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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)**

**DISCLOSEABLE TRANSACTION –  
PROVISION OF FINANCIAL ASSISTANCE**

**PROVISION OF FINANCIAL ASSISTANCE**

The Board is pleased to announce that on 12 December 2016 (after trading hours of the Stock Exchange), the Lender entered into the Loan Agreement with the Borrower, pursuant to the Loan Agreement, the Lender has conditionally agreed to grant to the Borrower the Loan in the principal amount of HK\$15,000,000 for a term of 6 months from the drawdown date of the Loan, which bears interest at a rate of 20% per annum. The Loan is secured by the Guarantees executed by each of the Guarantors in favour of the Lender.

**GEM LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as calculated under Rule 19.07 of the GEM Listing Rules) in respect of the grant of the Loan are more than 5% but less than 25%, the grant of the Loan constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements set out in Chapter 19 of the GEM Listing Rules.

**PROVISION OF FINANCIAL ASSISTANCE**

The Board is pleased to announce that on 12 December 2016 (after trading hours of the Stock Exchange), the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, an Independent Third Party. Pursuant to the Loan Agreement, the Lender has conditionally agreed to grant to the Borrower the Loan in the principal amount of HK\$15,000,000 for a term of 6 months from the drawdown date of the Loan. The principal terms and conditions of the Loan Agreement are set out below.

## THE LOAN AGREEMENT

Date:	12 December 2016
Drawdown date:	13 December 2016
Lender:	Profit Management Limited, an indirect wholly-owned subsidiary of the Company and a licensed money lender in Hong Kong under the Money Lenders Ordinance.
Borrower:	China Force Enterprises Inc., a company incorporated in the British Virgin Islands with limited liability and indirectly wholly-owned by the Guarantor A.
Loan amount:	HK\$15,000,000
Interest rate:	20% per annum
Term:	6 months commencing from the drawdown date of the Loan, 13 December 2016
Guarantors:	The Loan is secured by the Guarantees executed by the Guarantors in favour of the Lender for the repayment of the Loan and such other sums payable by the Borrower under the Loan Agreement pursuant to deeds of guarantee entered into between the Lender and each of the Guarantors respectively.
Repayment:	<p>The Borrower shall pay interest accrued on the Loan on a monthly basis and shall repay the total outstanding principal amount of the Loan together with any outstanding interest accrued thereon on the Maturity Date, 12 June 2017.</p> <p>The Borrower may make earlier repayment in whole or in part of the Loan if it has given a not less than 3 Business Days' prior written notice to the Lender.</p>
Condition precedent:	The making of the Loan under the Loan Agreement is conditional upon the duly execution of the Guarantees by each of the Guarantor A and Guarantor B together with all documents required pursuant thereto.

## **FUNDING OF THE LOAN**

The Loan will be financed by the Group's internal resource.

## **INFORMATION OF THE BORROWER AND THE GUARANTORS**

To the best of the knowledge, information and belief of the Directors and having made all reasonable enquiries, each of Borrower and its ultimate beneficial owners, Guarantor A and Guarantor B is an Independent Third Party.

The Borrower is principally engaged in investment holdings business and is indirectly wholly-owned by the Guarantor A. Guarantor A and the Guarantor B are business persons and have solid financial background. Guarantor A is the spouse of the Guarantor B.

## **INFORMATION OF THE GROUP AND THE LENDER**

The Group is principally engaged in the provision of (i) environmental services area and office cleaning services; (ii) auto beauty services for private cars; and (iii) property and car management services.

In order to broaden the source of income, the Company has expanded its business to include the provision of money lending services in Hong Kong through the Lender. The Board believes that the money lender business will better utilize the existing resources to maximize return to the Shareholders and provide a stable income to the Group.

The Lender is an indirect wholly-owned subsidiary of the Company and is a holder of money lender license under the Money Lenders Ordinance. The grant of the Loan is carried out as part of the ordinary and usual course of business of the Lender and will bring in interest income to the Lender and the Group.

## **REASONS AND BENEFITS FOR ENTERING INTO THE LOAN AGREEMENT**

The terms of the Loan Agreement (including the interest rate) are negotiated on an arm's length basis between the Lender and the Borrower on normal commercial terms.

The Directors consider that the terms of the Loan Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole having considered the financial background of the Borrower and the Guarantors and the stable interest income to be generated to the Group.

## **GEM LISTING RULES IMPLICATIONS**

As one or more of the applicable percentage ratios (as calculated under Rule 19.07 of the GEM Listing Rules) in respect of the grant of the Loan are more than 5% but less than 25%, the grant of the Loan constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements set out in Chapter 19 of the GEM Listing Rules.

## DEFINITIONS

In this announcement, the following expressions have the following meanings:

“Board”	the board of Directors of the Company
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which commercial banks are generally open for business in Hong Kong
“Borrower”	China Force Enterprises Inc., a company incorporated in the British Virgin Islands with limited liability and indirectly wholly-owned by the Guarantor A
“Company”	PPS International (Holdings) Limited, a company incorporated in the Caymans Islands with limited liability, the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Guarantees”	the deeds of guarantee executed by each of the Guarantor A and the Guarantor B in favour of the Lender guaranteeing the obligations of the Borrower under the Loan Agreement
“Guarantor A”	Ms. Shen Jing (沈靜), an Independent Third Party and the spouse of the Guarantor B
“Guarantor B”	Mr. Wen Jialong (溫家龍), Independent Third Party and the spouse of the Guarantor A
“Guarantors”	jointly the Guarantor A and the Guarantor B
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

“Independent Third Party(ies)”	parties which are not connected persons of the Company (as defined in the GEM Listing Rules) and are independent of and not connected with the Company and its connected persons
“Lender”	Profit Management Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company, being the lender under the Loan Agreement
“Loan”	a term loan in the principal amount of HK\$15,000,000 granted by the Lender to the Borrower pursuant to the terms of the Loan Agreement
“Loan Agreement”	the loan agreement dated 12 December 2016 entered into between the Lender and the Borrower in relation to the grant of the Loan
“Maturity Date”	12 June 2017, the day that is 6 months from the drawdown date of the Loan
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company as at the date of this announcement
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	percentage

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

Hong Kong, 12 December 2016

*As at the date of this announcement, the Board of the Company comprises five executive Directors, Mr. Ye Jingyuan, Mr. Yu Shaoheng, Ms. Mui Fong, Mr. Tse Man Yiu and Ms. Ding Pingying and two independent non-executive Directors, Mr. Chui Chi Yun, Robert and Mr. Kwong Tsz Ching, Jack.*

*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 internet website operated by the Stock Exchange for the purposes of the Growth Enterprise Market at [www.hkgem.com](http://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](http://www.hkpps.com.hk).*