

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;
AND
(3) 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 Thursday, 31 October 2013 at 10:00 a.m. is set out on pages 14 to 18 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 26/F, Tesbury Centre, 28 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:

“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 Thursday, 31 October 2013 at 10:00 a.m.
“Articles of Association”	the articles of association of the Company, and the “Article” shall mean an article of the Articles of Association
“associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the Board of Directors of the Company
“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)
“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
“Latest Practicable Date”	24 September 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“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 5% 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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“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. Fan Shek Cheong, Allan
Mr. Wong Yin Jun, Samuel
Ms. Hung Sui Hing, Lilian

Non-executive Director:

Ms. Fan Sheung Ting, Maria

Independent Non-executive Directors:

Mr. Ho King Man, Kenneth
Mr. Tong Kin Ping, Patrick
Mr. Yu Tat Kong, Petrus

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:

Unit No. 503C, Block B, Sea View Estate,
2-8 Watson Road, North Point, Hong Kong

30 September 2013

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;
AND
(3) 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 granting of the General Mandate and the Repurchase Mandate to the Directors and (ii) the re-election of Directors.

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

LETTER FROM THE BOARD

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 (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying Shares of the Company (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 of Association) 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 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 100,000,000 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 are 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 20,000,000 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on GEM of an aggregate amount of up to 5% 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 5,000,000 Shares.

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 of Association, the Companies Law (Revised) of the Cayman Islands or any applicable laws

LETTER FROM THE BOARD

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 of Association, 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. Article 84(2) of the Articles of Association further provides that a retiring Director shall be eligible for re-election and any Directors so to retire shall be subject to retirement by rotation who have been longest in office since their last re-election or appointment. According to Article 83(3) of the Articles of Association, 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 (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 meeting.

In accordance with Article 84(1) of the Articles of Association, Mr. Fan Shek Cheong, Allan, Mr. Wong Yin Jun, Samuel and Ms. Hung Sui Hing, Lilian shall retire from office by rotation at the AGM and being eligible, offer themselves for re-election at the AGM.

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 or proposed new director 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 three retiring Directors are set out in Appendix II to this circular.

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 Thursday, 31 October 2013 at 10:00 a.m. is set out on pages 14 to 18 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 and the re-election of Directors.

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

LETTER FROM THE BOARD

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 26/F., Tesbury Centre, 28 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) and the Repurchase Mandate and the proposed re-election of Directors 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
Fan Shek Cheong, Allan
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 100,000,000 Shares in issue as at the Latest Practicable Date, would result in 5,000,000 Shares (representing approximately 5% of the issued share capital of the Company as at the date of passing of the resolution), 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 of Association, 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 the proceeds of a fresh issue of 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 only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares repurchased in the manner provided for in 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 2013) 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. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. 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 in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. 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.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares (i.e. 5%) which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder(s)	Note	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Viva Future Group Ltd. (BVI)	1	52,500,000 (L)	52.5%	55.3%
Renowned Ventures Ltd. (BVI)	2	17,500,000 (L)	17.5%	18.4%

(L) denotes long position

Notes:

1. Viva Future Group Ltd. (BVI) is wholly and beneficially owned by Mr. Fan Shek Cheong, Allan. Accordingly, Mr. Fan Shek Cheong, Allan is deemed to be interested in 52,500,000 Shares held by Viva Future Group Ltd. (BVI).
2. Renowned Ventures Ltd. (BVI) is wholly and beneficially owned by Ms. Fan Sheung Ting, Maria. Accordingly, Ms. Fan Sheung Ting, Maria is deemed to be interested in 17,500,000 Shares held by Renowned Ventures Ltd. (BVI).

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 attributable shareholding of Viva Future Group Ltd. (BVI) and Renowned Ventures Ltd. (BVI) would be increased to approximately 55.3% and 18.4% respectively of the issued share capital of the Company. Such resulting increase in the shareholdings of the above Shareholders would not give rise to an obligation on any such Shareholder to make a mandatory offer under Rule 26 of the Takeovers Code.

However, 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%.

The Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate in full.

8. 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.

9. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their 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 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.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during the months from the date of listing (17 June 2013) to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
June	4.65	2.20
July	4.21	3.99
August	4.17	3.98
September (up to the Latest Practicable Date)	4.14	3.96

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Fan Shek Cheong, Allan (“Mr. Fan”)

Mr. Fan Shek Cheong, Allan, aged 63, was appointed as Director on 31 May 2012 and was designated as executive Director and the Chairman of the Company on 28 May 2013. Mr. Fan has about 35 years of experience in the cleaning industry when he founded the Group with his then business partner in July 1978. Mr. Fan is primarily responsible for leading the strategic planning and business development of the Group. Together with other members of the senior management, Mr. Fan oversees all key aspects of the operations of the Group. Mr. Fan has served as the director of PPC Environmental Limited (“PPC”) since 1978 and Pollution & Protection Services Limited (“PPS”) since 1986.

The Company has entered into a service agreement with Mr. Fan for a term of one year commencing from 28 May 2013, which will continue until terminated by giving not less than three months’ written notice or payment in lieu thereof to the other party and subject to retirement by rotation and re-election at the Company’s annual general meetings pursuant to the Memorandum of Association and Articles of Association and the GEM Listing Rules. Mr. Fan is not entitled to any director fee from the Company; he presently receives salaries of HK\$600,000 and a discretionary bonus from the Group. The remuneration is determined by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

Mr. Fan has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Fan is the father of Ms. Fan Sheung Ting, Maria and the father-in-law of Mr. Wong Yin Jun, Samuel. Save as otherwise disclosed above, Mr. Fan has no relationship with any senior management or substantial Shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Fan has deemed interests of 52,500,000 Shares, representing approximately 52.50% of the issued share capital of the Company. Save as disclosed herein, Mr. Fan does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as otherwise disclosed above, Mr. Fan has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) Mr. Wong Yin Jun, Samuel (“Mr. Wong”)

Mr. Wong Yin Jun, Samuel, aged 38, was appointed executive Director on 28 May 2013. Mr. Wong oversees our contracting department and is primarily responsible for setting sales and marketing strategies for our business. Mr. Wong joined our Group in September 2009 as an assistant to general manager. He has been a director of PPS and PPC, respectively, since March 2010. Mr. Wong has around 10 years of experience in sales and marketing. He graduated from Simon Fraser University, Canada in 1998, with a Bachelor Degree in Arts and obtained a Master Degree in Business Administration from the University of San Francisco, the United States, in 2005.

The Company has entered into a service agreement with Mr. Wong for a term of one year commencing from 28 May 2013, which will continue until terminated by giving not less than three months’ written notice or payment in lieu thereof to the other party and subject to retirement by rotation and re-election at the Company’s annual general meetings pursuant to the Memorandum of Association and Articles of Association and the GEM Listing Rules. Mr. Wong is not entitled to any director fee from the Company; he presently receives salaries of HK\$492,000 and a discretionary bonus from the Group. The remuneration is determined by reference to his qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

Mr. Wong has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. Wong is the son-in-law of Mr. Allan Fan and the husband of Ms. Maria Fan. Save as otherwise disclosed above, Mr. Wong has no relationship with any senior management or substantial Shareholders of the Company as at the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Wong has deemed interests of 17,500,000 Shares, representing approximately 17.50% of the issued share capital of the Company. Save as disclosed herein, Mr. Wong does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as otherwise disclosed above, Mr. Wong has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

(3) Ms. Hung Sui Hing, Lilian (“Ms. Hung”)

Ms. Hung Sui Hing, Lilian, aged 50, was appointed executive Director on 28 May 2013. She is primarily responsible for all aspects of the operation team including the recruitment of personnel, approval of cost budgets, quality control of cleaning projects, procurement of cleaning materials and equipment and workplace safety and site supervision of our Group. Ms. Hung has extensive experience in the environmental services industry as she has worked for our Group for over 20 years. Ms. Hung has over 20 years of solid working experience in the environmental services industry and has been participating in supervising matters relating to workplace safety and compliance matters, during her various positions in our Group over the past 20 years, such as, superintendent in operations department, deputy operations managers (administration) and as our chief operations manager. She is also responsible for the supervision of proper implementation of safety improvement measures.

The Company has entered into a service agreement with Ms. Hung for a term of one year commencing from 28 May 2013, which will continue until terminated by giving not less than three months’ written notice or payment in lieu thereof to the other party and subject to retirement by rotation and re-election at the Company’s annual general meetings pursuant to the Memorandum of Association and Articles of Association and the GEM Listing Rules. Ms. Hung is not entitled to any director fee from the Company; she presently receives salaries of HK\$492,000 (will be increased to HK\$516,000 from 1 October 2013 onwards) and a discretionary bonus from the Group. The remuneration is determined by reference to her qualifications, experience, level of responsibilities, capabilities, workload and performance, having regard to the market conditions and performance of the individual business units and the Company as a whole.

As at the Latest Practicable Date, Ms. Hung does not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Ms. Hung has not held any directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Ms. Hung has no relationship with any senior management or substantial Shareholders of the Company as at the Latest Practicable Date.

Save as otherwise disclosed above, Ms. Hung has confirmed that there is no information which should be brought to the attention of the Shareholders in connection with his appointment as an executive Director and there is no other information that should be disclosed pursuant to any of the requirements in Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF AGM



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 (“AGM”) of PPS International (Holdings) Limited (the “Company”) will be held at 10:00 a.m., on Thursday, 31 October 2013, at Leighton Room, 1/F, Clubhouse Building, Craigengower Cricket Club, 188 Wong Nai Chung Road, Happy Valley, Hong Kong 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 2013;
2. To declare a final dividend for the year ended 30 June 2013;
3.
 - (a) To re-elect Mr. Fan Shek Cheong, Allan, as an Executive Director;
 - (b) To re-elect Mr. Wong Yin Jun, Samuel as an Executive Director;
 - (c) To re-elect Ms. Hung Sui Hing, Lilian as an Executive Director;
 - (d) To authorise the Board of Directors to fix the remuneration of the Directors;
4. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditors and to authorise the board of Directors to fix their remuneration.

ORDINARY RESOLUTIONS

5. 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 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

NOTICE OF AGM

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 bye-laws of the Company in force from time to time; or (iv) any issue of 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
 - (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 5% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 6),

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

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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).”

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

“THAT:

Subject to paragraph (b) below,

- (a) 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 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 5% 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:

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

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 5 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

On behalf of the Board
PPS International (Holdings) Limited
Fan Shek Cheong, Allan
Executive Director

Hong Kong, 30 September 2013

Registered address:
Cricket Square, Hutchins Drive,
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in Hong Kong:
Unit No. 503C, Block B,
Sea View Estate,
2-8 Watson Road,
North Point,
Hong Kong

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 26/F, Tesbury Centre, 28 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.

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- (3) The register of members of the Company will be closed during the following periods:-
- (i) from 29 October 2013 (Tuesday) to 31 October 2013 (Thursday), both days inclusive, during which period no transfers of Shares shall be effected. In order to be eligible for attending the AGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 28 October 2013 (Monday).
 - (ii) from 7 November 2013 (Thursday) to 11 November 2013 (Monday), both days inclusive, during which period no transfers of Shares shall be effected, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 6 November 2013 (Wednesday).
- (4) Particulars of Mr. Fan Shek Cheong, Allan, Mr. Wong Yin Jun, Samuel and Ms. Hung Sui Hing, Lilian, who offer themselves for re-election, are provided in Appendix II to this circular on page 11.
- (5) In relation to proposed resolutions no. 5 and 7 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.
- (6) In relation to proposed resolution no. 6 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 this circular on page 7.

As at the date of this circular, the board of directors of the Company (the "Directors") comprises (i) Mr. Fan Shek Cheong, Allan, Mr. Wong Yin Jun, Samuel and Ms. Hung Sui Hing, Lilian as executive Directors; (ii) Ms. Fan Sheung Ting, Maria as non-executive Director; and (iii) Mr. Ho King Man, Kenneth, Mr. Tong Kin Ping, Patrick and Mr. Yu Tat Kong, Petrus as independent non-executive Directors.