



# **PPS International (Holdings) Limited** **寶聯控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

(Stock Code 股份代號 : 8201)

## **First Quarterly Report 2013** **第一季度報告**



## CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

**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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This report, for which the directors (the “**Directors**”) of PPS International (Holdings) Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.

## 香港聯合交易所有限公司(「聯交所」)創業板市場(「創業板」)之特色

創業板之定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險之公司提供一個上市之市場。有意投資之人士應瞭解投資於該等公司之潛在風險，並應經過審慎周詳之考慮後方作出投資決定。創業板之較高風險及其他特色，表示創業板較適合專業及其他資深投資者。

由於創業板上市之公司屬新興性質，在創業板買賣之證券可能會較在聯交所主板買賣之證券承受較大之市場波動風險，同時無法保證在創業板買賣之證券會有高流通量之市場。

香港交易及結算所有限公司以及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不會就本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告之資料乃遵照聯交所創業板證券上市規則(「**創業板上市規則**」)而刊載，旨在提供有關寶聯控股有限公司(「**本公司**」)之資料。本公司各董事(「**董事**」)願就本報告共同及個別承擔全部責任，並在作出一切合理查詢後確認，就彼等所深知及確信本報告所載資料在各重大方面均屬準確完整，且無誤導或欺詐成分及本報告並無遺漏任何其他事項，致使本報告所載任何陳述或本報告產生誤導。

## Unaudited Quarterly Results

The board of Directors (the "Board") is pleased to announce the unaudited condensed consolidated results of the Company and its subsidiaries (collectively, the "Group") for the three months ended 30 September 2013, together with the unaudited comparative figures for the corresponding period in 2012 as follows:

### UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months ended 30 September 2013

## 未經審核季度業績

董事會(「董事會」)欣然宣佈本公司及其附屬公司(統稱「本集團」)截至二零一三年九月三十日止三個月的未經審核簡明綜合業績，連同二零一二年同期的未經審核比較數字如下：

### 未經審核簡明綜合損益及其他全面收益表

截至二零一三年九月三十日止三個月

			Three months ended 30 September 截至九月三十日止三個月	
			2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
		Notes 附註		
Revenue	收益	4	51,207	45,200
Cost of services	服務成本		(42,908)	(38,056)
Gross profit	毛利		8,299	7,144
Other income and gains	其他收入及收益	4	15	4
Selling and marketing expenses	銷售及市場推廣開支		(201)	(123)
Administrative expenses	行政開支		(3,266)	(2,705)
Listing expenses	上市開支		—	(2,403)
Profit from operations	經營溢利		4,847	1,917
Finance costs	融資成本		(157)	(161)
Profit before taxation	除稅前溢利	5	4,690	1,756
Income tax expenses	所得稅開支	6	(993)	(714)
Profit for the period attributable to owners of the Company	本公司擁有人應佔期間溢利		3,697	1,042
Other comprehensive income for the period, net of tax	期內其他全面收益（已扣除稅項）		—	—
Total comprehensive income for the period attributable to owners of the Company	本公司擁有人應佔期內全面收益總額		3,697	1,042
Earnings per share	每股盈利			
– Basic and diluted (HK cents)	— 基本及攤薄（港仙）	8	3.70	1.39



# Notes to the Unaudited Condensed Consolidated Financial Statements

For the three months ended 30 September 2013

## 1. GENERAL INFORMATION

The Company was incorporated as an exempted company with limited liability in the Cayman Islands on 31 May 2012. The registered office of the Company is located at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The principal place of business is located at Unit No. 503C, Block B, Sea View Estate, 2-8 Watson Road, North Point, Hong Kong.

The Company had its primary listing on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 17 June 2013. The Company's principal activity is investment holding and the principal activities of its principal subsidiaries are the provision of environmental cleaning services. In the opinion of the directors of the Company, the ultimate holding company of the Company is Viva Future Group Limited, which was incorporated in the British Virgin Island.

## 2. APPLICATION OF NEW AND REVISED HONG KONG FINANCIAL REPORTING STANDARDS ("HKFRSs")

In the current period, the Group has applied the following new and revised HKFRSs issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Amendments to HKAS 1	Presentation of Financial Statements – Presentation of Items of Other Comprehensive Income
HKAS 12 (Amendments)	Amendments to HKAS 12 Income Taxes – Deferred Tax: Recovery of Underlying Assets

The application of the amendments to HKFRSs in the current period has no material impact on the Group's financial performance and positions for the current and prior periods and/or on the disclosures set out in the Group's unaudited condensed consolidated financial statements.

# 未經審核簡明綜合財務報表附註

截至二零一三年九月三十日止三個月

## 1. 一般資料

本公司於二零一二年五月三十一日在開曼群島註冊成立為獲豁免有限公司。本公司的註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。本公司的主要營業地點位於香港北角屈臣道2-8號海景大廈B座503C室。

本公司於二零一三年六月十七日首次在香港聯合交易所有限公司(「聯交所」)創業板市場(「創業板」)上市。本公司的主要業務為投資控股，旗下主要附屬公司的主要業務為提供環境清潔服務。本公司董事認為，本公司的最終控股公司為於英屬維爾京群島註冊成立的Viva Future Group Limited。

## 2. 應用新訂及經修訂香港財務報告準則(「香港財務報告準則」)

於本期間，本集團應用了下列由香港會計師公會(「香港會計師公會」)頒佈的新訂及經修訂香港財務報告準則。

香港會計準則第1號 的修訂本	財務報表的呈列 – 其他全面收益 項目的呈列
香港會計準則第12號 (修訂本)	香港會計準則第12號 「所得稅」的修訂本 – 遞延稅項：收回 相關資產

於本期間應用香港財務報告準則的修訂本對本集團於本期間及過往期間的財務表現及財務狀況及／或本集團未經審核簡明綜合財務報表所載披露並無構成任何重大影響。

### 3. BASIS OF PREPARATION

The unaudited condensed consolidated first quarterly financial statements for the three months ended 30 September 2013 (the "Quarterly Financial Statements") have been prepared in accordance with Hong Kong Financial Reporting Standards which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations ("Ints") issued by the HKICPA, accounting principles generally accepted in Hong Kong and applicable disclosures required by the Hong Kong Companies Ordinance and by the Rules Governing the Listing of Securities on the GEM of the Stock Exchange. The Quarterly Financial Statements has been prepared under the historical cost convention. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

The accounting policies and basis of preparation adopted in the preparation of the Quarterly Financial Statements are consistent with those adopted in the annual financial statements for the year ended 30 June 2013.

The Quarterly Financial Statements has not been audited by the Company's independent auditors.

### 4. REVENUE, OTHER INCOME AND GAINS

### 3. 編製基準

截至二零一三年九月三十日止三個月的未經審核簡明綜合第一季度財務報表(「季度財務報表」)乃按照香港會計師公會頒佈的《香港財務報告準則》,包括所有《香港財務報告準則》、《香港會計準則》及詮釋、香港公認會計原則、香港《公司條例》及聯交所創業板證券上市規則中的適用披露規定而編製。季度財務報表乃按歷史成本基準編製。歷史成本一般按換取資產所支付代價的公平值計量。

編製季度財務報表所採納的會計政策及編製基準與截至二零一三年六月三十日止年度的年度財務報表所採納者貫徹一致。

季度財務報表並未經本公司的獨立核數師審核。

### 4. 收益以及其他收入及收益

		Three months ended 30 September 截至九月三十日止三個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Environmental services income	環境服務收入	51,207	45,200

#### 4. REVENUE, OTHER INCOME AND GAINS (CONTINUED)

Revenue, which is also the Group's turnover, represents the value of services rendered during the period.

#### 4. 收益以及其他收入及收益(續)

收益(亦即本集團的營業額)指期內提供服務的價值。

		Three months ended 30 September 截至九月三十日止三個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Other income:	其他收入：		
Interest income	利息收入	14	2
Sundry income	雜項收入	1	1
Others	其他	–	1
		15	4

#### 5. PROFIT BEFORE TAXATION

Profit before taxation has been arrived at after charging/(crediting):

#### 5. 除稅前溢利

除稅前溢利已扣除/(計入)下列各項：

		Three months ended 30 September 截至九月三十日止三個月	
		2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
Depreciation	折舊	1,191	1,182
Cost of consumable goods	消耗品成本	685	748
Net loss on disposal of property, plant and equipment	出售物業、廠房及設備的虧損淨額	21	–
Staff costs including directors' emoluments:	員工成本(包括董事薪酬)：		
Salaries and wages	薪金及工資	24,029	25,812
Long service payment	長期服務金	22	11
Allowances and others	津貼及其他	51	21
Contributions to defined contribution retirement plans	定額供款退休計劃的供款	847	905
		24,949	26,749
Minimum lease payments under operating leases	經營租賃項下最低租賃款項	561	244

## 6. INCOME TAX EXPENSES

The income tax expenses for the periods ended 30 September 2013 and 2012 represent Hong Kong Profits Tax which is calculated at 16.5% on the estimated assessable profit of the Group.

The charge comprises:

Current tax:	即期稅項：
Hong Kong Profits Tax	香港利得稅
Deferred tax:	遞延稅項：
Current period charge	本期間支出

Income tax expenses	所得稅開支
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## 6. 所得稅開支

截至二零一三年及二零一二年九月三十日止期間的所得稅開支指香港利得稅，其按本集團估計應課稅溢利16.5%計算。

支出包括：

### Three months ended 30 September 截至九月三十日止三個月

2013 二零一三年 HK\$'000 千港元 (Unaudited) (未經審核)	2012 二零一二年 HK\$'000 千港元 (Unaudited) (未經審核)
837	863
156	(149)
993	714

## 7. DIVIDENDS

The Board does not recommend the payment of any dividend for the three months ended 30 September 2013 (2012: HK\$Nil).

A dividend of HK2 cents per share for the year ended 30 June 2013, amounted to HK\$2,000,000, was approved by the shareholders of the Company at the Annual General Meeting held on 31 October 2013. The dividend is expected to be paid on or about Monday, 25 November 2013.

## 8. EARNINGS PER SHARE

The calculation of the basic earnings per share for the three months ended 30 September 2013 is based on the earnings for the period attributable to the owners of the Company of approximately HK3.70 cents (2012: HK1.39 cents) and the weighted average number of 100,000,000 (2012: 75,000,000) shares.

There were no dilutive potential ordinary shares in existence during the three months ended 30 September 2013 and 2012 and therefore the diluted earnings per share amounts were the same as the basic earnings per share.

## 7. 股息

董事會不建議就截至二零一三年九月三十日止三個月派付任何股息(二零一二年：無)。

本公司股東在二零一三年十月三十一日舉行的股東週年大會上批准派付截至二零一三年六月三十日止年度的股息每股2港仙，合共2,000,000港元。預期有關股息將於二零一三年十一月二十五日(星期一)前後派付。

## 8. 每股盈利

截至二零一三年九月三十日止三個月的每股基本盈利乃按本公司擁有人應佔期間盈利約3.70港仙(二零一二年：1.39港仙)及加權平均股數100,000,000股(二零一二年：75,000,000股)計算。

於截至二零一三年及二零一二年九月三十日止三個月，並不存在任何具潛在攤薄影響的普通股，故此每股攤薄盈利與每股基本盈利相同。

## 9. RESERVES

## 9. 儲備

### Attributable to owners of the Company

本公司擁有人應佔

		Share capital 股本 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元 (Note 1) (附註1)	Contribution surplus 繳入盈餘 HK\$'000 千港元 (Note 2) (附註2)	Retained earnings 保留盈利 HK\$'000 千港元	Total equity 權益總額 HK\$'000 千港元
As at 1 July 2013	於二零一三年七月一日	1,000	24,360	1,000	21,400	5,613	53,373
Profit and total comprehensive income for the period	期內溢利及全面 收益總額	-	-	-	-	3,697	3,697
<b>As at 30 September 2013 (unaudited)</b>	<b>於二零一三年九月三十日 (未經審核)</b>	<b>1,000</b>	<b>24,360</b>	<b>1,000</b>	<b>21,400</b>	<b>9,310</b>	<b>57,070</b>
As at 1 July 2012	於二零一二年七月一日	1,000	-	-	-	2,514	3,514
Profit and total comprehensive income for the period	期內溢利及全面 收益總額	-	-	-	-	1,042	1,042
<b>As at 30 September 2012 (unaudited)</b>	<b>於二零一二年九月三十日 (未經審核)</b>	<b>1,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,556</b>	<b>4,556</b>

Notes:

- The amount represented the difference between the nominal amount of shares issued by the Company and the aggregate amount of share capital of subsidiaries acquired under common control pursuant to the reorganisation.
- The amount represented the amounts due to shareholders capitalised before the listing of the Company's shares on GEM of the Stock Exchange.

附註：

- 該金額為本公司已發行股份的面值與根據重組收購所得共同控制附屬公司的股本總額之間的差額。
- 該金額指已於本公司股份在聯交所創業板上市前撥充資本的應付股東款項。



## Management Discussion And Analysis

### BUSINESS OVERVIEW

The Group is principally engaged in the provision of environmental services which include the provision of cleaning and related services for (i) public area and office cleaning services which involve cleaning of public areas, carpets, floors, toilets, changing rooms, lifts and escalators and emptying of garbage bins at commercial buildings, residential complexes, shopping arcades, hotels and their tenants and public transport facilities such as trams, ferries, piers and depots; (ii) overnight kitchen cleaning services mainly at private club and hotels; (iii) external wall and window cleaning services; (iv) stone floor maintenance and restoration services; (v) pest control and fumigation services; (vi) waste management and disposal solutions which mainly involve collection, transportation and disposal of household waste, construction waste and trade waste; (vii) housekeeping services where we provide housekeeping services to carry out professional daily housekeeping and cleaning services at local boutique hotels, hostels and serviced apartments; and (viii) secure and confidential waste destruction for commercial clients.

### BUSINESS REVIEW

Due to the increasing demand in the waste management and disposal services, the Group expanded its fleets by purchasing an additional specialized vehicle of an 24 tonnes hooklift truck. In an effect to improve our operation efficiency and reduce running costs, we have re-organized our collection routes by centralizing the collection points and sub-contracting lower revenue contracts out in hope to increase our overall revenue generated from our fleets.

On the tenants and one-off contracts, the Group continues to review our service scope and pricing with our customers on a periodic basis to promote our other environmental services and negotiate more favorable pricing. In addition, as competition increases in the housekeeping market not only for contracts but also for the demand of qualified room attendants, the Group would concentrate its resources on bringing in higher margin contracts rather than focusing on increasing the number of rooms served. By consolidating our resources, our service quality, reputation and profit margin may strengthen as the Hong Kong tourist industry and demand for housekeeping services grow.

The Group has started to promote its secure and confidential waste destruction services to our existing commercial clients. We believe by leveraging our relationship with existing customers, it may allow us to build up a client base with lower administration and marketing costs which may achieve a higher profit margin.

## 管理層討論及分析

### 業務概覽

本集團的主要業務為提供環境服務，包括提供下列各項清潔及相關服務：(i)公眾地方及辦公室清潔服務，其涉及清潔公眾地方、地氈、地板、廁所、更衣室、升降機及電梯，以及在商業大廈、住宅屋苑、購物商場、酒店(及其租戶)及公共運輸設施(如電車、渡輪、碼頭及車廠)等地方收集掏空垃圾箱；(ii)通宵廚房清潔服務，有關服務主要提供予私人會所及酒店；(iii)外牆及玻璃清潔服務；(iv)石材地板保養及翻新服務；(v)滅蟲及焗霧處理服務；(vi)廢物管理及處置解決方案，其主要涉及收集、運輸及處置住戶廢物、建築廢物及商貿廢物；(vii)房務服務，我們為本地精品酒店、賓館及服務式公寓提供房務服務，每日進行專業的房務及清潔服務；及(viii)為商業客戶提供敏感及保密文件銷毀服務。

### 業務回顧

由於廢物管理及處置服務的需求不斷上升，故此本集團擴充旗下車隊，增購一輛特別用途車輛(24噸鈎斗卡車)。為了提升營運效率及降低日常開支，我們透過集中廢物收集點，重組廢物收集路線，並把收益較低的合約外判，以祈提升來自旗下車隊的整體收益。

至於租戶及一次性合約方面，本集團繼續定期與客戶檢討服務範疇與定價，藉以向客戶推廣其他環境服務及磋商爭取較佳服務定價。此外，房務服務市場的競爭不斷升溫，不單在爭奪服務合約方面，連帶合資格房務員的需求亦趨緊張。因此，本集團集中資源全力爭取較佳利潤的合約，而非著力於增加提供房務服務的房間數目。隨著香港旅遊業的增長，加上房務服務的需求有所上升，透過整合本集團的資源，我們的服務質量、聲譽及毛利率可望提升。

本集團已著手向現有商業客戶推廣旗下敏感及保密文件銷毀服務。我們相信，憑藉我們與現有客戶已建立的關係，可讓我們得以較低的行政及市場推廣成本建立客戶基礎，從而有望達致較高的毛利率。

## Service Contracts

Contractor contracts are service contracts entered into mainly with property management companies, owners of various building premises, operators of hotels and public transportation facilities as well as government and academic institutions and are awarded to us through competitive tendering.

## OUTLOOK

Looking forward, the Group would consolidate our resources to focus on high value customers to bring in additional revenue by cross-selling new services to our existing customers. We believe this strategy not only may improve our revenue per customer but also increases our profit margin as we can leverage our existing manpower to perform services at location where we already have presence.

## FINANCIAL REVIEW

### Revenue

For the three months ended 30 September 2013, the Group reported a revenue of approximately HK\$51.2 million (2012: approximately HK\$45.2 million), representing an increase of approximately 13.3% mainly due to adjustment of prices for some contracts to cope with increased service costs and statutory minimum wages.

### Gross Profit

The gross profit of the Group for the three months ended 30 September 2013 increased by approximately 16.2% to approximately HK\$8.3 million (2012: approximately HK\$7.1 million) representing a gross profit margin of approximately 16.2% (2012: 15.8%).

### Net Profit

The Group's unaudited net profit attributable to owners of the Company for the three months ended 30 September 2013 increased by 254.8% to approximately HK\$3.7 million (2012: approximately HK\$1.0 million, after deduction of listing expenses amounted to approximately HK\$2.4 million). If without the listing expenses, the unaudited net profit attributable to owners of the Company for the three months ended 30 September 2013 would represent an increase of 7.3% from that of the three months ended 30 September 2012.

## 服務合約

承包商合約乃主要與物業管理公司、各物業擁有人、酒店及公共運輸設施營運商以及政府及學術機構訂立的服務合約，我們透過競爭投標獲授有關合約。

## 展望

展望未來，本集團將整合資源主攻高價值客戶，透過向現有客戶交叉銷售新服務，帶來額外收益。由於我們可以利用現有人力資源在我們已進駐的地點履行服務，故此我們相信，這項策略不單可提高來自每位客戶的收益，亦可提升我們的毛利率。

## 財務回顧

### 收益

於截至二零一三年九月三十日止三個月，本集團錄得收益約51,200,000港元(二零一二年：約45,200,000港元)，增加約13.3%，主要由於因應服務成本及法定最低工資上升而調整若干合約的價格所致。

### 毛利

於截至二零一三年九月三十日止三個月，本集團的毛利增加約16.2%，增至約8,300,000港元(二零一二年：約7,100,000港元)，毛利率約為16.2%(二零一二年：15.8%)。

### 純利

於截至二零一三年九月三十日止三個月，本集團的未經審核本公司擁有人應佔純利增加254.8%，增至約3,700,000港元(二零一二年：約1,000,000港元，已扣除上市開支約2,400,000港元)。倘沒有上市開支，則截至二零一三年九月三十日止三個月的未經審核本公司擁有人應佔純利較截至二零一二年九月三十日止三個月增加7.3%。

## USE OF PROCEEDS

The Company was listed on the Stock Exchange on 17 June 2013 and raised net proceeds of approximately HK\$15.2 million. The future plans as stated in the Prospectus were derived from the Group's reasonable estimation of the future market conditions based on the information available at the time of preparing the Prospectus. As of the date of this report, we have utilized HK\$0.8 million to expand waste management and disposal team. As at 30 September 2013, the unused proceeds were deposited in licensed banks in Hong Kong.

## DIVIDEND

The Board does not recommend the payment of any dividend for the three months ended 30 September 2013.

## PURCHASE, SALE OR REDEMPTION OF THE SHARES

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Shares during the three months ended 30 September 2013.

## 所得款項用途

本公司於二零一三年六月十七日在聯交所上市，籌集所得款項淨額約為15,200,000港元。招股章程所載未來計劃乃基於本集團根據編製招股章程之時所得資料對未來市場情況的合理估計。截至本報告日期，我們已動用800,000港元擴充廢物管理及處置團隊。於二零一三年九月三十日，尚未動用的所得款項存放於香港持牌銀行。

## 股息

董事會不建議就截至二零一三年九月三十日止三個月派付任何股息。

## 購買、出售或贖回股份

於截至二零一三年九月三十日止三個月，本公司或其任何附屬公司概無購買、出售或贖回任何股份。

## DIRECTORS AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

Save as disclosed below, as at 30 September 2013, none of the Directors and the chief executive and their respective associates had or was deemed to have any interests or short positions in the shares, underlying shares and debentures of the Company or its associated corporations (within of the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.68 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the "GEM Listing Rules").

## 董事及主要行政人員於本公司股份及相關股份的權益及淡倉

除下文所披露者外，於二零一三年九月三十日，各董事及主要行政人員及彼等各自的聯繫人士概無於本公司或其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有或被視作擁有(a)根據證券及期貨條例第XV部第7及8分部的規定須知會本公司及聯交所的任何權益或淡倉（包括根據證券及期貨條例有關條文彼等被當作或視作擁有的權益及淡倉）；(b)根據證券及期貨條例第352條須記錄於該條所提述的登記冊的任何權益或淡倉；或(c)根據聯交所創業板證券上市規則（「創業板上市規則」）第5.46條至第5.68條須知會本公司及聯交所的任何權益或淡倉：

Name of Director	Name of the company in which interest is held	Capacity	Total number of ordinary shares	Long/short position	Percentage of total issued share capital in the Company 佔本公司全部已發行股本百分比
董事姓名	於其中持有權益的公司名稱	身份	普通股總數	好倉／淡倉	
Mr. Fan Shek Cheong, Allan 范石昌先生	The Company 本公司	Interest of a controlled corporation (Note 1) 受控制公司的權益(附註1)	52,500,000	Long 好倉	52.5%
Ms. Fan Sheung Ting, Maria 范尚婷女士	The Company 本公司	Interest of a controlled corporation (Note 2) 受控制公司的權益(附註2)	17,500,000	Long 好倉	17.5%
Mr. Wong Yin Jun, Samuel 王賢浚先生	The Company 本公司	Family interest (Note 3) 家屬權益(附註3)	17,500,000	Long 好倉	17.5%

Notes:

附註：

- |  |  |
|--|--|
| <p>1. Mr. Fan Shek Cheong, Allan beneficially owns 100% equity interest in Viva Future Group Limited that acquired the shares in the Company. Therefore, Mr. Fan Shek Cheong, Allan is deemed to be interested in 52,500,000 shares held by Viva Future Group Limited.</p> | <p>1. 范石昌先生實益擁有Viva Future Group Limited 100%股本權益，而Viva Future Group Limited購入了本公司股份。因此，范石昌先生被視為在Viva Future Group Limited持有的52,500,000股股份中擁有權益。</p> |
| <p>2. Ms. Fan Sheung Ting, Maria beneficially owns 100% equity interest in Renowned Ventures Limited that acquired the shares in the Company. Therefore, Ms. Fan Sheung Ting, Maria is deemed to be interested in 17,500,000 shares held by Renowned Ventures Limited.</p> | <p>2. 范尚婷女士實益擁有Renowned Ventures Limited 100%股本權益，而Renowned Ventures Limited購入了本公司股份。因此，范尚婷女士被視為在Renowned Ventures Limited持有的17,500,000股股份中擁有權益。</p> |
| <p>3. Mr. Wong Yin Jun, Samuel is the spouse of Ms. Fan Sheung Ting, Maria. Accordingly, he is deemed to be interested in the shares owned/held by Ms. Fan Sheung Ting, Maria (by herself and through Renowned Ventures Limited) by virtue of the SFO.</p>                 | <p>3. 王賢浚先生為范尚婷女士的配偶。因此，根據證券及期貨條例，王賢浚先生被視為為范尚婷女士（本人及透過Renowned Ventures Limited）所擁有／持有的股份中擁有權益。</p>  |

## SUBSTANTIAL SHAREHOLDERS

Save as disclosed below, as at 30 September 2013, no person other than certain Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company as recorded in the register of substantial shareholders maintained by the Company pursuant to Section 336 of the SFO, or which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

## 主要股東

除下文所披露者外，於二零一三年九月三十日，概無任何人士（本公司若干董事或主要行政人員除外）於本公司股份、相關股份及債券中擁有，並已記錄於本公司根據證券及期貨條例第336條而存置的主要股東登記冊的任何權益或淡倉，或根據證券及期貨條例第XV部第2及第3分部的規定須向本公司披露的任何權益或淡倉，又或直接或間接擁有任何類別股本（附帶可在任何情況下於本集團任何成員公司的股東大會上投票的權利）的面值5%或以上。

Name of Shareholder	Name of the company in which interest is held	Capacity	Total number of ordinary shares	Long/short position	Percentage of total issued share capital in the Company 佔本公司全部已發行股本百分比
股東名稱	於其中持有權益的公司名稱	身份	普通股總數	好倉／淡倉	
Viva Future Group Limited	The Company 本公司	Beneficial owner (Note 1) 實益擁有人(附註1)	52,500,000	Long 好倉	52.5%
Renowned Ventures Limited	The Company 本公司	Beneficial owner (Note 2) 實益擁有人(附註2)	17,500,000	Long 好倉	17.5%

Notes:

1. Viva Future Group Limited is 100% owned by Mr. Fan Shek Cheong, Allan.
2. Renowned Ventures Limited is 100% owned by Ms. Fan Sheung Ting, Maria.

附註：

1. 范石昌先生擁有 Viva Future Group Limited 100% 權益。
2. 范尚婷女士擁有 Renowned Ventures Limited 100% 權益。

## COMPLIANCE ADVISER'S INTEREST IN THE COMPANY

As at 30 September 2013, as notified by the Company's compliance adviser, Cinda International Capital Limited (the "Compliance Adviser"), except for the compliance adviser agreement entered into between the Company and the Compliance Adviser dated 6 June 2013, neither the Compliance Adviser nor its directors, employees or associates had any interests in relation to the Company which is required to be notified to the Group pursuant to Rule 6A.32 of the GEM Listing Rules.

## 合規顧問於本公司的權益

於二零一三年九月三十日，據本公司合規顧問信達國際融資有限公司（「合規顧問」）所知會，除了本公司與合規顧問所訂立日期為二零一三年六月六日的合規顧問協議外，合規顧問、其董事、僱員或聯繫人士概無擁有與本公司有關並須根據創業板上市規則第6A.32條的規定知會本集團的任何權益。



## COMPETING INTERESTS

Save as disclosed in the Prospectus, during the period and up to date of this report, none of the Directors, controlling shareholders and their respective associates as defined under the GEM Listing Rules is interested in any business which competes or is likely to compete, directly or indirectly, with the business of the Group.

## REVIEW BY THE AUDIT COMMITTEE

The audit committee consists of three members, namely Mr. Yu Tat Kong, Petrus (chairman of the audit committee), Mr. Ho King Man, Kenneth and Mr. Tong Kin Ping, Patrick, all being independent non-executive Directors.

The audit committee of the Company has reviewed with the management of the Group the financial and accounting policies and practices adopted by the Group, its internal controls and financial reporting matters and the above unaudited condensed consolidated results of the Group for the three months ended 30 September 2013; and is of the opinion that the preparation of such results complied with the applicable accounting standards and that adequate disclosures have been made.

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

HKSAR, 7 November 2013

*As at the date of this report, the board of directors of the Company (the "Directors") 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 as non-executive Director; and (iii) Mr. Ho King Man, Kenneth, Mr. Tong Kin Ping, Patrick and Mr. Yu Tat Kong, Petrus as independent non-executive Directors.*

## 競爭權益

除招股章程所披露者外，期內及截至本報告刊發日期，概無董事、控股股東及彼等各自的聯繫人士（定義見創業板上市規則），於與本集團業務直接或間接構成競爭或可能構成競爭的業務中擁有任何權益。

## 經審核委員會審閱

審核委員會由三名成員組成，包括余達綱先生（審核委員會主席）、何京文先生及湯建平先生（均為獨立非執行董事）。

本公司的審核委員會與本集團的管理層已審視本集團所採納的財務及會計政策與慣例、本公司的內部監控及財務申報事宜及審閱上述本集團截至二零一三年九月三十日止三個月的未經審核簡明綜合業績。本公司的審核委員會認為有關業績的編製符合適用會計準則的規定，並已作出充份披露。

承董事會命  
**寶聯控股有限公司**  
主席兼執行董事  
**范石昌**

香港特別行政區，二零一三年十一月七日

於本報告日期，本公司董事會成員（「董事」）包括(i)執行董事范石昌先生、王賢浚先生及洪瑞卿女士；(ii)非執行董事范尚婷女士；以及(iii)獨立非執行董事何京文先生、湯建平先生及余達綱先生。



**PPS International (Holdings) Limited**  
**寶聯控股有限公司**

[www.hkpps.com.hk](http://www.hkpps.com.hk)