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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)

**APPOINTMENT OF NON-EXECUTIVE DIRECTOR
AND
APPOINTMENT OF JOINT COMPANY SECRETARIES**

The Board of the Company is pleased to announce that with effect from 28 July 2014:

- (a) Mr. Woo Yik Man has been appointed as a non-executive Director of the Company; and
- (b) Ms. Chu Wing Sze, Jenny and Mr. Woo Yik Man have been appointed as joint company secretaries of the Company.

The Board further announces that the Stock Exchange has granted a waiver from strict compliance with Rule 5.14 of the GEM Listing Rules with respect to the appointment of Mr. Woo Yik Man as a joint company secretary, who currently does not possess the qualifications of company secretary as required under Rule 5.14 of the GEM Listing Rules, for a period of three years from the date of appointment.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of PPS International (Holdings) Limited (the “**Company**”) is pleased to announce that Mr. Woo Yik Man (“**Mr. Woo**”) has been appointed as a non-executive Director of the Company with effect from 28 July 2014.

Mr. Woo, aged 30, is currently an executive director of Rising Power Group Holdings Limited (Stock Code: 8047) and a member of the Hong Kong Institute of Directors. Mr. Woo holds a Bachelor’s degree in Arts from the University of Hong Kong and a Bachelor’s degree in Laws from University of London. He is also a holder of practicing certificates in securities and asset management of Hong Kong Securities and Investment Institute and Financial Advisers’ International Qualification of the Chartered Insurance Institute with the Institute of Financial Planners of Hong Kong. Mr. Woo has over eight years’

experience in legal, corporate finance and business consultancy fields and has worked in the corporate finance departments in various law firms in Hong Kong.

Save as disclosed above, as at the date of this announcement, Mr. Woo (i) does not have any relationship with any Directors, senior management, or substantial or controlling shareholders (as respectively defined under the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**GEM Listing Rules**”) of the Company; (ii) does not have any interest in the shares of the Company 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 date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

On 28 July 2014, the Company entered into a letter of appointment with Mr. Woo. In accordance with the bye-laws of the Company, Mr. Woo shall hold office until the next annual general meeting of the Company and thereafter shall be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the bye-laws of the Company. Mr. Woo is entitled to a director’s fee of HK\$120,000 per annum which is determined by arm’s length negotiation between Mr. Woo and the Company and with reference to his duties and responsibilities. The amount of the remuneration has been approved by the Board and the remuneration committee of the Company.

Save as disclosed in this announcement, 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. Woo that need to be brought to the attention of the shareholders of the Company.

APPOINTMENT OF JOINT COMPANY SECRETARIES

The Board is pleased to announce that with effect from 28 July 2014, Ms. Chu Wing Sze, Jenny (“**Ms. Chu**”) and Mr. Woo have been appointed as joint company secretaries of the Company. Ms. Chu is a qualified solicitor in Hong Kong who has more than 7 years’ post qualification experience in corporate finance and corporate governance.

WAIVER FROM STRICT COMPLIANCE WITH RULE 5.14 OF THE GEM LISTING RULES

Pursuant to Rule 11.07 of the GEM Listing Rules, an issuer must appoint a company secretary who satisfies Rule 5.14 of the GEM Listing Rules. Rule 5.14 of the GEM Listing Rules provides that an issuer must appoint as its company secretary an individual who, in the opinion of the Stock Exchange, is capable of discharging the functions of company secretary of the issuer by virtue of his academic or professional qualifications or relevant experience.

Mr. Woo currently does not possess the qualifications of company secretary as required under Rule 5.14 of the GEM Listing Rules. Considering Mr. Woo's substantial working experience in the fields of corporate governance and corporate finance and his legal background, the Company is of the view that Mr. Woo is a suitable candidate for the joint company secretary of the Company. The Company has applied, and the Stock Exchange has granted, the waiver (the "**Waiver**") from strict compliance with Rule 5.14 of the GEM Listing Rules with respect to the appointment of Mr. Woo as a joint company secretary of the Company for a period of three years from the date of appointment (the "**Waiver Period**") on the conditions that:

1. Mr. Woo will be assisted by Ms. Chu during the Waiver Period. The Waiver will be revoked immediately if Ms. Chu ceases to be a joint company secretary;
2. The Company will, at the end of the Waiver Period, notify the Stock Exchange to re-visit the situation. The Stock Exchange expects that the Company will then be able to satisfy the Stock Exchange that Mr. Woo can satisfy Rule 5.14 of the GEM Listing Rules, having had the benefit of Ms. Chu's assistance so that a further waiver will not be necessary; and
3. The Company will disclose details of the Waiver, including reasons for the Waiver and Waiver conditions in this announcement.

The Board would like to take this opportunity to warmly welcome Mr. Woo and Ms. Chu in joining the Company.

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

Hong Kong, 28 July 2014

As at the date of this announcement, the Board comprises (i) Mr. Fan Shek Cheong, Allan, Mr. Wong Yin Jun, Samuel and Ms. Hung Sui Hing, Lilian as executive Directors; (ii) Ms. Fan Sheung Ting, Maria and Mr. Woo Yik Man as non-executive Directors; and (iii) Mr. Ho King Man, Kenneth, Mr. Tong Kin Ping, Patrick and Mr. Yu Tat Kong, Petrus 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 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 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 Growth Enterprise Market 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.