

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): <u>31/07/2009</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	POU SHENG INTERNATIONAL (HOLDINGS) LIMITED
Date Submitted	06/08/2009

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>3813</u> Descrij	ption : Ordinary	Shares	
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	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
(2) Stock code : <u>N/A</u> Descrip	ption : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code :	N/A	Description :	N/A		
			preference nares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	of preceding m	onth			
Increase/(decrease	e)				
Balance at close o	of the month				

3. Other Classes of Shares

Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (HK\$): 300,000,000

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	3,567,559,000	N/A	N/A	<u>N/A</u>
Increase/ (decrease) during the month	722,936,163	N/A	N/A	N/A
Balance at close of the month	4,290,495,163	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 issued during	issuer which may be
including SGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -			0		-	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option						
Scheme						
(14 /05 / 2008)						
shares	NIL	NIL	NIL	NIL	NIL	NIL
(Note 1)						
(11010-1)						
2.N/A						
2.1 1/11						
shares			. <u> </u>			
(Note 1)						
3. N/A						
shares						
(Note 1)						
(Ivole I)		Тс	otal A. (Ordin	arry charac)	NH	
		10		•		
				,	N/A	
				Other class)	N/A	
Total funds raised dur		from exercise o				
options (State currence	cy)		Nil			

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of Nominal value at nominal close of value preceding month	Exercised during the month	Nominal value 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
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price					
EGM approval date (if applicable)					
(dd/mm/yyyy) <u>2.</u>	(/ /)				
(/ /) Stock code (if listed) Class of shares					
issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
3.					
(/ /) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
4					
(/ /) Stock code (if listed) Class of shares					
issuable (<i>Note 1</i>) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
	Total	(Prefere	nary shares) <u>Nil</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>		

Convertibles (i.e. Convertible i	nto Sharoa of the l	laguar which are to		For Main Board	and GEM liste	d issuers
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 (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2.	(/ /)	·				
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) 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						
(if applicable)						
(dd/mm/yyyy)4.	(/ /) 					
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/4</u> Other class) <u>N/4</u>	4	-

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)

Ful If a	l particulars including SGM approval date (dd/mm/yyyy), pplicable, 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.	Pre-IPO Share Subscription Plan (see Remark (1)).		
	(14/05 /2008) ordinary shares (<i>Note 1</i>)	NIL	91,910,800
2.	DZJ Acquisition Agreement dated 13 January 2009 and as supplemented by the DZJ Supplemental Agreement dated 3 July 2009, pursuant to which 301,314,541 new ordinary shares were issued on 10 July 2009 (see Remark (2)). (/ /) ordinary shares (Note 1)	301,314,541	92,270,000
3.	Yue Yuen Subscription Agreement dated 13 January 2009 pursuant to which 421,621,622 new ordinary shares were issued on 10 July 2009 (see Remark (3)). (27 /02/2009) ordinary shares (<i>Note 1</i>)	421,621,622	Nil
-	Total D.(Ordinary shares)(Preference shares)(Other class)	NIL N/A N/A	

	Type of Issue	issued Share Capital				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
	Type of issue		Class of shares issuable (Note 1)				
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						Nil	Nil
			Class of shares issuable (Note 1)				
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			、			Nil	Nil
			Class of shares issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			、			Nil	Nil
			Class of shares issuable (Note 1)				
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						Nil	Nil

	Type of Issue		<u>F</u>	For Main	Boar	d and GEM list No. of new shares of issuer issued during the month pursuant thereto	ed issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable (Note 1)				
5.	Scrip dividend	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	Nil	Nil
						<u>NII</u>	
			Class of shares repurchased (<i>Note 1</i>)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						Nil	Nil
			Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						Nil	Nil
			Class of shares issuable (Note 1)	ordina	ury		
8.	Consideration issue	At price : $\frac{\text{State}}{\text{currency}} = \frac{\text{HK}\$}{0.925}$	Issue and allotment date : (dd/mm/yyyy)	(10/0 /2009			
			EGM approval date: (dd/mm/yyyy)	(/ /)	301,314,541	92,270,000
						(see Remark (2))

				For Main Boar	d and GEM list	
	Type of Issue				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
			Class of shares issuable (<i>Note 1</i>)			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	Nil	Nil
		HK\$	Class of shares issuable (Note 1)	ordinary		
10.		State <u>0.925</u> currency	Issue and allotment date : (dd/mm/yyyy)	(10/07 /2009)		
			SGM approval date: (dd/mm/yyyy)	(27/02/2009)	421,621,622	Nil see Remark (3))
11	Other	HK\$	Class of shares issuable (<i>Note 1</i>)	ordinary		
11.	(Pre-IPU) Al Drice :	State 2.14	Issue and allotment date : (dd/mm/yyyy)	(//)		
			SGM approval date: (dd/mm/yyyy)	(14/05/2008)	Nil	91,910,800 see Remark (1))
				ordinary shares) ference shares) (Other class)	N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) (2)	Nil 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) (a) A summary of the principal terms of the Pre-IPO Share Subscription Plan (the "Plan") is set out in the prospectus of the Company dated 26 May 2008. (b) Due to the resignation of two participants of the Plan, 15,088,000 Plan shares which may be issued pursuant to the Plan are no longer required to be issued.
 (c) Due to the expiry of the subscription period for the first tranche of the Plan shares which subscriptions were required to be made by the participants of the Plan on or before 8 June 2009, 17,253,200 Plan shares which may be issued pursuant to the Plan on or before 8 June 2009, 17,253,200 Plan shares which may be issued pursuant to the Plan are no longer required to be issued. Details of such matter were set out in the Company's announcement dated 8 June 2009.
 (2) 301,314,541 new ordinary shares were issued on 10 July 2009 pursuant to the DZJ Acquisition Agreement dated 13 January 2009 and as supplemented by the DZJ Supplemental Agreement dated 3 July 2009. The DZJ Acquisition was approved by written shareholder's approvals dated 13 January 2009 and 3 July 2009 in lieu of holding general meetings under Rule 14.44 of the Listing Rules.
- (3) 421,621,622 new ordinary shares were issued on 10 July 2009 pursuant to the Yue Yuen Subscription
 Agreement dated 13 January 2009. The Yue Yuen Subscription Agreement was approved by shareholders
 at the Special General Meeting on 27 February 2009.

Details of (2) and (3) are stipulated in the Company's announcements dated 14 January 2009 and 3 July 2009 respectively and the circular dated 4 February 2009.

Submitted by: Chong Yim Kuen

 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.