

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



PPS International (Holdings) Limited

寶聯控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8201)

PROPOSED SHARE SUBDIVISION AND CHANGE OF BOARD LOT SIZE

PROPOSED SHARE SUBDIVISION AND CHANGE OF BOARD LOT SIZE

The Board proposes that each of the existing issued and unissued Shares of HK\$0.0010 each in the share capital of the Company be subdivided into 10 Subdivided Shares of HK\$0.0001 each. The Shares are currently traded in board lots of 10,000 shares. Upon the Share Subdivision becoming effective, the Subdivided Shares will be traded in board lots of 20,000 Subdivided Shares. The Share Subdivision is conditional upon, among other things, the passing of an ordinary resolution by the Shareholders at the EGM and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares. The Subdivided Shares will rank *pari passu* in all respects with each other and the Share Subdivision will not result in any changes in the relative rights of the Shareholders.

GENERAL

A circular containing, among other things, details of the Share Subdivision, the trading arrangements in respect to the Subdivided Shares, the procedure for the free exchange of the Existing Share Certificates, together with the notice of the EGM, will be despatched to the Shareholders on or before Wednesday, 29 October 2014.

PROPOSED SHARE SUBDIVISION

The Board proposes that each of the existing issued and unissued Shares of HK\$0.0010 each in share capital of the Company be subdivided into 10 Subdivided Shares of HK\$0.0001 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out in paragraph headed “Conditions of the Share Subdivision” below.

As at the date of this announcement, the authorized share capital of the Company is HK\$100,000,000 divided into 100,000,000,000 Shares, of which 1,000,000,000 Shares are in issue and fully paid or credited as fully paid. Assuming that no further Shares will be issued or repurchased after the date of this announcement and prior to the Share Subdivision becoming effective, the effect of the Share Subdivision is set out as follows:

	As at the date of this announcement and before completion of the Share Subdivision	Immediately after completion of the Share Subdivision
Par value of each Share	HK\$0.0010	HK\$0.0001
Number of authorized Shares	100,000,000,000	1,000,000,000,000
Authorised share capital	HK\$100,000,000	HK\$100,000,000
Number of Shares in issue	1,000,000,000	10,000,000,000
Issued share capital	HK\$1,000,000	HK\$1,000,000

The Subdivided Shares will rank *pari passu* with each other in all respects and the Share Subdivision will not result in any changes in the relative rights of the Shareholders. All necessary arrangements will be made for the Subdivided Shares to be admitted into the CCASS.

As at the date of this announcement, the Company does not have any options outstanding under any share option scheme of the Company or any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

As at the date of this announcement, the Company has no intention to have any fund raising activities (excluding normal bank borrowing).

Conditions of the Share Subdivision

The Share Subdivision is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision;
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares; and
- (c) compliance with the relevant legal procedures and requirements under the GEM Listing Rules and the laws of Cayman Islands (if any) to effect the Share Subdivision.

Application for listing of Subdivided Shares

An application will be made to the Stock Exchange for the listing of and permission to deal in the Subdivided Shares on the Stock Exchange.

CHANGE OF BOARD LOT SIZE

As at the date of this announcement, the Shares are currently traded in board lots of 10,000 Shares. Upon the Share Subdivision becoming effective, the Board proposes the Subdivided Shares will be traded in board lots of 20,000 Subdivided Shares. The change of board lot size, together with the Share Subdivision, is effected to reduce the board lot value of the Shares. Based on the closing price of the Shares as at the date of this announcement, the current board lot value is HK\$20,000. The change of board lot size to 20,000 Subdivided Shares, together with the Share Subdivision, will reduce the board lot value to HK\$4,000 (calculated based on the closing price of the date of this announcement and adjusted for the effect of Share Subdivision).

The change in the board lot size will not result in any change in the relative rights of the Shareholders or any odd board lots other than those which already exist. The Directors consider that the change of the board lot size together with the Share Subdivision is in the interest of the Company and the Shareholders as a whole.

REASONS FOR THE PROPOSED SHARE SUBDIVISION AND CHANGE OF BOARD LOT SIZE

The Share Subdivision will decrease the nominal value and increase the total number of shares in issue. The Share Subdivision will result in downward adjustment to the trading price of the Shares. The Board believes that the Share Subdivision will decrease the trading spread and thus result in the improved liquidity in trading of the Company's Subdivided Shares and thereby would attract more investors and widen the Shareholder base.

The Board also considers that the change of board lot size will result in the Subdivided Shares being traded in a more reasonable board lot size and value.

Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Subdivision, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Group or the shareholdings, rights and interests of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and its Shareholders as a whole.

FREE EXCHANGE OF SHARE CERTIFICATES

The Existing Share Certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Friday, 19 December 2014 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the Existing Share Certificates will continue to be good evidence of legal title to the Subdivided Shares on the basis of 1 Share for 10 Subdivided Shares.

The Existing Share Certificates will be exchanged free of charge for the New Share Certificates for Subdivided Shares between 9:00 a.m. and 4:30 p.m. on any business day from Monday, 17 November 2014 to Tuesday, 23 December 2014 (both dates inclusive) 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. It is expected that New Share Certificates will be available for collection within 10 business days after the submission of the Existing Share Certificates for exchange. The New Share Certificates will be pink in color so as to be distinguished from the Existing Share Certificates which are light green in color.

EXPECTED TIMETABLE FOR PROPOSED SHARE SUBDIVISION

The expected timetable relating to the Share Subdivision and the associated trading arrangement are as follows:

2014
(Hong Kong time)

Despatch of the circular regarding, among other matters,
the Share Subdivision and notice of EGM Wednesday, 29 October

Latest time for lodging the form of proxy for the EGM 11:00 a.m. on
Wednesday, 12 November

EGM 11:00 a.m. on
Friday, 14 November

Publication of poll results of the EGM. Friday, 14 November

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision

Effective date of the Share Subdivision Monday, 17 November

Dealing in the Subdivided Shares commence 9:00 a.m. on
Monday, 17 November

Original counter for trading in existing Shares
in board lots of 10,000 Shares temporarily closes 9:00 a.m. on
Monday, 17 November

Temporary counter for trading in board
lots of 100,000 Subdivided Shares
(in form of Existing Share Certificates) opens 9:00 a.m. on
Monday, 17 November

Free exchange of Existing Share Certificates
for the New Share Certificates for the
Subdivided Shares commences Monday, 17 November

Original counter for trading in Subdivided Shares in board
lots of 20,000 Subdivided Shares
(in the form of New Share Certificates) re-opens 9:00 a.m. on
Monday, 1 December

Parallel trading in Shares and Subdivided Shares
(in form of Existing Share Certificates and
New Share Certificates) commences 9:00 a.m. on
Monday, 1 December

Temporary counter for trading in board
lots of 100,000 Subdivided Shares
(in form of Existing Share Certificates) closes 4:00 p.m. on
Friday, 19 December

Parallel trading in Shares and Subdivided Shares
(in form of Existing Share Certificates and
New Share Certificates) ends 4:00 p.m. on
Friday, 19 December

Free exchange of Existing Share Certificates
for the Shares for New Share Certificates for the
Subdivided Shares ends Tuesday, 23 December

Further announcement will be made by the Company for changes, if any, in the expected timetable for implementation of the Share Subdivision and the associated trading arrangements as mentioned in this announcement.

GENERAL

A circular containing, among other things, details of the Share Subdivision, the trading arrangements in respect to the Subdivided Shares, the procedure for the free exchange of the Existing Share Certificates, together with the notice of the EGM, will be despatched to the Shareholders on or before Wednesday, 29 October 2014.

TERMS AND DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the meaning ascribed to them below:

“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	PPS International (Holdings) Limited, a limited liability company incorporated in Cayman Islands, whose Shares are listed on the Growth Enterprise Market of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving the Share Subdivision
“Existing Share Certificate(s)”	existing form of certificate(s) of the Shares
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries

“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“New Share Certificate(s)”	form of certificate(s) of the Subdivided Shares
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, Taiwan and the Macau Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.0010 each in the share capital of the Company before the Share Subdivision becoming effective
“Shareholder(s)”	holder(s) of the Share(s)
“Share Subdivision”	the proposed subdivision of each Share into 10 Subdivided Shares
“Subdivided Share(s)”	subdivided ordinary share(s) of HK\$0.0001 each in the share capital of the Company upon the Share Subdivision becoming effective
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 29 September, 2014

As at the date of this announcement, the Board comprises Mr. Fan Shek Cheong, Allan, Mr. Wong Yin Jun, Samuel, Mr. Wang Li, Mr. Zhang Chenglin and Mr. Cao Zhiwen as executive Directors; Mr. Woo Yik Man as non-executive Director; and Mr. Yu Tat Kong, Petrus, Mr. Lai Changming, Mr. Chan Chi Tong, Kenny and Mr. Lo Wing Sang as independent non-executive Directors.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rule 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 Announcement” page of the internet website operated by the Stock Exchange for the purpose of the GEM at 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.