited liability)*

**JOINT ANNOUNCEMENT  
DESPATCH OF COMPOSITE DOCUMENT  
IN RELATION TO THE  
MANDATORY CONDITIONAL CASH OFFERS BY  
LAMTEX SECURITIES LIMITED  
ON BEHALF OF THE OFFEROR  
TO ACQUIRE ALL THE ISSUED SHARES OF  
PPS INTERNATIONAL (HOLDINGS) LIMITED AND  
CANCEL ALL OUTSTANDING SHARE OPTIONS OF  
PPS INTERNATIONAL (HOLDINGS) LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR  
AGREED TO BE ACQUIRED BY  
THE OFFEROR AND MR YU WEIYE)**

**Financial adviser to the Offeror**

**ROYAL EXCALIBUR**  
CORPORATE FINANCE COMPANY LIMITED

**Offer agent to the Offeror**



LAMTEX Securities Ltd.  
林達證券有限公司

**Financial adviser to the Company**



**Shinco Capital Limited**

## **DESPATCH OF COMPOSITE DOCUMENT**

The Composite Document, together with the Forms of Acceptance, containing, among others, (i) detailed terms and conditions of the Offers; (ii) the expected timetable in respect of the Offers; (iii) the letter from Lamtex; (iv) the letter from the Board; (v) the letter from the Independent Board Committee; and (vi) the letter from the Independent Financial Adviser in respect of the Offers have been despatched to the Independent Shareholders and the Optionholders on Friday, 28 October 2016 in accordance with the Takeovers Code.

**Independent Shareholders and Optionholders are strongly advised to read the Composite Document carefully, including the letter from the Independent Board Committee and the advice from the Independent Financial Adviser before deciding whether or not to accept the Offers.**

**The Offers may or may not become unconditional. Independent Shareholders, Optionholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional adviser.**

**The respective associates (including a person who owns or controls 5% or more of any class of relevant securities) of the Offerors and the Company are reminded to disclose their dealings in the securities of the Company in accordance with Rule 22 of the Takeovers Code.**

## INTRODUCTION

References are made to the joint announcements dated 3 October 2016 and 24 October 2016, issued by PPS International (Holdings) Limited (the “**Company**”) and Wui Wo Enterprise Limited (the “**Offeror**”) and the composite document dated 28 October 2016, jointly issued by the Company and the Offeror (the “**Composite Document**”). Capitalised terms used herein shall have the same meanings as those defined in the Composite Document, unless the context herein requires otherwise.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document, together with the Forms of Acceptance, containing, among others, (i) the detailed terms and conditions of the Offers; (ii) the expected timetable in respect of the Offers; (iii) the letter from Lamtex; (iv) the letter from the Board; (v) the letter from the Independent Board Committee; and (vi) the letter from the Independent Financial Adviser to the Independent Board Committee in respect of the Offers have been despatched to the Independent Shareholders and the Optionholders on Friday, 28 October 2016 in accordance with the Takeovers Code.

### Expected Timetable of the Offers

Set out below is the expected timetable of the Offers as extracted from the Composite Document. The timetable set out below is indicative only and is subject to changes. Further announcement(s) will be made jointly by the Company and the Offerors in the event of any changes to the timetable as and when appropriate.

All references to dates and times contained in this joint announcement refer to Hong Kong dates and times.

Despatch date of the Composite Document and  
the accompanying Form(s) of Acceptance and  
commencement of the Offers (*Note 1*) ..... Friday, 28 October 2016

Latest time and date for acceptance of the Offers  
on the Offers Closing Date (*Note 2*) ..... 4:00 p.m. on Friday,  
18 November 2016

Offers Closing Date (*Note 2*) ..... Friday, 18 November 2016

Announcement of the results of the Offers on  
the website of the Stock Exchange (*Note 2*) ..... by 7:00 p.m. on Friday,  
18 November 2016

Latest date of posting of remittances in respect of valid acceptances received under the Offers by the Offers Closing Date (assuming the Offers become or are declared unconditional on such date) (*Note 3*) ..... Tuesday, 29 November 2016

Latest time and date for the Offers to remain open for acceptance (assuming the Offers become or are declared unconditional on the Offers Closing Date) (*Note 4*) ... 4:00 p.m. on Friday, 2 December 2016

Final closing date of the Offers if the Offers become or are declared unconditional on the Offers Closing Date ..... Friday, 2 December 2016

Latest date of posting of remittances in respect of valid acceptances received under the Offers on or by 4:00 p.m. on Friday, 2 December 2016, being the latest date on which the Offers remain open for acceptances (assuming the Offers become or are declared unconditional in all respects on the Offers Closing Date) (*Notes 3 and 4*) ..... Tuesday, 13 December 2016

Latest date by which the Offers can be declared unconditional as to acceptances (*Note 5*) ..... Wednesday, 28 December 2016

*Notes:*

- (1) The Offers, which are conditional, are made on Friday, 28 October 2016, the date of the Composite Document, and are capable of acceptance on and from that date until the Offers Closing Date unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. Acceptances of the Offers shall be irrevocable and not capable of being withdrawn, except in the circumstances set out in the section headed “7. Right of Withdrawal” in Appendix I to the Composite Document.
- (2) In accordance with the Takeovers Code, the Offers must remain open for acceptance for at least 21 days following the date on which the Composite Document is posted. The Offers will be closed at 4:00 p.m. on the Offers Closing Date unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. An announcement will be jointly issued by the Company and the Offeror through the website of the Stock Exchange by 7:00 p.m. on the Offers Closing Date stating the results of the Offers and whether the Offers have been revised, extended or expired or have become or are declared unconditional in all respects. In the event that the Offeror decides that the Offers will remain open, the announcement will state the next closing date of the Offers or that the Offers will remain open until further notice. In the latter case, at least 14 days’ notice in writing will be given, before the Offers are closed, to those Independent Shareholders and Optionholders who have not accepted the Offers. An acceptor of the Offers

shall be entitled to withdraw his acceptance after 21 days from the first closing date of the Offers if the Offers have not by then become unconditional as to acceptances. However, this entitlement to withdraw shall only be exercisable until such time as the Offers become or are declared unconditional as to acceptances. For further details, please refer to Appendix I to the Composite Document. If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal in force on the Offers Closing Date and (i) not cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be postponed to 4:00 p.m. on the next Business Day which does not have either of those warnings in force in Hong Kong or such other day as the Executive may approve; or (ii) cancelled in time for trading on the Stock Exchange to resume in the afternoon, the time and date of the close of the Offers will be the same day, i.e. 4:00 p.m. on the Offers Closing Date.

- (3) Remittances in respect of acceptance of the Offers (after deducting the seller’s ad valorem stamp duty) will be made as soon as possible but in any event within seven Business Days (as defined under the Takeovers Code) of (i) the date on which the duly completed acceptance of the Offers and the relevant documents of title of the Shares or the Share Options (as the case may be) in respect of such acceptances are received by or for the Offeror to render each such acceptance of any of the Share Offer and the Option Offer complete and valid or (ii) the date on which the Offers become or are declared unconditional in all respects, whichever is the later. Remittances in respect of acceptance of the Offers will be despatched to the accepting Independent Shareholders/the Optionholders by ordinary post at their own risk.
- (4) In accordance with the Takeovers Code, where the Offers become or are declared unconditional in all respect, the Offers should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days’ notice in writing must be given before the Offers are closed to the Independent Shareholders and Optionholders who have not accepted the Offers. The Offeror has the right, subject to the Takeovers Code, to extend the Offers until such date as it may determine or as permitted by the Executive. The Option Offer is conditional upon Share Offer becoming or being declared unconditional in all respect and will remain open for as long as the Share Offer remains open for acceptance.
- (5) In accordance with the Takeovers Code, except with the consent of the Executive, the Offers may not become or be declared unconditional in all respects after 7:00 p.m. on Wednesday, 28 December 2016, being the 60th day after the day on which the Composite Document was posted. Where a period laid down by the Takeovers Code ends on a day which is not a Business Day, the period is extended until the next Business Day. Accordingly, unless the Offers have previously become or are declared unconditional as to acceptances, the Offers will lapse after 7:00 p.m. on Wednesday, 28 December 2016, unless extended with the consent of the Executive.

Save as mentioned above, if the latest time for the acceptance of the Offers and the posting of remittances do not take effect on the date and time as stated above, the other dates mentioned above may be affected. The Offeror and the Company will notify the Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

## IMPORTANT

**Independent Shareholders and Optionholders are strongly advised to read the Composite Document carefully, including the letter from the Independent Board Committee and the letter from the Independent Financial Adviser to the Independent Board Committee before deciding whether or not to accept the Offers.**

**Shareholders, Optionholders and/or potential investors of the Company should note that the Offers are subject to the satisfaction of a condition as disclosed in the section headed “Condition to the Offers” in the letter from Lamtex of the Composite Document. The Offers may or may not become unconditional. Independent Shareholders, Optionholders and/or potential investors of the Company should exercise caution when dealing in the securities of the Company (including the Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional adviser.**

**The respective associates (including a person who owns or controls 5% or more of any class of relevant securities) of the Offerors and the Company are reminded to disclose their dealings in the securities of the Company in accordance with Rule 22 of the Takeovers Code.**

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

By Order of the Board  
**Wui Wo Enterprise Limited**  
**Yu Shaoheng**  
*Director*

Hong Kong, 28 October 2016

*As at the date of this joint 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.*

*This joint 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 joint announcement (other than the information relating to the Offeror and parties acting in concert with it) 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 joint announcement misleading.*

*The Director jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and parties acting in concert with it) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Offeror and parties acting in concert with it) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the sole director of the Offeror is Mr. Yu Shaoheng.*

*The sole shareholder, Mr. Yu Weiye, and the sole director of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group, the Seller and parties acting in concert with any of them) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than the opinions expressed by the Group, the Seller and parties acting in concert with any of them) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*This joint announcement will remain on the “Latest Company Announcements” page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for at least seven days from the date of its posting and on the website of the Company at <http://www.hkpps.com.hk/en/investor-relations>.*

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