

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

If you have sold or transferred all your shares in PPS International (Holdings) Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

- (1) PROPOSED GRANT OF GENERAL MANDATE
TO ALLOT AND ISSUE NEW SHARES AND
REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT; AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Leighton Room, 1/F, Clubhouse Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on 5 December 2016 at 11:00 a.m. is set out on pages 22 to 27 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

Whether or not you are able to attend the annual general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for seven days from the date of its publication and on the website of the Company at www.hkpps.com.hk.

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

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DEFINITIONS

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

“2015 AGM”	the annual general meeting of the Company convened and held on 30 December 2015
“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held at Leighton Room, 1/F, Clubhouse Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on 5 December 2016 at 11:00 a.m.
“Articles” or “Articles of Association”	the articles of association of the Company, and the “Article” shall mean an article of the Articles of Association
“Board”	the Board of Directors of the Company
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Company”	PPS International (Holdings) Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (Stock Code: 8201)
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	1 November 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“Scheme Mandate Limit”	the maximum number of the Shares which may be issued upon exercise of all the Share Options to be granted under the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Share Option(s)”	a right to subscribe for the Shares granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 28 May 2013
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.



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. Ye Jingyuan (*Chief Executive Officer*)

Ms. Ding Pingying

Ms. Mui Fong

Mr. Tse Man Yiu

Mr. Yu Shaoheng

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Chui Chi Yun, Robert

Mr. Huang Ke

Mr. Kwong Tsz Ching, Jack

*Head office and principal place of
business in Hong Kong:*

24/F., SUP Tower

75-83 King's Road, North Point

Hong Kong

4 November 2016

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ALLOT AND ISSUE NEW SHARES AND
REPURCHASE SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS;**
- (3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT; AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the proposed granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the proposed re-election of Directors; and (iii) the proposed refreshment of the Scheme Mandate Limit.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the proposed granting of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors, the proposed refreshment of the Scheme Mandate Limit and the notice of AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate, the General Mandate, to allot, issue and deal with unissued Shares or underlying Shares (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with the Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 1,800,000,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares will be issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 360,000,000 Shares based on the number of the Shares in issue as at the Latest Practicable Date.

Repurchase Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate to repurchase Shares, the Repurchase Mandate, on GEM of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 180,000,000 Shares based on the number of the Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Article 84(1) of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years.

According to Article 84(2) of the Articles, a Director subject to retirement shall include any Director who wishes to retire and not to offer himself for re-election. It further provides that a retiring Director shall be eligible for re-election and any Directors so to retire shall be those of the Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining the number of Directors who are subject to the retirement by rotation.

According to Article 83(3) of the Articles, any Directors appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the first general meeting of the Shareholders after his appointment (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an addition to the Board), and shall then be eligible for re-election at the general meeting.

In accordance with Article 84(1) and 84(2) of the Articles, Mr. Chui Chi Yun, Robert, shall retire from office by rotation at the AGM. Mr. Chui Chi Yun, Robert, will offer him for re-election as an independent non-executive Director.

LETTER FROM THE BOARD

In accordance with Article 83(3) of the Articles, Mr. Ye Jingyuan, Ms. Ding Pingying, Mr. Tse Man Yiu, Mr. Huang Ke and Mr. Kwong Tsz Ching, Jack, were appointed to fill casual vacancy, they shall hold office until the first general meeting of the Shareholders and be eligible for re-election. Ms. Mui Fong and Mr. Yu Shaoheng were appointed as addition to the Board, they shall hold office until the next following annual general meeting of the Company and be eligible for re-election. As such, each of Mr. Ye Jingyuan, Ms. Ding Pingying, Ms. Mui Fong, Mr. Tse Man Yiu and Mr. Yu Shaoheng will offer himself for re-election as executive Directors. Each of Mr. Huang Ke and Mr. Kwong Tsz Ching, Jack, will offer himself for re-election as independent non-executive Directors.

Pursuant to Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any Directors proposed to be re-elected in the notice or accompanying circular to its Shareholders of the relevant general meeting, if such re-election and appointment is subject to Shareholders' approval at the relevant general meeting. The requisite details of the above Directors subject to re-election are set out in Appendix II to this circular.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

Pursuant to the Rule 23.03(3) of the GEM Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all Share Options to be granted under the Share Option Scheme and any other schemes of the Company must not exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the rules of the Share Option Scheme. The current Scheme Mandate Limit was last refreshed at the 2015 AGM, which allow the Board to grant the Share Options for subscription of up to 150,000,000 Shares. No Share Options have been granted under the current Scheme Mandate Limit.

Apart from the Share Option Scheme, there is no other share option scheme as at the Latest Practicable Date.

Since the date of the adoption of the Share Option Scheme up to the Latest Practicable Date, the Company has granted 100,000,000 Share Options, of which (i) 47,500,000 Share Options remains outstanding entitling the holders thereof to subscribe for 47,500,000 Shares, representing approximately 2.6% of the total number of shares in issue as at the Latest Practicable Date; and (ii) 52,500,000 Share Options have been lapsed. Since the date of the adoption of the Share Option Scheme, no Share Options granted was exercised or cancelled. The current Scheme Mandate Limit has yet been utilized.

As at the Latest Practicable Date, the total number of Shares in issue is 1,800,000,000. Assuming no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the total number of the Shares in issue as at the date of the AGM will be 1,800,000,000 Shares. If the Scheme Mandate Limit is refreshed at the forthcoming AGM, the Board will be able to grant Share Options for subscription of up to 180,000,000 Shares, being 10% of the Shares in issue as at the date of the AGM date.

LETTER FROM THE BOARD

The Board wishes to maximize the flexibility in making grants of the Share Options under the Share Option Scheme. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole as it enables the Company to provide incentives or rewards to participants for their contribution to the Group.

Pursuant to note 2 to Rule 23.03(3) of the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time must not exceed 30% of the Shares in issue from time to time. No Share Options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit such that the total number of Shares which may be issued upon exercise of all Share Options to be granted under the refreshed Scheme Mandate Limit must not exceed 10% of the total number of the Shares in issue as at the date of approval of the refreshed Scheme Mandate Limit.

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares (representing 10% of the Shares in issue as at the date of passing the relevant resolution at the AGM) to be issued pursuant to the exercise of any Share Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of the Share Options that may be granted under the refreshed Scheme Mandate Limit.

AGM

A notice convening the AGM to be held at Leighton Room, 1/F, Clubhouse Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on 5 December 2016 at 11:00 a.m. is set out on pages 22 to 27 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors and the proposed refreshment of the Scheme Mandate Limit.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the

LETTER FROM THE BOARD

Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate), the Repurchase Mandate, the proposed re-election of Directors and the proposed refreshment of the Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
On behalf of the Board
PPS International (Holdings) Limited
Ye Jingyuan
Chief Executive Officer and Executive Director

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 1,800,000,000 Shares in issue as at the Latest Practicable Date, would result in 180,000,000 Shares (representing 10% of the issued share capital of the Company as at the date of the forthcoming AGM) being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase of Shares may only be paid out of the profits of the Company or from sums standing to the credit of the Company's share premium account or out of the proceeds of a fresh issue of the Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may be paid out of the profits of the Company or out of the share premium account or out of capital subject to and in accordance with the laws of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 30 June 2016) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to make purchases in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

6. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

Directors and the chief executives' interests and short positions in shares, underlying shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, save as disclosed below, none of the Directors and chief executive of the Company had any interests and short positions in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) 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 which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required, pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by the Directors to be notified to the Company and the Stock Exchange.

Name of Director	Capacity	Number of the Shares	Approximate % of interest
Mui Fong (<i>Note</i>)	Interests of spouse	648,141,000	36.01

Note: As at the Latest Practicable Date, Mr. Yu Weiye beneficially, directly and indirectly, owns 648,141,000 Shares, representing approximately 36.01% of the total issued share capital of the Company. Ms. Mui Fong is the wife of Mr. Yu Weiye, according to Part XV of the SFO, Ms. Mui Fong is deemed to be interested in the 648,141,000 Shares held by Mr. Yu Weiye.

Substantial shareholders and other persons' interests and short positions in shares, underlying shares and securities of the Company.

As at the Latest Practicable Date, so far as was known to the Directors, the following persons (other than the Directors or chief executive of the Company) had, or were deemed to have, interests or short positions in the Shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

Name	Capacity and nature of interest	Number of Shares	Approximate % of interest
Yu Weiye (<i>Note 1</i>)	Beneficial owner	378,976,000	21.05
	Interest of controlled corporation	269,165,000	14.95
Wui Wo Enterprise Limited (<i>Note 1</i>)	Beneficial owner	269,165,000	14.95
Mui Fong (<i>Note 1</i>)	Interests of spouse	648,141,000	36.01
Zhao Han (<i>Note 2</i>)	Beneficial owner	120,000,000	6.67
Gao Lili (<i>Note 2</i>)	Interests of spouse	120,000,000	6.67
Chung Kam Lau	Beneficial owner	107,190,000	5.96

Note 1: Mr. Yu Weiye beneficially owned 648,141,000 Shares, of which 269,165,000 Shares were owned by Wui Wo Enterprise Limited which in turn was wholly owned by Mr. Yu Weiye. Ms. Mui Fong, the wife of Mr. Yu Weiye, is deemed to be interested in 648,141,000 Shares held by Mr. Yu Weiye under Part XV of the SFO.

Note 2: Ms. Gao Lili is the spouse of Mr. Zhao Han. Ms. Gao Lili is deemed to be interested in 6.67% interests in the share capital of the Company under the SFO.

Save as disclosed above and so far as is known to the Directors, there is no other 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 which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

On the basis that the issued share capital of the Company remains unchanged up to date of the AGM, in the event that the Repurchase Mandate is exercised in full, the aggregate shareholding percentage of Mr. Yu Weiye together with Wui Wo Enterprise Limited, a wholly owned company of Mr. Yu, would be increased to 40.01%. Such resulting increase in the shareholdings of the above Shareholders will give rise to an obligation on any such Shareholder to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code.

Save as aforesaid, the Director are not aware of any other consequences which will give rise under the Takeovers Code as a result of the exercise of the power in full under the Repurchase Mandate.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

7. NO PURCHASES OF SHARES BY THE COMPANY

The Company has not purchased any of its Shares (whether on GEM or otherwise) in the previous six months preceding the Latest Practicable Date.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined under the GEM Listing Rules), have any present intention to sell any of the Shares to the Company if the Repurchase Mandate is approved and granted.

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that it has a present intention to sell any of the Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

9. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during the months from October 2015 to the Latest Practicable Date were as follows:

	Highest per Share (HK\$)	Lowest per Share (HK\$)
2015		
October (<i>Note</i>)	0.4	0.21
November	0.36	0.19
December (<i>Note</i>)	0.28	0.21
2016		
January (<i>Note</i>)	–	–
February (<i>Note</i>)	0.24	0.15
March	0.18	0.101
April	0.118	0.08
May	0.119	0.093
June	0.146	0.094
July	0.133	0.107
August	0.128	0.099
September (<i>Note</i>)	0.124	0.106
October (<i>Note</i>)	0.158	0.121
November (up to the Latest Practicable Date)	0.126	0.126

Note: The trading of the Shares was suspended (i) during the period from 2 October 2015 to 15 October 2015; (ii) on 9 December 2015; (iii) during the period from 15 December 2015 to 16 February 2016; and (iv) during the period 27 September 2016 to 3 October 2016.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical and other details of the Directors standing for re-election at the AGM as required by the GEM Listing Rules are set out below:

Executive Directors

Mr. Ye Jingyuan (“Mr. Ye”)

Mr. Ye Jingyuan, aged 34, was appointed as executive Director, chief executive officer, authorised representative (the “**Authorised Representative**”) of the Company, a member of the remuneration committee (the “**Remuneration Committee**”) and a member of the nomination committee (the “**Nomination Committee**”) of the Company with effect from 20 June 2016. Mr. Ye holds a Bachelor’s degree in Mathematics, Operational Research, Statistics and Economics from University of Warwick, United Kingdom in 2005 and a Master’s degree in Applied Statistics from University of Oxford, United Kingdom in 2006. He is a chartered financial analyst of the Chartered Financial Analyst Institute. During the period from November 2007 to June 2016, he was served as a vice president at Bank of America Merrill Lynch, London. From August 2006 to October 2007, he was served as an associate accountant at Ernst & Young LLP, London. He has extensive experience in private and public equity transactions, risk and portfolio managements.

Save as disclosed above, Mr. Ye does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Ye does not have any interest in the Shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there is no service contract between Mr. Ye and the Company and he was not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly director fee of HK\$50,000 and a monthly salary of HK\$70,000. The emoluments to Mr. Ye will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Mr. Ye is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Ye pursuant to any of the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Ding Pingying (“Ms. Ding”)

Ms. Ding Pingying, aged 39, was appointed as executive Director of the Company with effect from 1 June 2016. Ms. Ding has extensive experience in business administration, management and operation in the People’s Republic of China. Ms. Ding served as the general manager of 常德國際大酒店 (Changde International Hotel*) in Hunan from 2005 to 2008 and the general manager of 深圳市登喜路酒店管理有限公司 (Dayhello Hotel Management Limited*) in Shenzhen from 2008 to 2013. During the period from 25 June 2015 to 26 February 2016, Ms. Ding was appointed as an executive director of Prosten Technology Holdings Limited (stock code: 8026), a company listed on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). Since 2013, Ms. Ding has also been serving as the director and the general manager of 深圳市義烏小商品市場管理有限公司 (Shenzhen Yiwu Small Commodity Market Management Limited*), which was acquired by the Company in April 2016.

Save as disclosed above, Ms. Ding does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and she does not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Ding does not have any interest in the Shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there is no service contract between Ms. Ding and the Company and she was not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$20,000. The emoluments to Ms. Ding will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to her duties and responsibilities with the Company and the market benchmark.

Ms. Ding is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules.

Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Ms. Ding pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the shareholders of the Company.

* for identification purpose only

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Ms. Mui Fong (“Ms. Mui”)

Ms. Mui Fong (梅芳), aged 45, had served as a chief financial officer and general manager of 華宇房地產開發有限公司 (Huayu Real Estate Development Co., Ltd*) from 1 January 2008 to 1 July 2016. Furthermore, she had also served as vice executive director of 深圳市易理集團有限公司 (Shenzhen Yi Li Group Co., Ltd*) from 1 January 2008 to 1 July 2016.

Ms. Mui is the wife of Mr. Yu Weiye and the step-mother of Mr. Yu Shaoheng, an executive Director. As at the Latest Practicable Date, Mr. Yu Weiye beneficially, directly and indirectly, owns 648,141,000 Shares, representing approximately 36.01% of the total issued share capital of the Company. Ms. Mui is the wife of Mr. Yu Weiye, according to Part XV of the SFO, Ms. Mui is deemed to be interested in the 648,141,000 Shares held by Mr. Yu Weiye.

Save as disclosed above, Ms. Mui (i) does not have any relationships with any other Directors, senior management, or substantial or controlling Shareholders; and (ii) does not have any interest in the Shares within the meaning of Part XV of the SFO; (iii) does not hold any directorships in the last three years up to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

On 28 October 2016, the Company entered into a letter of appointment with Ms. Mui pursuant to which Ms. Mui shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Ms. Mui is entitled to a monthly director’s fee of HK\$50,000 which is determined with reference to her duties and responsibilities with the Company and the market benchmark. The amount of the remuneration has been approved by the remuneration committee of the Company.

Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Ms. Mui pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Tse Man Yiu (“Mr. Tse”)

Mr. Tse Man Yiu, aged 45, was appointed as executive Director of the Company with effect from 4 July 2016. Mr. Tse holds a professional diploma and an advanced professional diploma in financial planning from The University of Hong Kong in 2004 and 2008 respectively. He graduated from Edinburgh Napier University with a Bachelor’s degree in Arts with a honour program in financial services in 2011. He is a Certified Financial Planner of the Institute of Financial Planners of Hong Kong. He has extensive experience in customer relationship, financial services and wealth management for around 27 years.

Save as disclosed above, Mr. Tse does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Tse does not have any interest in the Shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there is no service contract between Mr. Tse and the Company and he was not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$50,000. The emoluments to Mr. Tse will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Mr. Tse is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Tse pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Yu Shaoheng (“Mr. Yu”)

Mr. Yu Shaoheng (余紹亨), aged 32, served as non-executive director of China New Energy Power Group Limited (中國新能源動力集團有限公司) (now known as Lamtex Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 1041) from 14 March 2016 to 30 August 2016. He is currently the chairman of 陝西亨澤實業有限公司 (Shaanxi Hengze Industrial Corporation Limited*), which is principally engaged in investment in and development of energy, mining, environmental-preservation, real estate, and tourism businesses. Furthermore, he is a supervisor of 烏蘭察布市科潔燃氣有限公司 (Ulaanchab Kejie Gas Limited Liability Company*), a company which China National Petroleum Corporation (中國石油天然氣集團公司) has indirect interest in it, which principally engaged in (i) construction and re-construction of city gas infrastructures; (ii) design and engineering of expansion work and related installation and development management; (iii) transportation, sale, provision of aftersale service, research and development of technologies and provision of consultancy service in relation to city gas; (iv) construction and operation of various types of gas station; (v) sale of petroleum and natural gas related equipment; and (vi) construction, operation management of compressed natural gas projects. Both Mr. Yu Shaoheng and 烏蘭察布市科潔燃氣有限公司 (Ulaanchab Kejie Gas Limited Liability Company*) have been members of the China Gas Association (中國城市燃氣協會).

Mr. Yu is the son of Mr. Yu Weiye, the controlling Shareholder who beneficially, directly and indirectly, owns 648,141,000 Shares, representing approximately 36.01% of the total issued share capital of the Company as at the Latest Practicable Date, and is the step-child of Ms. Mui, an executive Director and the wife of Mr. Yu Weiye.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yu (i) does not have any relationship with any other Directors, senior management, or substantial or controlling Shareholder; (ii) does not have any interest in the Shares within the meaning of Part XV of the SFO; and (iii) does not hold any other directorships in the last three years up to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

On 28 October 2016, the Company entered into a letter of appointment with Mr. Yu, pursuant to which Mr. Yu shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Yu is entitled to a monthly director’s fee of HK\$50,000 which is determined with reference to his duties and responsibilities with the Company and the market benchmark. The amount of the remuneration has been approved by the remuneration committee of the Company.

Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Yu pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

Independent non-executive Directors

Mr. Chui Chi Yun, Robert (“Mr. Chui”)

Mr. Chui Chi Yun, Robert (“**Mr. Chui**”), aged 59, was appointed as independent non-executive Director, chairman of the audit committee (the “**Audit Committee**”), chairman of the Remuneration Committee and chairman of 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 over 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), and is a non-executive director of Addchance Holdings Limited (stock code: 3344), all of which are listed on the Stock Exchange. He was an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148) until his resignation in March 2016. 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.

As at the Latest Practicable Date, Mr. Chui does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Chui does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, there is no service contract between Mr. Chui and the Company and he is not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$10,000. The emoluments to Mr. Chui will be determined and subject to review by the Remuneration Committee and by the Board from time to time with reference to him duties and responsibilities with the Company and the market benchmark.

Mr. Chui is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Chui pursuant to any of the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. Huang Ke (“Mr. Huang”)

Mr. Huang Ke, aged 60, was appointed as independent non-executive director (the “**Director**”) of the Company and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company with effect from 1 March 2016. Mr. Huang, has extensive experience in corporate management and catering business management. He is primarily responsible for formulation and implementation of corporate and business development strategies, and enhancement of the corporate networks. Since 2006, he has served as a legal representative and the president of 北京天下觀文化藝術發展有限公司 (Beijing Tianxiaguan Art and Culture Development Company*), a company principally engaged in artistic and cultural development, exhibition services, public relations and design, production and publication of advertisements. From December 2014, he has also served as a legal representative and the president of 北京黃門餐飲管理有限公司 (Beijing Huangmenlaozao Catering Management Company*), a company principally engaged in catering management business and exhibition services.

As at the Latest Practicable Date, Mr. Huang does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Huang does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, there is no service contract between Mr. Huang and the Company and he is not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$10,000. The emoluments to Mr. Huang will be determined and subject to review by the Remuneration Committee and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Mr. Huang is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Huang pursuant to any of the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

* for identification purpose only

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Kwong Tsz Ching, Jack (“Mr. Kwong”)

Mr. Kwong Tsz Ching, Jack, aged 33, was appointed as independent non-executive director (the “**Director**”) of the Company and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company with effect from 25 April 2016. Mr. Kwong, received his degree of Master of Laws in commercial and corporate law from King’s College London, United Kingdom in November 2006 and his Postgraduate Certificate in Laws and degree of Bachelor of Laws from City University of Hong Kong in July 2005 and November 2004 respectively. Mr. Kwong was admitted to practise as a solicitor in Hong Kong in October 2008. Mr. Kwong is practising in Hong Kong and is currently an associate of a firm of solicitors in Hong Kong.

As at the Latest Practicable Date, Mr. Kwong does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Kwong does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, there is no service contract between Mr. Kwong and the Company and he is not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$10,000. The emoluments to Mr. Kwong will be determined and subject to review by the Remuneration Committee and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Mr. Kwong is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Kwong pursuant to any of the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.



PPS INTERNATIONAL (HOLDINGS) LIMITED

寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8201)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of PPS International (Holdings) Limited (the “**Company**”) will be held at Leighton Room, 1/F, Clubhouse Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong on 5 December 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions:

1. To receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and Auditors of the Company for the year ended 30 June 2016;
2.
 - (a) To re-elect Mr. Ye Jingyuan, as an Executive Director;
 - (b) To re-elect Ms. Ding Pingying, as an Executive Director;
 - (c) To re-elect Ms. Mui Fong, as an Executive Director;
 - (d) To re-elect Mr. Tse Man Yiu, as an Executive Director;
 - (e) To re-elect Mr. Yu Shaoheng, as an Executive Director;
 - (f) To re-elect Mr. Chui Chi Yun, Robert, as an independent non-Executive Director;
 - (g) To re-elect Mr. Huang Ke, as an independent non-Executive Director;
and
 - (h) To re-elect Mr. Kwong Tsz Ching, Jack as an independent non-Executive Director;
3. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditors and to authorise the Board of Directors to fix their remuneration.

NOTICE OF AGM

ORDINARY RESOLUTIONS

4. As special business, to consider and, if thought fit, pass the following resolution as Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of the Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

NOTICE OF AGM

(bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

NOTICE OF AGM

5. As special business, to consider and, if thought fit, pass the following resolution as Ordinary Resolution:

“THAT:

- (a) subject to paragraph (b) below, pursuant to the GEM Listing Rules, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on GEM or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law (Revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

NOTICE OF AGM

6. As special business, to consider and, if thought fit, pass the following resolution as Ordinary Resolution:

“THAT:

conditional upon resolutions nos. 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

7. As special business, to consider and, if thought fit, pass the following resolution as Ordinary Resolution:

“THAT:

subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the share option scheme of the Company, the refreshment of the scheme mandate limit of the Company’s share option scheme adopted on 28 May 2013, up to 10% of the number of Shares in issue as at the date of passing this resolution (the **“Refreshed Scheme Mandate Limit”**) be and is hereby approved and the Directors be and is hereby authorised to do such acts and execute such document to effect the Refreshed Scheme Mandate Limit.”

On behalf of the Board
PPS International (Holdings) Limited
Ye Jingyuan
Chief Executive Officer and Executive Director

Hong Kong, 4 November 2016

Registered address:
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

NOTICE OF AGM

Notes:

- (1) A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
- (3) Particulars of Mr. Ye Jingyuan, Ms. Ding Pingying, Ms. Mui Fong, Mr. Tse Man Yiu, Mr. Yu Shaoheng, Mr. Chui Chi Yun, Robert, Mr. Huang Ke and Mr. Kwong Tsz Ching, Jack, who offer themselves for re-election, are provided in Appendix II to the circular of the Company dated 4 November 2016.
- (4) In relation to proposed resolutions no. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of Shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new Shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
- (5) In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 4 November 2016.

As at the date of this notice, the board of directors of the Company comprises five executive Directors, Mr. Ye Jingyuan, Ms. Ding Pingying, Ms. Mui Fong, Mr. Tse Man Yiu and Mr. Yu Shaoheng, and three independent non-executive Directors, Mr. Chui Chi Yun, Robert, Mr. Huang Ke and Mr. Kwong Tsz Ching Jack.