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

If you have sold or transferred all your shares in PPS International (Holdings) Limited, you should at once hand this circular to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

PPS INTERNATIONAL (HOLDINGS) LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8201)

(1) PROPOSED SHARE CONSOLIDATION;
AND

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalized terms used in this cover page shall have the same meanings as those defined in this circular unless otherwise stated.

A notice convening the EGM to be held at 6/F., Causeway Bay Function Room, L’hotel Causeway Bay Harbour View Hong Kong, 18 King’s Road, Causeway Bay, Hong Kong on 26 July 2017 at 11:00 a.m. or any adjournment thereof is set out on pages 13 to 14 of this circular. A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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.ppsinholdings.com.

10 July 2017
CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.
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In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“Board” the board of Directors

“Business Day(s)” a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong

“CCASS” the Central Clearing and Settlement System established and operated by HKSCC

“CCASS Operational Procedures” the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time

“Company” PPS International (Holdings) Limited, a company incorporated in the Caymans Islands with limited liability, the issued Shares of which are listed on the GEM

“Consolidated Share(s)” ordinary share(s) of HK$0.01 each in the share capital of the Company after the Share Consolidation becoming effective

“Director(s)” the director(s) of the Company

“EGM” the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Share Consolidation

“Existing Share(s)” ordinary share(s) of HK$0.001 each in the share capital of the Company before the Share Consolidation becoming effective

“FMA” Financial Markets Authority of New Zealand

“GEM” the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules” the Rules Governing the Listing of Securities on the GEM

“General Rules of CCASS” the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
<table>
<thead>
<tr>
<th>Term</th>
<th>Definition</th>
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<tr>
<td>“Group”</td>
<td>the Company and its subsidiaries</td>
</tr>
<tr>
<td>“HK$”</td>
<td>Hong Kong dollar(s), the lawful currency of Hong Kong</td>
</tr>
<tr>
<td>“HKSCC”</td>
<td>the Hong Kong Securities Clearing Company Limited</td>
</tr>
<tr>
<td>“Hong Kong”</td>
<td>the Hong Kong Special Administrative Region of the People’s Republic of China</td>
</tr>
<tr>
<td>“Latest Practicable Date”</td>
<td>5 July 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular</td>
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<tr>
<td>“Listing Committee”</td>
<td>has the meaning ascribed thereto under the GEM Listing Rules</td>
</tr>
<tr>
<td>“PRC”</td>
<td>the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macao Special Administrative Region of the PRC and Taiwan</td>
</tr>
<tr>
<td>“SFC”</td>
<td>the Securities and Futures Commission of Hong Kong</td>
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<tr>
<td>“SFO”</td>
<td>the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)</td>
</tr>
<tr>
<td>“Share(s)”</td>
<td>the Existing Share(s) and/or the Consolidated Share(s), as the case may be</td>
</tr>
<tr>
<td>“Share Consolidation”</td>
<td>the proposed consolidation of every ten (10) issued and unissued Existing Shares into one (1) Consolidated Share</td>
</tr>
<tr>
<td>“Shareholder(s)”</td>
<td>the holder(s) of the Existing Share(s) or the Consolidated Share(s), as the case may be</td>
</tr>
<tr>
<td>“Stock Exchange”</td>
<td>The Stock Exchange of Hong Kong Limited</td>
</tr>
<tr>
<td>“UCL”</td>
<td>Union Capital Market Limited, a company incorporated in New Zealand with limited liabilities and a wholly-owned subsidiary of the Company</td>
</tr>
<tr>
<td>“UIAML”</td>
<td>Union International Asset Management Limited, a company incorporated in Hong Kong with limited liabilities and a wholly-owned subsidiary of the Company</td>
</tr>
</tbody>
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**DEFINITIONS**

<table>
<thead>
<tr>
<th>Term</th>
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<tbody>
<tr>
<td>“UISL”</td>
<td>Union International Securities Limited, a company incorporated in Hong Kong with limited liabilities and a wholly-owned subsidiary of the Company</td>
</tr>
<tr>
<td>“Union Group”</td>
<td>Union (BVI) Holdings Limited, a wholly-owned subsidiary of the Company, and its subsidiaries including UCL, UIAML and UISL</td>
</tr>
</tbody>
</table>
Expected Timetable

Set out below is the expected timetable in relation to the Share Consolidation:

2017

Latest date and time for lodging the proxy form for the EGM .... 11:00 a.m. on Monday, 24 July

Date and time of the EGM ..................... 11:00 a.m. on Wednesday, 26 July

Publication of the announcement of results of the EGM ........... Wednesday, 26 July

The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation as set out in the section headed “Conditions of the Share Consolidation” in this circular.

Effective date of the Share Consolidation ................. Thursday, 27 July

First day of free exchange of existing share certificates
for new share certificates .................................. Thursday, 27 July

Dealings in Consolidated Shares commence ............. 9:00 a.m. on Thursday, 27 July

Original counter for trading in Shares in board lots
of 20,000 Shares (in the form of existing share certificates)
temporarily closes .................................... 9:00 a.m. on Thursday, 27 July

Temporary counter for trading in Consolidated Shares
in board lot of 2,000 Consolidated Shares (in the form
of existing share certificates) opens ..................... 9:00 a.m. on Thursday, 27 July

Original counter for trading in Consolidated Shares
in board lot of 20,000 Consolidated Shares (in the form
of new share certificates) re-opens .................... 9:00 a.m. on Thursday, 10 August

Parallel trading in the Shares and Consolidated Shares
(in the form of existing share certificates and
new share certificates) commences ..................... 9:00 a.m. on Thursday, 10 August

Designated broker starts to stand in the market to
provide matching services for odd lots of
Consolidated Shares ..................................... 9:00 a.m. on Thursday, 10 August

Temporary counter for trading in Consolidated Shares
in board lot of 2,000 Consolidated Shares (in the form
of existing share certificates) closes .................... 4:00 p.m. on Wednesday, 30 August

Parallel trading in the Shares and the Consolidated
Shares (in the form of new share certificates and
existing share certificates) ends ....................... 4:00 p.m. on Wednesday, 30 August
Designated broker ceases to stand in the market
to provide matching services for odd lots of
Consolidated Shares 4:00 p.m. on Wednesday, 30 August

Last day for free exchange of existing share certificates
for new share certificates Friday, 1 September

All times stated in this circular refer to Hong Kong times. Dates stated in this circular for events in the timetable are indicative only and may be extended or varied. Any changes to the anticipated timetable for the Share Consolidation will be announced as appropriate.
To the Shareholders

Dear Sir or Madam,

(1) PROPOSED SHARE CONSOLIDATION;

AND

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the announcement of the Company dated 20 June 2017 in relation to the Share Consolidation.

The purpose of this circular is to provide you with, among other things, the details of the Share Consolidation, the notice of the EGM, and any other information as required by the GEM Listing Rules.

PROPOSED SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation by consolidating every ten (10) issued and unissued Shares of HK$0.001 each in the share capital of the Company into one (1) Consolidated Share of HK$0.01 each in the share capital of the Company.
Effect of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK$100,000,000 divided into 100,000,000,000 Shares of HK$0.001 each, of which 2,700,000,000 Shares had been allotted and issued as fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective, on the basis that the Company does not allot, issue or repurchase any Shares prior thereto, the authorized share capital of the Company will be HK$100,000,000 divided into 10,000,000,000 Consolidated Shares of HK$0.01 each, of which 270,000,000 Consolidated Shares will be in issue. As at the Latest Practicable Date, the Company has no outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

All Consolidated Shares will rank pari passu with each other in all respects and the rights attached to the Consolidated Shares will not be affected by the Share Consolidation. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

(a) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM; and

(b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Dealings of the Consolidated Shares

The Consolidated Shares will be identical in all respects and rank pari passu in all respects with each other in accordance with the articles of association of the Company as to all future dividends and distributions which are declared, made or paid.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.
Listing Application

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

None of the Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Fractional Consolidated Shares

Fractional Consolidated Shares (if any) arising from the Share Consolidation will not be issued to the Shareholders otherwise entitled thereto but will be aggregated and sold, if possible, for the benefit of the Company.

Board lot size

The Existing Shares are currently traded on the Stock Exchange in board lot of 20,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 20,000 Consolidated Shares.

Based on the closing price of HK$0.036 per Existing Share (equivalent to the theoretical closing price of HK$0.36 per Consolidated Share) as at the Latest Practicable Date, the value of each board lot of the Existing Shares is HK$720 and the theoretical market value of each board lot of the Consolidated Shares, assuming the Share Consolidation had become effective, would be HK$7,200.

OTHER ARRANGEMENTS

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be on 27 July 2017, the Shareholders may, during a period between 27 July 2017 and 1 September 2017 (both dates inclusive), submit existing share certificates for the Existing Shares, which are in blue colour, to 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, to exchange, at the expense of the Company, for new share certificates for the Consolidated Shares, which will be in orange colour. It is expected that new share certificates for the Consolidated Shares will be available for collection within 10 business days from the date of submission for the exchange. Thereafter, the existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK$2.50 (or such higher amount as may be from time to time be specified by the Stock Exchange) for each new share certificate for the Consolidated Shares to be issued or each existing share certificate for the Existing Shares to be cancelled, whichever the number of certificates issued or cancelled is higher.
Nevertheless, the existing share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time but will not be accepted for trading, settlement and registration upon completion of the Share Consolidation.

**Odd lots arrangement and matching services**

In order to facilitate the trading of odd lots of the Consolidated Shares (if any) arising from the Share Consolidation, the Company has appointed One China Securities Limited to stand in the market to provide matching services regarding the sale and purchase of the odd lots of the Consolidated Shares at the relevant market price per Consolidated Share, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of Consolidated Shares, from 10 August 2017 to 30 August 2017 (both dates inclusive). Holders of odd lots of the Consolidated Shares may contact Mr. Frankie Mak of One China Securities Limited at 2/F, Cheong K. Building, 86 Des Voeux Road Central, Central, Hong Kong at (852) 3188-2676 during office hours in the aforesaid period.

**Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. If any Shareholder is in doubt about the odd lot trading arrangements, such Shareholder should consult his/her/its own professional advisers.**

**Reasons for the Share Consolidation**

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Shares, the Directors consider that the Share Consolidation will enable the Company to comply with the trading requirements under the GEM Listing Rules.

As at the Latest Practicable Date, the Company had no plans for any further corporate action or arrangement that may affect the trading in the Shares. After having taken into account the development of the Group’s various businesses as discussed in the section headed “Equity fund raising plan of the Company” below, the Board would not rule out the possibilities in conducting corporate exercises such as share consolidation, subdivision, bonus issue of shares, change of board lot size, notifiable transaction (as defined under the GEM Listing Rules) and/or fund raising activities in the upcoming twelve months by the Company as and when appropriate. However, as at the Latest Practicable Date, the Company had no concrete plans, and had not entered into any agreement, arrangement, understanding, undertaking or negotiation in progress to conduct any of the aforementioned activities.
Equity fund raising plan of the Company

The Group is principally engaged in the provision of (i) environmental services (the “Environmental Services”) including cleaning services, pest management services, and waste management and recycling services; airline catering support services; and (ii) money lending services (the “Money Lending Services”).

The management of the Group is taking proactive approaches to improve the Group’s performance and bring in additional revenue stream to the Group including expansion of its environmental cleaning services into the PRC, set up of the Union Group to provide financial services, and the interest income from the provision of the Money Lending Services. The management of the Group is continuously reviewing the performance of the Company including its development plans, business operations and growth potential. Depending on the Group’s actual performance and its funding needs, in particular for the Group’s business expansion, the Company may consider to conduct fund raising activities in future as and when appropriate should the Group’s business operations, development and/or expansion demand, including but not limited to the following aspects of the Group:

(a) In respect of the Environmental Services, based on the management accounts of the Group, the Group had recorded (i) a monthly average administrative expenses of approximately HK$1.7 million; and (ii) a monthly average costs of services of approximately HK$19.8 million for the ten-months period ended 30 April 2017 in relation to the operation of the Environmental Services in both Hong Kong and the PRC.

According to the management accounts of the Company as at 30 April 2017, the Group had bank and cash balances of approximately HK$69.5 million (excluding the pledged deposits). If there is any unexpected deterioration in the performance of the Environmental Services, such bank and cash balances will be just sufficient to cover the aforementioned expenses for around 3 months.

Furthermore, as the Environmental Services are a labour-intensive industry, any delay in the timing of the accounts receivables by the Environmental Services from its customers may have a material adverse impact on the Group’s cash flow, and hence its operations and performance. Therefore, the Directors consider that maintaining a buffer of around 3 months payment for the administrative expenses and costs of services is a must in order to ensure a sustainable and ongoing business for the Environmental Services.

In addition, the Group is currently actively expanding its Environmental Services into the PRC region including but not limited to Shenzhen, Beijing and Chengdu in the PRC. If the expansion is growing as expected and some large scale tenders are awarded, further capitals may be required in this business segment;

(b) In respect of Money Lending Services, due to the mature Hong Kong financing market, the demand of loan is expected to maintain strong and increase gradually. The Group has commenced the Money Lending Services and began giving out loans since December 2016. Since then, the Money Lending Services have been
generating satisfactory revenue and returns for the Group. The interest income is approximately HK$1.2 million per month. The Group is optimistic that the Money Lending Services will continue to have positive gross profit and generate positive cash flow from its operations. The Group will closely monitor the financial performance of this segment. If the performance of the Money Lending Services is steady and promising in the upcoming months, the Directors would not rule out the possibility to raise further capital to further expand this segment in order to bring in additional revenue and returns for the Shareholders. Nevertheless, the Company has no such plan in raising further capital as at the Latest Practicable Date; and

(c) As announced by the Company on 5 June 2017, the Company had made applications to (i) the SFC for licenses to permit UISL to carry out Type 1 (dealing in securities) and Type 2 (dealing in futures contracts), and UIAML to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO; and (ii) the FMA to register UCL as financial services provider in New Zealand to carry out forex brokerage business in New Zealand. It is expected that the development of these new businesses will require capitals for, among others, (i) the set up costs of the Union Group including UISL, UIAML and UCL; (ii) the deposits to be maintained in the prime broker accounts to carry out the margin securities and forex brokerage businesses; (iii) the development of the online trading platform for UISL, UIAML and UCL; (iv) seed money to carry out the asset management business; and (v) the general working capital of the Union Group.

The Directors consider the development of these new businesses will enable the Company to diversify its businesses and broaden its revenue base, and would be in the interests of the Company and the Shareholders as a whole. Again, the Company will review the funding needs of this new financial segment from time to time. Depending on the actual performance and development of this segment, the Company may raise further capital to fulfill such funding need. However, the Company has no such plan in raising further capital as at the Latest Practicable Date.

As discussed above, the potential funding needs of the Company in future will depend on its actual performance and developments in several regions and segments.

GENERAL

A notice convening the EGM to be held at 6/F., Causeway Bay Function Room, L’hotel Causeway Bay Harbour View Hong Kong, 18 King’s Road, Causeway Bay, Hong Kong on 26 July 2017 at 11:00 a.m. or any adjournment thereof is set out on pages 13 to 14 of this circular. A proxy form for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting in person, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution(s) in relation to the Share Consolidation at the EGM.

Shareholders and potential investors should note that the Share Consolidation is conditional upon satisfaction of the conditions set out in the paragraph headed “Conditions of the Share Consolidation” in this circular. Accordingly, the Share Consolidation may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers.

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

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or controlling Shareholders or any of their respective close associates (as defined under the GEM Listing Rules) have any business or interest which competes or may compete with the business of the Group or may have any other conflict of interest with the Group which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

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 are of the opinion that the Share Consolidation is 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 resolution(s) to be proposed in the EGM.

By order of the Board

PPS International (Holdings) Limited

Ye Jingyuan

Chief Executive Officer and Executive Director
NOTICE OF EXTRAORDINARY GENERAL MEETING

PPS INTERNATIONAL (HOLDINGS) LIMITED

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of PPS International (Holdings) Limited (the “Company”) will be held at 11:00 a.m. on Wednesday, 26 July 2017 at 6/F., Causeway Bay Function Room, L’hotel Causeway Bay Harbour View Hong Kong, 18 King’s Road, Causeway Bay, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT subject to and conditional upon, among other things, the granting by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) the listing of, and permission to deal in, the Consolidated Shares (as defined below) to be in issue upon the Share Consolidation (as defined below) becoming effective:

(a) with effect from the first business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange, every ten (10) issued and unissued ordinary shares of HK$0.001 each in the share capital of the Company be consolidated (the “Share Consolidation”) into one (1) share of HK$0.01 each (the “Consolidated Share(s)”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;

(b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “Directors”) may think fit; and
(c) any one of the Directors be and is hereby authorised to do all such acts, deeds and things and to sign and execute all such documents, including under seal where applicable, on behalf of the Company, as he may, in his absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

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

Hong Kong, 10 July 2017

Notes:

(1) A member entitled to attend and vote at the 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 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 proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or certified copy of that power or authority, at the Company’s Hong Kong branch share registrar, 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 meeting or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending in person and voting at the meeting or any adjournment thereof, should he/she/it so wish.

As at the date hereof, the board of directors of the Company comprises three executive Directors, Mr. Ye Jingyuan, Mr. Yu Shaoheng and Ms. Mui Fong, and three independent non-executive Directors, Mr. Chui Chi Yun Robert, Mr. Kwong Tsz Ching, Jack and Mr. Yu Xiufeng