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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of PPS International (Holdings) Limited (the “**Company**”) will be held at 11:00 a.m. on Wednesday, 30 May 2018 at 6/F., Causeway Bay Function Room, L’hotel Causeway Bay Harbour View Hong Kong, 18 King’s Road, Causeway Bay, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolution which will be proposed as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of and permission to deal in the Rights Shares (as defined below) in their nil-paid and fully-paid forms:

- (i) the underwriting agreement (the “**Underwriting Agreement**”, a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) dated 11 April 2018 entered into between the Company, Mr. Yu Shaoheng and Lamtex Securities Limited (collectively, the “**Underwriters**”), in relation to the Rights Issue (as defined below) and the transactions contemplated thereunder (including the underwriting of the Rights Shares by the Underwriters) be and are hereby approved, confirmed and ratified and any one director of the Company (“**Director**”), or any two Directors, or any one Director and company secretary of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Underwriting Agreement; and

- (ii) subject to (a) the passing of resolution (i) as set out above; and (b) the Underwriting Agreement becoming unconditional and not having been terminated by the Underwriters in accordance with the terms thereof, the issue of 270,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Rights Shares**”) at a subscription price of HK\$0.18 per Rights Share substantially on the terms and conditions set out in the circular of the Company dated 11 May 2018 (the “**Circular**”, a copy of which is tabled at the meeting and marked “B” and initialed by the chairman of the meeting for identification purpose) (“**Rights Issue**”), be and is hereby approved; and
- (iii) any and any one Director, or any two Directors, or any one Director and company secretary of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Rights Issue.”

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

Hong Kong, 11 May 2018

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

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or certified copy of that power or authority, at the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time for holding the meeting or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending in person and voting at the meeting or any adjournment thereof, should he/she/it so wish.

As at the date hereof, the Board comprises three executive Directors, Mr. Yu Shaoheng, Mr. Yang Yifan and Mr. Yeung Yat Chuen and three independent non-executive Directors, Mr. Chui Chi Yun, Robert, Mr. Kwong Tsz Ching, Jack and Mr. Wong Hiu Fong.