

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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;**
- (3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;**
- (4) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at the Maple Room, 5/F., Humble House Taipei, No. 18 Songgao Road, Xinyi District, Taipei 110, Taiwan on Wednesday, 30 December 2015 at 10:30 a.m. is set out on pages 27 to 34 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 Level 22, Hopewell Centre, 183 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.

30 November 2015

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 the Maple Room, 5/F., Humble House Taipei, No. 18 Songgao Road, Xinyi District, Taipei 110, Taiwan on Wednesday, 30 December 2015 at 10:30 a.m.
“Articles” or “Articles of Association”	the articles of association of the Company, and the “Article” shall mean an article of the Articles of Association
“Board”	the Board of Directors of the Company
“close associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“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)
“Consolidated Share(s)”	ordinary shares of HK\$0.001 each in the share capital of the Company after the Share Consolidation becoming effective
“core connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“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

DEFINITIONS

“Latest Practicable Date”	26 November 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Offer Shares”	5,000,000,000 Shares to be allotted and issued pursuant to the Open Offer
“Open Offer”	the proposed issue by way of open offer to the qualifying shareholders on the basis of one (1) Offer Share for every two (2) existing Shares held on the record date, details of which can be referred to the prospectus of the Company in relation to the Open Offer dated 24 November 2015
“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 10% 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
“Scheme Mandate Limit”	the maximum number of the Shares which may be issued upon exercise of all the Share Options to be granted under the Share Option Scheme
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.0001 each in the share capital of the Company
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares of HK\$0.0001 each into one (1) Consolidated Share of HK\$0.001 each, details of which can be referred to the circular of the Company dated 30 November 2015
“Share Option(s)”	a right to subscribe for the Shares granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme adopted by the Company on 28 May 2013
“Shareholder(s)”	holder(s) of the Share(s)

DEFINITIONS

“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. Chan Wai Kit (*Chairman*)

Mr. Zhang Xiaozheng

Ms. Wong Chi Yan

Ms. Wang Jun

Non-executive Directors:

Mr. Xu Xiaoping

Ms. Li Qingchen

Independent non-executive Directors:

Mr. Chui Chi Yun, Robert

Mr. Chan Chi Tong, Kenny

Mr. Chen Kwok Wang

Mr. Chow Chun Hin, Leslie

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

*Head office and principal place of
business in Hong Kong:*

24/F., SUP Tower

75-83 King's Road, North Point

Hong Kong

30 November 2015

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;
(3) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT;
**(4) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION; AND**
(5) 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 proposed granting of the General Mandate and the Repurchase Mandate to the Directors; (ii) the proposed re-election of Directors; (iii) the proposed refreshment of the Scheme Mandate Limit; and (iv) the proposed amendments to the Articles of Association.

LETTER FROM THE BOARD

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

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, the General Mandate, to allot, issue and deal with unissued Shares or underlying Shares or, upon the Share Consolidation being effective, the unissued Consolidated Shares or underlying Consolidated Shares (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 or Consolidated Shares upon Share Consolidation becoming effective in lieu of whole or part of the dividend on Shares in accordance with the Articles) 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 or the issued Consolidated 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 10,000,000,000 Shares in issue or 1,000,000,000 Consolidated Shares in issue upon Share Consolidation becoming effective. As disclosed in the announcement and prospectus of the Company dated 6 November 2015 and 24 November 2015 respectively in relation to the Open Offer, 5,000,000,000 Offer Shares are expected to be allotted and issued to the qualifying shareholders on 16 December 2015. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that, save for the allotment and issuance of the Offer Shares, no further Shares or Consolidated Shares will be 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 3,000,000,000 Shares or 300,000,000 Consolidated Shares based on the number of the Shares in issue and the number of Offer Shares to be allotted and issued.

LETTER FROM THE BOARD

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, the Repurchase Mandate, on GEM of an aggregate amount of up to 10% of the issued Shares or Consolidated Shares upon Share Consolidation becoming effective 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, save for the allotment and issuance of the Offer Shares, no further Shares or Consolidated Shares upon Share Consolidation becoming effective 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 1,500,000,000 Shares or 150,000,000 Consolidated Shares upon Share Consolidation becoming effective based on the number of the Shares in issue and the number of Offer Shares to be allotted and issued.

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

LETTER FROM THE BOARD

According to Article 84(2) of the Articles, a Director subject to retirement shall include any Director who wishes to retire and not to offer himself for re-election. It further provides that a retiring Director shall be eligible for re-election and any Directors so to retire shall be those of the Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. Any Director appointed by the Board pursuant to Article 83(3) shall not be taken into account in determining the number of Directors who are subject to the retirement by rotation.

According to Article 83(3) of the Articles, 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 after his appointment (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 general meeting.

In accordance with Article 84(1) of the Articles, Mr. Chan Chi Tong, Kenny shall retire from office by rotation at the AGM. Mr. Chan Chi Tong, Kenny will offer him for re-election as independent non-executive Director.

In accordance with Article 83(3) of the Articles, Mr. Chan Wai Kit, Ms. Wong Chi Yan, Mr. Zhang Xiaozheng, Mr. Chui Chi Yun, Robert, and Mr. Chen Kwok Wang were appointed to fill casual vacancy, they shall hold office until the first general meeting of the Shareholders and be eligible for re-election. Ms. Wang Jun, Mr. Xu Xiaoping, Ms. Li Qingchen and Mr. Chow Chun Hin, Leslie, were appointed as addition to the Board, they shall hold office until the next following annual general meeting from the date of their appointment and be eligible for re-election. As such, each of Mr. Chan Wai Kit, Ms. Wong Chi Yan, Mr. Zhang Xiaozheng and Ms. Wang Jun will offer himself for re-election as executive Directors. Each of Mr. Xu Xiaoping and Ms. Li Qingchen will offer himself for re-election as non-executive Directors. Each of Mr. Chui Chi Yan, Robert, Mr. Chen Kwok Wang and Mr. Chow Chun Hin, Leslie will offer himself for re-election as independent non-executive Directors.

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 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 Directors subject to re-election are set out in Appendix II to this circular.

REFRESHMENT OF THE SCHEME MANDATE LIMIT

Pursuant to the Rule 23.03(3) of the GEM Listing Rules and the Share Option Scheme, the total number of Shares which may be issued upon the exercise of all Share Options to be granted under the Share Option Scheme and any other schemes of the Company must not exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme. The Scheme Mandate Limit may be refreshed by the Shareholders in general meeting in accordance with the rules of the Share option Scheme.

Apart from the Share Option Scheme, there is no other share option scheme as at the Latest Practicable Date.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there is no outstanding Share Option entitling the holders thereof to subscribe for Shares. Since the date of the adoption of the Share Option Scheme up to the Latest Practicable Date, the Company hasn't granted any Share Option.

As at the Latest Practicable Date, the total number of Shares in issue is 10,000,000,000. As disclosed in the announcement and prospectus of the Company dated 6 November 2015 and 24 November 2015 respectively in relation to the Open Offer, 5,000,000,000 Offer Shares are expected to be allotted and issued to the qualifying shareholders on 16 December 2015. Assuming no further Shares, save for the allotment and issuance of the Offer Shares, are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the total number of the Shares in issue as at the date of the AGM will be 15,000,000,000 Shares or 1,500,000,000 Consolidated Shares upon the Share Consolidation becoming effective. If the Scheme Mandate Limit is refreshed at the forthcoming AGM, the Board will be able to grant Share Options for subscription of up to 1,500,000,000 Shares or 150,000,000 Consolidated Shares, being 10% of the Shares in issue as at the date of the AGM date based on the 10,000,000,000 Shares in issue as at the Latest Practicable Date and the 5,000,000,000 Offer Shares to be allotted and issued, details of the Open Offer can be referred to the prospectus of the Company dated 24 November 2015.

The Board wishes to maximize the flexibility in making grants of the Share Options under the Share Option Scheme. The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole as it enables the Company to provide incentives or rewards to participants for their contribution to the Group.

Pursuant to note 2 to Rule 23.03(3) of the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company at any time must not exceed 30% of the Shares or the Consolidated Shares in issue from time to time. No Share Options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

As required by the Share Option Scheme and the GEM Listing Rules, an ordinary resolution will be proposed at the AGM to approve the refreshment of the Scheme Mandate Limit such that the total number of Shares which may be issued upon exercise of all Share Options to be granted under the refreshed Scheme Mandate Limit must not exceed 10% of the total number of the Shares or the Consolidated Shares in issue as at the date of approval of the refreshed Scheme Mandate Limit.

LETTER FROM THE BOARD

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and
- (ii) the Stock Exchange granting the approval of the listing of, and permission to deal in, the Shares or the Consolidated Shares (representing 10% of the Shares and the Consolidated Shares in issue as at the date of passing the relevant resolution at the AGM) to be issued pursuant to the exercise of any Share Options granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may fall to be issued upon the exercise of the Share Options that may be granted under the refreshed Scheme Mandate Limit.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

It is proposed to amend the Articles of Association with a view to bringing the existing Articles of Associations in line with (i) the new Companies Ordinance, Chapter 622 of the Laws of Hong Kong (the “New Companies Ordinance”); and (ii) the amendments of GEM Listing Rules whereby, among other things, (a) the definition of “associate” in Chapter 1 of the GEM Listing Rules is renamed as “close associate”; and (b) all other general meeting (including an extraordinary general meeting) must be called by notice of not less than 14 clear days and not less than 10 clear business days. The major proposed amendments are set out below:

1. to insert the definition of “close associate”, and change the words “associate” and “associates” to “close associate” and “close associates” respectively in the Articles of Association in order to follow the amendment of Appendix 3 of the GEM Listing Rules which disallows a director to vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his close associates has a material interest or be counter in the quorum present at the meeting;
2. to update an existing provision in the Articles of Association in order to reflect the changes in the GEM Listing Rules relating to the notice of convening all other general meetings (including an extraordinary general meeting);
3. to insert a provision in order to give flexibility to the Company to remove a director at the Board’s level; and
4. to update an existing provision in the Articles of Association in order to reflect the changes in the New Companies Ordinance relating to fair dealing by Directors.

Details of the amendments to the Articles of Association are set out in the notice of AGM.

LETTER FROM THE BOARD

The legal advisors to the Company as to Hong Kong laws and Cayman Islands laws have respectively confirmed that the proposed amendments comply with the requirements of the GEM Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments to the Articles of Association.

AGM

A notice convening the AGM to be held at the Maple Room, 5/F., Humble House Taipei, No. 18 Songgao Road, Xinyi District, Taipei 110, Taiwan on Wednesday, 30 December 2015 at 10:30 a.m. is set out on pages 27 to 34 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, the proposed refreshment of the Scheme Mandate Limit and the proposed amendments to the Articles of Association.

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 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 Level 22, Hopewell Centre, 183 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), the Repurchase Mandate, the proposed re-election of Directors, proposed refreshment of the Scheme Mandate Limit and the proposed amendments to the Articles of Association 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.

LETTER FROM THE BOARD

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
Chan Wai Kit
Chairman and 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 10,000,000,000 Shares or 1,000,000,000 Consolidated Shares upon the Share Consolidation becoming effective in issue as at the Latest Practicable Date and 5,000,000,000 Offer Shares to be allotted and issued on 16 December 2015, would result in 1,500,000,000 Shares or 150,000,000 Consolidated Shares upon Share Consolidation becoming effective (representing approximately 10% of the issued share capital of the Company as at the date of the forthcoming AGM taking into account the Offer Shares to be allotted and issued) 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 or Consolidated Shares upon Share Consolidation becoming effective 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 or Consolidated Shares upon Share Consolidation becoming effective, the Company will only apply funds legally available for such purpose in accordance with its Articles, 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 from sums standing to the credit of the Company's share premium account or out of 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 be paid out of the profits of the Company or out of the share premium account or out of capital subject to and in accordance with 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 2015) 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. 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.

6. 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, according to the register kept by the Company pursuant to section 336 of SFO, and so far as is known to the Directors or chief executive of the Company, the following persons (other than a Director or a chief executive of the Company) had, or was deemed or taken to have, an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying voting rights to vote in all circumstances at general meeting of any other member of the Group:

Aggregate long positions in the Shares or underlying Shares

Name of Shareholder	Capacity	Total number of Shares	Approximately percentage of total issued share capital of the Company as at the Latest Practicable date	Approximately percentage total issued share capital as at the Latest Practicable Date if the Repurchase Mandate is exercised in full
Capital Business International Limited (Note 1)	Interest in controlled corporation	6,000,000,000	60.00%	66.67%
Orient Securities Holdings Limited (Note 1)	Interest in controlled corporation	6,000,000,000	60.00%	66.67%
Orient Securities International Holdings Limited (Note 1)	Interest in controlled corporation	6,000,000,000	60.00%	66.67%
Orient Securities Limited (Note 1)	Beneficial owner	6,000,000,000	60.00%	66.67%
China New Energy Power Group Limited (Note 2)	Interest in controlled corporation	4,466,500,000	44.67%	49.63%
Zhao Han (Note 3)	Beneficial owner	1,200,000,000	12.00%	13.33%
Gao Lili (Note 3)	Interest of spouse	1,200,000,000	12.00%	13.33%
Wang Ying	Beneficial owner	969,472,040	9.69%	10.77%

Notes:

1. Pursuant to the disclosure of interest forms submitted by Capital Business International Limited, Orient Securities Holdings Limited, Orient Securities International Holdings Limited and Orient Securities Limited filed on 6 November 2015 and based on the underwriting agreement in relation to the Open Offer, Orient Securities Limited, as the underwriter to the Open Offer, has conditionally agreed to subscribe or procure subscription for the maximum number of 6,000,000,000 Offer Shares which have not been taken up by the qualifying Shareholders;
2. China New Energy Power Limited indirectly holds 100% interest in Legito Company Limited. As confirmed by the underwriter, Legito Company Limited entered into a subscription arrangement with Orient Securities Limited on 10 November 2015, pursuant to which Legito Company Limited agreed to subscribe a maximum of 3,400,000,000 Offer Shares at the subscription price; and
3. Ms. Gao Lili is the spouse of Mr. Zhao Han, Ms. Gao Lili is deemed to be interested in 12% interests in the share capital of the Company under the SFO.

Save as disclosed above and so far as is known to the Directors or chief executive of the Company, there is no person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest or short position in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital, including options in respect of such capital, carrying rights to vote in all circumstances at general meeting of any other member of the Group.

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 shareholding percentage of Orient Securities Limited and China New Energy Power Group Limited would be increased to 66.67% and 49.63% respectively. Such resulting increase in the shareholdings of the above Shareholders will give rise to an obligation on any such Shareholder to make a mandatory offer under Rule 26 and Rule 32 of the Takeovers Code. Save as aforesaid, the Director are not aware of any other consequences which will give rise under the Takeovers Code as a result of the exercise of the power in full under the Repurchase Mandate.

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 or Consolidated 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.

7. 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.

8. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close 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 core 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 or Consolidated Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

9. SHARE PRICES

The highest and lowest prices (adjusted with the effect of Open Offer) at which the Shares were traded on GEM during the months from November 2014 to the Latest Practicable Date were as follows:

	Highest per Share (HK\$)	Lowest per Share (HK\$)
2014		
November	0.141	0.136
December	0.177	0.164
2015		
January	0.241	0.225
February	0.177	0.156
March	0.145	0.132
April	0.111	0.102
May	0.120	0.106
June	0.094	0.081
July	0.058	0.050
August	0.042	0.038
September	0.033	0.031
October	0.030	0.027
November (up to the Latest Practicable Date)	0.028	0.025

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

The biographical and other details of the Directors standing for re-election at the AGM as required by the GEM Listing Rules are set out below:

Executive Directors

Mr. Chan Wai Kit (“Mr. Chan”)

Mr. Chan Wai Kit, aged 32, was appointed as an executive Director, chairman (the “Chairman”) of the Company, authorised representative (the “Authorised Representative”) of the Company and compliance officer with effect from 16 June 2015. Mr. Chan holds a Bachelor Degree in Information System and a Master Degree of Accounting from Curtin University of Technology, Australia. Mr. Chan is currently the international business development manager of Pearl Oriental Oil Limited (stock code: 632), a company listed on the Stock Exchange. He is also the executive director, deputy chairman, authorised representative and compliance officer of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM. Mr. Chan is also a financial secretary to Shenzhen – Hong Kong Youth Exchange Promotion Association Limited. Mr. Chan is currently a company secretary of Titanium Group Limited, a company quoted on OTC Bulletin Board in the US. Mr. Chan has extensive experience in IT, accounting, finance, corporate governance, strategic planning, as well as merger and acquisition.

Save as disclosed above, Mr. Chan does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Chan does not have any interest in the Shares or Consolidated Shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there is no service contract between Mr. Chan and the Company and he was not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$100,000. The emoluments to Mr. Chan will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Mr. Chan is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Chan pursuant to any of the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Zhang Xiaozheng (“Mr. Zhang”)

Mr. Zhang, aged 64, was appointed as an executive Director with effect from 19 October 2015. He is an experienced investment analyst and a project operation specialist. He obtained a bachelor’s degree of economics with a major in economic management from Guangxi University. He is currently a vice president and an executive director of Shenzhen Zhiweilong Industrial Development Company Limited. During the period from 27 May 2015 to 16 October 2015, he was appointed as an executive director of Aurum Pacific (China) Group Limited (stock code: 8148).

Mr. Zhang has decades of experience in project development and management. He played a leading role in the development of several markets and commercial streets, where he gained extensive experience in resources integration, project expansion and practical management.

Save as disclosed above, Mr. Zhang does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Zhang does not have any interest in the Shares or the Consolidated Shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there is no service contract between Mr. Zhang and the Company and he was not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$30,000. The emoluments to Mr. Zhang will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Mr. Zhang is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Zhang pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

Ms. Wang Jun (“Ms. Wang”)

Ms. Wang, aged 35, was appointed as an executive Director with effect from 12 November 2015. She has extensive experience in corporate management and investment management. She graduated from Peking University in the People’s Republic of China (the “PRC”) with a diploma in computer information management in 2003. During the period from March 2000 to June 2011, she worked in 北京市電勝達工貿有限公司 (Beijing Dianshengda Trade and Industry Company Limited*), a company principally engaged in sales and assembly of electronic communication systems, with her last position as the general manager. Since June 2011, she has been one of the partners of 北京思倍泰創業投資中心(有限合夥) (Beijing Sibeitai Venture Capital Center (Limited Partnership)*), a partnership principally engaged in investment in environmental industry.

Save as disclosed above, Ms. Wang does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and she does not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Wang does not have any interest in the Shares or Consolidated Shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there is no service contract between Ms. Wang and the Company and she was not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$30,000. The emoluments to Ms. Wang will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to her duties and responsibilities with the Company and the market benchmark.

Ms. Wang is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules.

Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Ms. Wang pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the shareholders of the Company.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Ms. Wong Chi Yan (“Ms. Wong”)

Ms. Wong Chi Yan, aged 34, was appointed as an executive Director, Authorised Representative and company secretary of the Company with effect from 16 June 2015. Ms. Wong holds a Bachelor of Business Administration degree in Accounting from Hong Kong Baptist University. She is an associate member of the Hong Kong Institute of Certified Public Accountants, an associate member of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators. She has extensive experiences in auditing, accounting and financing as well as merger and acquisition. Ms. Wong is the company secretary and authorized representative of U-RIGHT International Holdings Limited (stock code: 627). She is an executive director, the company secretary and the authorised representative of Aurum Pacific (China) Group Limited (stock code: 8148), a company listed on the GEM. She is also an independent non-executive director of Co-Prosperity Holidays Limited (Stock code: 707). She was an independent non-executive director of Prosten Technology Holdings Limited (stock code: 8026) during the period 25 June 2015 to 8 October 2015.

Save as disclosed above, Ms. Wong does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and she does not hold any other position with the Company or other members of the Group. As at the Latest Practicable Date, Ms. Wong does not have any interest in the Shares or the Consolidated Shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there is no service contract between Ms. Wong and the Company and she was not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$80,000. The emoluments to Ms. Wong will be determined and subject to review by the Remuneration Committee and by the Board from time to time with reference to her duties and responsibilities with the Company and the market benchmark.

Ms. Wong is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Ms. Wong pursuant to any of the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

Non-executive Director

Mr. Xu Xiaoping (“Mr. Xu”)

Mr. Xu Xiaoping, aged 50, was appointed as a non-executive Director with effect from 22 October 2015. He is an experienced management personnel. Mr. Xu started his career in 1989 and has served in 深華貿易有限公司 (Shen Hua Trading Limited), 天奇電子有限公司 (Tian Qi Electrons Limited), which were companies carrying on the business of online banking services in the People’s Republic of China (the “PRC”). Mr. Xu has also acted as the chairman of the board of directors of 深圳市奔翔物流有限公司 (Shenzhen Ben Xiang Logistics Limited), a company carrying on the business of air cargo services in the PRC. He is an independent non-executive director of Prosten Technology Holdings Limited (Stock Code: 8026), a Company listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited. Mr. Xu is currently the investor of 嘉興友奔投資合夥企業 (Jia Xing You Ben Investment Partnership), which is engaged in the venture capital business.

Save as disclosed above, Mr. Xu does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group. As at the Latest Practicable Date, Mr. Xu does not have any interest in the Shares or the Consolidated Shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there is no service contract between Mr. Xu and the Company and he was not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$30,000. The emoluments to Mr. Xu will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Mr. Xu is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Xu pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the shareholders of the Company.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Ms. Li Qingchen (“Ms. Li”)

Ms. Li, aged 44, was appointed as a non-executive Director with effect from 12 November 2015. She has extensive experience in financial management. She graduated from 中央廣播電視大學 (The Open University of China*) in the PRC with a diploma in accounting in 2006. She was a partner of 北京易安會計師事務所 (Beijing Yian Accountants Firm*) an accountants’ firm in the PRC, during the period from 1995 to 2001. From 2001 to 2006, she was appointed as the audit manager by 精與誠會計師事務所有限公司 (Elite & Honor Accountant Limited Company*), a company principally engaged in auditing, accounting, registered capital verification and valuation. Since August 2006, she has been appointed as the financial controller of 北京永信利恆財務顧問有限公司 (Beijing Yongxin Liheng Financial Consultation Company Limited*), a company principally engaged in investment, financial advisers and corporate management in the PRC.

Save as disclosed above, Ms. Li does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, Ms. Li does not have any interest in the Shares or the Consolidated Shares or underlying shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, there is no service contract between Ms. Li and the Company and she was not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$30,000. The emoluments to Ms. Li will be determined and subject to review by the remuneration committee of the Company and by the Board from time to time with reference to her duties and responsibilities with the Company and the market benchmark.

Ms. Li is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules.

Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Ms. Li pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the shareholders of the Company.

Independent non-executive Directors

Mr. Chui Chi Yun, Robert (“Mr. Chui”)

Mr. Chui Chi Yun, Robert, aged 58, was appointed as an independent non-executive Director, chairman of audit committee (the “Audit Committee”) of the Company, chairman of Remuneration Committee and chairman of nomination committee (the “Nomination Committee”) of the Company with effect from 16 June 2015. He is a practising Certified Public Accountant in Hong Kong and has worked in the accounting industry for 35 years. He has obtained a Bachelor’s degree in Commerce (Major in Accounting) from Concordia University and is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom. Mr. Chui is an independent non-executive director of each of Tse Sui Luen Jewellery (International) Limited (stock code: 417), National Arts Entertainment and Culture Group Limited (stock code: 8228), Wing Lee Property Investments Limited (stock code: 864), Aurum Pacific (China) Group Limited (stock code: 8148) and is a non-executive director of Addchance Holdings Limited (stock code: 3344), all of which are listed on the Stock Exchange. He is currently the Commissioner of the Hong Kong Road Safety Patrol and a member of the Road Safety Campaign Committee of the Road Safety Council. He is also a director of a number of private companies and associations.

As at the Latest Practicable Date, Mr. Chui does not have relationship with any Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest in the Shares or the Consolidated Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, Mr. Chui does not hold any directorships in any other listed public companies in Hong Kong or overseas during the past three years and he does not hold any other position with the Company or other members of the Group.

As at the Latest Practicable Date, there is no service contract between Mr. Chui and the Company and he is not appointed for a specific term but will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles with a monthly emolument of HK\$10,000. The emoluments to Mr. Chui will be determined and subject to review by the Remuneration Committee and by the Board from time to time with reference to his duties and responsibilities with the Company and the market benchmark.

Mr. Chui is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the GEM Listing Rules. Save as disclosed above, there is no other information required to be disclosed in relation to the appointment of Mr. Chui pursuant to any of the requirements of the Rule 17.50(2)(h) to (v) of the GEM Listing Rules or there is no other matter that needs to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Chan Chi Tong, Kenny (“Mr. Chan”)

Mr. Chan Chi Tong, Kenny, aged 56, was appointed as an independent non-executive Director of the Company with effect from 26 September 2014. He has more than 30 years’ working experience. Mr. Chan is a partner of Messrs. Wat & Co., Solicitors since October 1996. He has worked as a Deputy Manager in The China & South Sea Bank Limited from October 1981 to February 1984, as Credit Officer in Amro Bank N.V. from March 1984 to July 1986, and as a Deputy Manager in Sun Hung Kai Properties Limited from August 1986 to December 1992. He is a solicitor of the High Court of First Instance of Hong Kong and a member of the Law Society of Hong Kong. He is also associates of the Hong Kong Institute of Chartered Secretaries and the Institute of Chartered Secretaries and Administrators (England). He also sat as a Committee Member of the Hong Kong Institute of Company Secretaries from 1995 to 2001. Mr. Chan holds a Higher Diploma in Company Secretaryship & Administration from Hong Kong Polytechnic University, a Master of Science Degree in Business Administration from the University of Bath, a Postgraduate Certificate in Law from the University of Hong Kong, and a Master of Law Degree in Chinese and Comparative Law from the City University of Hong Kong.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the Shares or Consolidated Shares within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

On 23 September 2015, the Company entered into a letter of appointment with Mr. Chan, pursuant to which Mr. Chan shall hold office until the AGM and thereafter shall be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Chan is entitled to a monthly emolument of HK\$10,000 which is determined by arm’s length negotiation between Mr. Chan and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board.

Save as disclosed in this circular, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation to the appointment of Mr. Chan that need to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Chen Kwok Wang (“Mr. Chen”)

Mr. Chen Kwok Wang, aged 52, was appointed as an independent non-executive Director with effect from 19 November 2014. Mr. Chen, obtained a Master of Business Administration degree from the University of Hong Kong in 1997 and a Master of Laws from Renmin University of China in 2006. Mr. Chen has been admitted as a solicitor of the High Court in 2005 and has been a partner of Messrs. Patrick Mak & Tse since August 2010. Before that, Mr. Chen has worked at the regulation division of the Stock Exchange since October 1993 to December 2000 and his last position was senior manager. Mr. Chen has worked as manager of the intermediaries supervision of Securities and Futures Commission from January 2001 to September 2002. Mr. Chen is also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chen is currently an independent non-executive director of Fujian Start Group Co., Ltd (福建實達集團有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600734) and an independent non-executive director of Wai Chi Holdings Company Limited, a company listed on the main board of the Stock Exchange (stock code: 1305).

Save as disclosed above, as at the Latest Practicable Date, Mr. Chen (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the Shares or Consolidated Shares within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

On 23 September 2015, the Company entered into a letter of appointment with Mr. Chen, pursuant to which Mr. Chen shall hold office until the AGM and thereafter shall be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Chen is entitled to a monthly emolument of HK\$12,500 which is determined by arm’s length negotiation between Mr. Chen and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board.

Save as disclosed in this circular, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation to the appointment of Mr. Chen that need to be brought to the attention of the Shareholders.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Chow Chun Hin, Leslie (“Mr. Chow”)

Mr. Chow Chun Hin, Leslie, was appointed as an independent non-executive director of the Company with effect from 23 September 2015. Mr. Chow, aged 32, possesses extensive experience in accounting and finance industry. He graduated from the University of California, Santa Barbara in the United States with a bachelor of arts degree in business economics in September 2005. From October 2005 to March 2009, Mr. Chow worked in Deloitte & Touche LLP in the United States with last position as audit senior. From May 2009 to April 2011, Mr. Chow worked as a manager in Albeck Financial Services, a financial consulting firm in the United States. In May 2011, Mr. Chow became a managing director in Albeck Financial Services and was promoted to be a partner in March 2014, mainly responsible for technical Generally Accepted Accounting Principles consulting, Sarbanes Oxley compliance and document preparation for United States listed companies located in the PRC. Since June 2015, Mr. Chow has been appointed an independent non-executive director of Golden Power Group Holdings Limited, a Hong Kong listed company with (stock code: 8038). He is a certified public accountant of American Institute of Certified Public Accountants.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chow (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company; (ii) does not have any interest in the Shares or Consolidated Shares within the meaning of Part XV of the Securities and Futures Ordinance; and (iii) did not hold any other directorships in the last three years up to the Latest Practicable Date in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

On 23 September 2015, the Company entered into a letter of appointment with Mr. Chow, pursuant to which Mr. Chow shall hold office until the AGM and thereafter shall be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. Chow is entitled to a monthly emolument of HK\$10,000 which is determined by arm’s length negotiation between Mr. Chow and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board.

Save as disclosed in this circular, there is no other information to be disclosed pursuant to any of the requirements of Rule 17.50(2)(h) to (v) of the GEM Listing Rules and there are no other matters in relation to the appointment of Mr. Chow that need to be brought to the attention of the Shareholders.

* for identification purpose only

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 (the “AGM”) of PPS International (Holdings) Limited (the “Company”) will be held at 10:30 a.m., on Wednesday, 30 December 2015 at the Maple Room, 5/F., Humble House Taipei, No. 18 Songgao Road, Xinyi District, Taipei 110, Taiwan 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 2015;
2.
 - (a) To re-elect Mr. Chan Wai Kit, as the Chairman and an Executive Director;
 - (b) To re-elect Mr. Zhang Xiaozheng, as an Executive Director;
 - (c) To re-elect Ms. Wang Jun, as an Executive Director;
 - (d) To re-elect Ms. Wong Chi Yan, as an Executive Director;
 - (e) To re-elect Mr. Xu Xiaoping, as a non-Executive Director;
 - (f) To re-elect Ms. Li Qingchen, as a non-Executive Director;
 - (g) To re-elect Mr. Chui Chi Yun, Robert, as an independent non-Executive Director;
 - (h) To re-elect Mr. Chan Chi Tong, Kenny, as an independent non-Executive Director;
 - (i) To re-elect Mr. Chen Kwok Wang as an independent non-Executive Director;
 - (j) To re-elect Mr. Chow Chun Hin, Leslie, as an independent non-Executive Director; and
 - (k) To authorise the Board of Directors to fix the remuneration of the Directors;

NOTICE OF AGM

3. To re-appoint HLB Hodgson Impey Cheng Limited as the Auditors and to authorise the Board of Directors to fix their remuneration.

ORDINARY RESOLUTIONS

4. 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 (“GEM”) 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 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 Articles of Association of the Company in force from time to time; or (iv) any issue of the 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

NOTICE OF AGM

(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 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

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 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).”

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

“THAT:

- (a) Subject to paragraph (b) below, pursuant to the GEM Listing Rules, 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 (Revised) of the Cayman Islands 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 10% 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:

- (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.”

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

“THAT:

conditional upon resolutions nos. 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such an amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.”

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

“THAT:

subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the share option scheme of the Company, the refreshment of the scheme mandate limit of the Company’s share option scheme adopted on 28 May 2013, up to 10% of the number of Shares in issue as at the date of passing this resolution (the “Refreshed Scheme Mandate Limit”) be and is hereby approved and the Directors be and is hereby authorised to do such acts and execute such document to effect the Refreshed Scheme Mandate Limit.”

SPECIAL RESOLUTION

8. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“THAT:

- (a) the existing Articles of Association of the Company be and are hereby amended as follows:
- (1) by deleting the definition of “associate” in Article 2 of the Articles of Association in its entirety;
 - (2) by inserting the following definition of “close associate” immediately after the existing definition of “clearing house” in Article 2 of the Articles of Association:

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““close associate” in relation to any Director, shall have the same meaning as defined in the rules of the Designated Stock Exchange (“Listing Rules”) as modified from time to time, except that for purposes of Article 100 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.”;

- (3) by deleting paragraphs (1), (a) and (b) of Article 59 of the Articles of Association in its entirety and replacing it with the following:

“59.(1) An annual general meeting must be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings (including an extraordinary general meeting) must be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the Members.”;

- (4) by deleting the last word “or” in paragraph (5) of Article 86 of the Articles of Association;
- (5) by inserting the following paragraph immediately after paragraph (5) of Article 86 of the Articles of Association:

“(6) is, notwithstanding anything to the contrary in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement), removed from office by notice in writing served upon him signed by not less than three-fourths in number of the total number of Directors then in office (or, if that is not a round number, the nearest lower round number) and for the avoidance of doubt, the counting of the total number of Directors then in office shall include such Director subject to the proposed removal; or”

- (6) by replacing “(6)” with “(7)” in the paragraph (6) of Article 86 of the Articles of Association, to the effect that the existing paragraph (6) of Article 86 will become paragraph (7) of Article 86 of the Articles of Association;

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- (7) by replacing the words “associate(s)” and “associates” wherever they appear in Article 100 of the Articles of Association with the words “close associate(s)” and “close associates”;
- (8) by deleting paragraph (4) of Article 101 of the Articles of Association in its entirety and replacing it with the following:

“(4) The Company shall not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.

Article 101(4) shall only have effect for so long as the shares of the Company are listed on The Stock Exchange of Hong Kong Limited.”;

- (b) the amended and restated Articles of Association of the Company which consolidate all of the proposed amendments referred to in sub-paragraph (a) of this resolution and all previous amendments made pursuant to resolutions passed by the shareholders of the Company, a copy of which has been tabled at the meeting marked “A” and initialled by the chairman of the meeting for identification purpose, be and are hereby approved and adopted as the amended and restated Articles of Association of the Company in substitution for and to the exclusion of the Articles of Association of the Company in force immediately before the passing of this resolution; and
- (c) any director or the company secretary of the Company be and is hereby authorised to do all such acts as he or she deems fit to effect the amendments to the Articles of Association of the Company and to make relevant registrations and filings in connection with sub-paragraphs (a) and (b) of this resolution in accordance with the applicable laws and regulations of the Cayman Islands and Hong Kong.”

On behalf of the Board
PPS International (Holdings) Limited
Chan Wai Kit
Chairman and Executive Director

Hong Kong, 30 November 2015

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

Principal place of business in Hong Kong:
24/F., SUP Tower
75-83 King’s Road
North Point
Hong Kong

NOTICE OF AGM

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 Level 22, Hopewell Centre, 183 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.
- (3) The register of members of the Company will be closed during the following periods:
 - (i) from 28 December 2015 (Monday) to 30 December 2015 (Wednesday), 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 24 December 2015 (Thursday).
- (4) Particulars of Mr. Chan Wai Kit, Mr. Zhang Xiaozheng, Ms. Wang Jun, Ms. Wong Chi Yan, Mr. Xu Xiaoping, Ms. Li Qingchen, Mr. Chui Chi Yun, Robert, Mr. Chan Chi Tong, Kenny, Mr. Chen Kwok Wang and Mr. Chow Chun Hin, Leslie, who offer themselves for re-election, are provided in Appendix II to the circular of the Company dated 30 November 2015.
- (5) In relation to proposed resolutions no. 4 and 6 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. 5 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 the circular of the Company dated 30 November 2015.

As at the date of this notice, the board of directors of the Company comprises four executive Directors, Mr. Chan Wai Kit, Mr. Zhang Xiaozheng, Ms. Wang Jun and Ms. Wong Chi Yan, two non-executive Directors, Mr. Xu Xiaoping and Ms. Li Qingchen and four independent non-executive Directors, Mr. Chui Chi Yun, Robert, Mr. Chan Chi Tong, Kenny, Mr. Chen Kwok Wang and Mr. Chow Chun Hin, Leslie.