

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

| To : Hong Kong Exchanges and Clearing Limited | | | | | | |
|--|----------------|-----------------|------|----------------------------------|---|--|
| Name of Issuer POU SHENG INTERNATIONAL (HOLDINGS) LIMITED Date Submitted 02/08/2012 | | | | | NGS) LIMITED | |
| I. Movements in Authorised Share Capital | | | | | | |
| 1. Ordinary Shares | | | | | 1 | |
| (1) Stock code : <u>3813</u> | tion: | Ordinary Shares | | | | |
| | | No. of o | • | Par value (HK\$) | Authorised share capital (HK\$) | |
| Balance at close of preceding n | 30,000,000,000 | | 0.01 | 300,000,000 | | |
| Increase/(decrease) | | | | | | |
| Balance at close of the month 30,000,000,000 0.01 300,000,000 | | | | | 300,000,000 | |
| (2) Stock code : N/A Description : N/A | | | | | | |
| | | No. of o | | Par value (State currency) | Authorised share capital (State currency) | |
| Balance at close of preceding n | | | | | | |
| Increase/(decrease) | | | | | | |
| Balance at close of the month | | | | | | |

31/7/2012

| Stock code: | N/A | Descri | ption: N/A | | |
|------------------------------|------------------|--------|---|----------------------------------|---|
| | | | No. of preference shares | Par value (State currency) | Authorised share capital (State currency) |
| Balance at close | of preceding | month | | | |
| Increase/(decrea | se) | | | | |
| Balance at close | of the month | | | | |
| | | | | | |
| 3. Other Classes | of Shares | | | | |
| 3. Other Classes Stock code: | of Shares N/A | Descri | ption : N/A | | |
| | | Descri | ption : N/A No. of other classes of shares | Par value (State currency) | capital |
| | N/A | | No. of other | (State | Authorised share capital (State currency) |
| Stock code: | N/A of preceding | | No. of other | (State | capital |

II. Movements in Issued Share Capital

| | No. of ordi | nary shares | No of preference | No. of other classes | |
|--|---------------|-------------|------------------|----------------------|--|
| | (1) | (2) | shares | of shares | |
| Balance at close of preceding month | 4,260,025,163 | N/A | N/A | N/A | |
| Increase/ (decrease) during the month | NIL | N/A | N/A | N/A | |
| Balance at close of the month | 4,260,025,163 | N/A | N/A | N/A | |

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) Particulars of share No. of new shares of No. of new shares of option scheme issuer which may be issuer issued during including SGM the month pursuant issued pursuant thereto as at close of the month approval date thereto Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1.Share Option Scheme (adopted on 14/05/2008 and amended on 07/03/2012) NIL Ordinary shares NIL NIL NIL 364,000 38,243,000 (Note 1)(See Remark (1)) 2.Share Option Scheme (adopted on 14/05/2008 and amended on 07/03/2012) Ordinary shares **NIL** NIL NIL 825,000 **NIL** 44,875,000 (Note 1)(See Remark (2)) 3.Share Option Scheme (adopted on 14/05/2008 and amended on 07/03/2012) Ordinary shares **NIL** NIL **NIL** 3,400,000 NIL 2,000,000 (Note 1) (See Remark (3)) Total A. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) Nil

Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding month month month 1. N/A (/ / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total B. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A

| Convertibles (i.e. Convertible in Class and description | | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|--|----------|------------------------------------|----------------------------|---|--|--|
| 1. N/A | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price EGM approval date (if applicable) | | | | | | |
| (dd/mm/yyyy)) | | | | | | |
| | | | | | | |
| Stock code (if listed) Class of shares issuable (Note 1) Subscription price | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. | | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) | | | | | | |
| Subscription price EGM approval date | | | | | | |
| (if applicable) (dd/mm/yyyy) 4. | (/ /) | | | | | |
| | <u> </u> | | | | | |
| Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price | | | | | | - |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | (Prefere | nary shares) <u>Nil</u> ence shares) <u>N/A</u> Other class) <u>N/A</u> | 1 | - |

For Main Board and GEM listed issuers
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including SGM approval date (dd/mm/yyyy), If applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---|---|---|
| 1. | | |
| ordinary shares (Note 1) | Nil | Nil |
| 2 | | |
| ordinary shares (Note 1) | Nil | Nil |
| 3 | | |
| ordinary shares (Note 1) | Nil | Nil |
| Total D. (Online and above) | NI:1 | |
| Total D. (Ordinary shares) (Preference shares) | Nil N/A | |
| (Other class) | N/A | |
| | | |

Other Movements in Issued Share Capital No. of new No. of new shares of shares of issuer issued issuer which during the may be month issued pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares _ issuable (Note 1) At price : State currency (/ /) Issue and allotment 1. Rights issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares issuable (Note 1) (/ / At price : State currency Issue and allotment 2. Open offer date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares _ issuable (Note 1) (/ /) At price : State currency Issue and allotment 3. Placing date: (dd/mm/yyyy) (/ / EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares _ issuable (Note 1) (/ / Issue and allotment 4. Bonus issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (Note 1) At price : State currency -(/ / Issue and allotment 5. Scrip dividend date: (dd/mm/yyyy) (/ / EGM approval date: (dd/mm/yyyy) Nil Nil Ordinary Class of shares repurchased (Note 1) (/ / 6. Repurchase of Cancellation date: shares (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) Nil Nil Class of shares redeemed (Note 1) (/ / Redemption of Redemption date: shares (dd/mm/yyyy) (/ / EGM approval date: (dd/mm/yyyy) Nil Nil ordinary Class of shares issuable (Note 1) (/ /) Consideration At price : State currency Issue and allotment issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be month issued pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (Note 1) (/ / Capital Issue and allotment reorganisation date: (dd/mm/yyyy) (/ / EGM approval date: (dd/mm/yyyy) Nil Nil ordinary Class of shares (a) and (b) to be issuable (Note 1) determined 10. Consideration at the date ((a)30/09/2012) At price: Issue and allotment of issue (b) 30/09/2013 shares currency date: (dd/mm/yyyy) (//)EGM approval date: (dd/mm/yyyy) Nil 12,660,000 (See Remark (4)) ordinary Class of shares To be determined issuable (Note 1) at the date At price : State 11. Profit (/ / of issue Issue and allotment currency shares date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil 10,000,000 (See Remark (4)) To be ordinary Class of shares determined issuable (Note 1) at the date of issue 12. Compensation State (/ / At price: Issue and allotment shares currency date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil 46,000,000 (See Remark (5)) Total E. (Ordinary shares) NIL (Preference shares) $\overline{N/A}$ (Other class) N/A Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) Nil (2) N/A Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): N/A Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): N/A

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

Remarks (if any):

- (1) On 21 January 2010, the Company pursuant to a share option scheme adopted on 14 May 2008 (the "Share Option Scheme"), offered to grant to certain eligible participants options to subscribe for ordinary shares of nominal value of HK\$0.01 each in the share capital of the Company at an exercise price of HK\$1.62 per share. Three employees (as grantees of the options) resigned in July 2012; therefore, a total of 364,000 options owned by them lapsed.
- (2) On 20 January 2011, the Company pursuant to the Share Option Scheme, offered to grant to certain eligible participants options to subscribe for ordinary shares of nominal value of HK\$0.01 each in the share capital of the Company at an exercise price of HK\$1.23 per share. One employee (as grantee of the options) resigned in July 2012; therefore, a total of 825,000 options owned by him lapsed.
- (3) On 7 March 2012, the Company pursuant to the Share Option Scheme duly amended on 7 March 2012, offered to grant to certain eligible participants options to subscribe for ordinary shares of nominal value of HK\$0.01 each in the share capital of the Company at an exercise price of HK\$1.05 per share. One employee (as grantee of the options) resigned in July 2012; therefore, a total of 2,000,000 options owned by him lapsed.
- (4) 18,990,000 Consideration Shares and 15,000,000 Profit Shares will be issued according to the Business Opportunity Compensation Agreement"). Details of which are stipulated in the Company's announcement dated 6 August 2010. On 30 September 2011, 6,330,000 Consideration Shares were issued with a price of HK\$1.10 per shares in according to the Business Opportunity Compensation Agreement. 12,660,000 Consideration Shares and 10,000,000 Profit Shares remain as may-be issued new shares.
- (5) 46,000,000 Compensation Shares will be issued according to the Business Opportunity Compensation

 Deed dated 13 January 2012. Details of which are stipulated in the Company's announcement dated 13

 January 2012.

Submitted by: Chong Yim Kuen

Title: Financial Controller

(Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. *If there is insufficient space, please append the prescribed continuation sheet.*