



寶聯控股有限公司

PPS International (Holdings) Ltd.

28 October 2016

To the Independent Shareholders and Optionholders

**MANDATORY CONDITIONAL CASH OFFERS BY  
LAMTEX SECURITIES LIMITED FOR AND ON BEHALF OF THE OFFEROR  
TO ACQUIRE ALL THE ISSUED SHARES OF  
PPS INTERNATIONAL (HOLDINGS) LIMITED AND  
CANCEL ALL OUTSTANDING SHARE OPTIONS OF  
PPS INTERNATIONAL (HOLDINGS) LIMITED  
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED  
BY THE OFFEROR AND MR. YU WEIYE)**

**INTRODUCTION**

We refer to the composite offer and response document dated 28 October 2016 issued jointly by the Offeror and the Company of which this letter forms part. Capitalised terms used in this letter have the same meanings as defined elsewhere in the Composite Document unless the context requires otherwise.

We have been appointed to form the Independent Board Committee to consider the terms of the Offers and to advise you as to whether, in our opinion, the terms of the Offers are, or are not, fair and reasonable so far as the Independent Shareholders and Optionholders are concerned, and as to acceptances thereof.

Nuada has been appointed as the independent financial adviser to advise us in respect of the terms of the Offers and as to acceptance thereof. Details of its advice and the principal factors and reasons taken into account by it in arriving at its advice and recommendation are set out in the "LETTER FROM THE INDEPENDENT FINANCIAL ADVISER" on pages 26 to 46 of this Composite Document.

We also wish to draw your attention to the "LETTER FROM THE BOARD", the "LETTER FROM LAMTEX" and the additional information set out in the appendices to the Composite Document.

**RECOMMENDATION**

Having considered the terms of the Offers and the letter of advice and recommendations from Nuada, we consider that the terms of the Offers are fair and reasonable so far as the Independent Shareholders and Optionholders are concerned, and therefore we recommend the Independent Shareholders to accept the Share Offer and the Optionholders to accept the Option Offer. The Independent Shareholders and Optionholders are recommended to read the full text of the "LETTER FROM THE INDEPENDENT FINANCIAL ADVISER" set out in the Composite Document.



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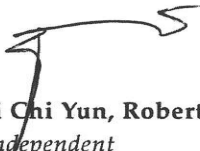


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However, if the net proceeds from the sale of the Shares in the open market after deducting all transaction cost would exceed the net amount receivable under the Share Offer, the Independent Shareholders should consider selling their Shares in the market, rather than accepting the Share Offer.

Notwithstanding our recommendation, the Independent Shareholders and Optionholders should consider carefully the terms and conditions of the Offers.

Yours faithfully,  
For and on behalf of the  
Independent Board Committee



**Mr. Chui Chi Yun, Robert**  
*Independent*  
*non-executive Director*

**Mr. Huang Ke**  
*Independent*  
*non-executive Director*

**Mr. Kwong Tsz Ching, Jack**  
*Independent*  
*non-executive Director*

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