

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus (the “**Prospectus**”) of PPS International (Holdings) Limited (the “**Company**”) dated 7 June 2013.

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Placing described below before deciding whether or not to invest in the Shares thereby being offered.



PPS International (Holdings) Limited
寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

**LISTING ON THE GROWTH ENTERPRISE MARKET OF
THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF PLACING**

- Number of Placing Shares** : 30,000,000 Shares comprising
25,000,000 New Shares and
5,000,000 Sale Shares
- Placing Price** : Not more than HK\$1.20 per Placing
Share and expected to be not less than
HK\$1.00 per Placing Share, plus
brokerage of 1%, SFC transaction levy
of 0.003% and Stock Exchange trading
fee of 0.005% (payable in full on
application in Hong Kong dollars and
subject to refund)
- Nominal value** : HK\$0.01 each
- GEM stock code** : 8201

Sole Sponsor



Joint Bookrunners and Joint Lead Managers



Copies of the Prospectus are available, for information purposes only, at the office of Cinda International Capital Limited and Cinda International Securities Limited at 45th Floor, COSCO Tower, 183 Queen's Road Central, Hong Kong, the office of SBI E2 at Unit A2, 32/F, United Centre, 95 Queensway, Hong Kong and the office of Celestial Capital Limited at 9/F, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong during normal office hours from 9:00 a.m. to 5:00 p.m. from Friday, 7 June 2013 to Monday, 17 June 2013 (both dates inclusive and for business days only).

Pursuant to the Underwriting Agreement, the Company is offering 30,000,000 Placing Shares (comprising 25,000,000 New Shares for subscription and 5,000,000 Sale Shares for purchase) by way of Placing at the Placing Price on and subject to the terms and conditions set out in the Underwriting Agreement and the Prospectus. It is expected that the Underwriters, on behalf of the Company and the Selling Shareholders, will conditionally place 30,000,000 Placing Shares at the Placing Price to selected individual, professional and institutional investors in Hong Kong.

Applications for the Placing Shares will only be considered on the basis of the terms and conditions as set out in the Prospectus.

The Placing is conditional upon the fulfillment of the conditions as set out in the section headed "Structure and conditions of the Placing — Conditions of the Placing" in the Prospectus. If such conditions are not fulfilled (or, where applicable, waived) in accordance with the terms and conditions of the Underwriting Agreement on or before the dates and times as specified therein, the Placing will lapse and thereafter, all money received will be refunded to applicants of the Placing Shares without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the GEM Website at www.hkgem.com, the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.hkpps.com.hk on the next Business Day immediately following the date of such lapse.

Prospective investors should note that the Sole Sponsor and/or the Joint Lead Managers (for themselves and on behalf of the Underwriters) are entitled to terminate the Underwriting Agreement by giving notice in writing to the Company (for itself and on behalf of the Selling Shareholders) upon the occurrence of any of the events set forth in the section headed "Underwriting — Grounds for termination" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is expected to be on Monday, 17 June 2013).

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the Shares issued and to be issued pursuant to the Placing including any Shares which may be allotted and issued pursuant to the Capitalisation Issue and any Shares which fall to be allotted and issued pursuant to the exercise of the options which may be granted under the Share Option Scheme. Subject to the granting of the listing of, and permission to deal in, the Shares on GEM as mentioned in the Prospectus and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The Placing Price is expected to be determined by agreement between the Company (for itself and on behalf of the Selling Shareholders) and the Joint Lead Managers (for themselves and on behalf of the Underwriters) on the Price Determination Date, which is currently expected to be on or before Monday, 10 June 2013 and in any event, not later than Friday, 14 June 2013. If, for any reason, the Company (for themselves and on behalf of the Selling Shareholders) and the Joint Lead Managers (for themselves and on behalf of the Underwriters) are unable to agree on the Placing Price on or before the Price Determination Date, the Placing will not become unconditional and will lapse. In such event, the Company will issue an announcement to be published on the GEM Website at www.hkgem.com, the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.hkpps.com.hk.

The Placing Price will not be more than HK\$1.20 per Placing Share, and is expected to be not less than HK\$1.00 per Placing Share. Share certificates for the Placing Shares will only become valid certificates of title when the Placing has become unconditional in all respects and the Underwriting Agreement has not been terminated in accordance with its terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date. No temporary documents of title will be issued by the Company. No receipt will be issued for the subscription monies for the Placing Shares.

The announcement of the final Placing Price, the levels of indication of interests in the Placing and the basis of allocations of the Placing Shares are expected to be published on the GEM Website at www.hkgem.com, the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.hkpps.com.hk at or before 8:30 a.m. on Friday, 14 June 2013.

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 17 June 2013. Shares will be traded in board lots of 4,000 Shares each. The stock code for the Shares is 8201.

By order of the Board
PPS International (Holdings) Limited
Fan Shek Cheong, Allan
Chairman

Hong Kong, 7 June 2013

As at the date of this announcement, the executive Directors are Mr. Fan Shek Cheong, Allan, Mr. Wong Yin Jun, Samuel and Ms. Hung Sui Hing, Lilian; the non-executive Director is Ms. Fan Sheung Ting, Maria; and the independent non-executive Directors are Mr. Ho King Man, Kenneth, Mr. Yu Tat Kong, Petrus and Mr. Tong Kin Ping, Patrick.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement herein or in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement and a copy of the Prospectus will remain on the GEM Website at www.hkgem.com and the Stock Exchange's website at www.hkexnews.hk and, in the case of this announcement, on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at www.hkpps.com.hk.