HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :	28/02/2019
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To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Pou Sheng International (Holdings) Limited
Date Submitted	05/03/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

Stock code : <u>3813</u> Description : <u>Ordinary Shares</u>						
	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	Descript	tion :	N/A		
			-	reference ares	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

Stock code : <u>N/A</u> Descrip	otion : <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 ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of				
preceding month	5,356,472,615	N/A	N/A	<u> </u>
Increase/ (decrease)				
during the month	Nil	N/A	N/A	N/A
Balance at close of the				
month	5,356,472,615	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 option scheme including SGM	Share option		155001)		No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -			8		_	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option						
Scheme						
(adopted on						
14/5/2008						
and amended						
on 7/3/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	375,000
(Note 1)(See Remark						
(1))						
2.Share Option						
Scheme						
(adopted on						
14/5/2008						
and amended						
on 7/3/2012)						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	11,663,190
(Note 1)(See Remark						
(2))						
3.						
shares						
(Note 1)						
		To	otal A. (Ordin	ary shares)	Nil	
				nce shares)		
			· ·	Other class)		
Total funds raised dur		from exercise of		,		
options (State currenc	y)			Nil		

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

Convertibles (i.e. Convertible i	For Main Board and GEM listed issuers into Shares of the Issuer which are to be Listed)					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
<u>1. N/A</u>						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy))2.		·				
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 EGM approval date (if applicable)		·				
	(/ /)					
4.						
Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)			nary shares) <u>Nil</u> ence shares) <u>N/</u> 4		-
				Other class) $\frac{N/2}{N/2}$		-

nan 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		
(/ /)	Nil	Nil
Ordinary shares (Note 1)	<u> </u>	
2		
(/ /)	Nil	Nil
Ordinary shares (Note 1)		
3.		
	Nil	Nil
Ordinary shares (Note 1)		
Total D. (Ordinary shares)	Nil	
(Preference shares)	N/A	
(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

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				
1. Rights issue	At price :	State currency	(Note 1) Issue and allotment	(/ /)		
		currency	date : (dd/mm/yyyy) EGM approval date:	(/ /)		
			(dd/mm/yyyy)			Nil	Nil
			Class of shares issuable (<i>Note 1</i>)				
2. Open offer	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						Nil	Nil
			Class of shares issuable (<i>Note 1</i>)				
3. Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						Nil	Nil
			Class of shares issuable (<i>Note 1</i>)				
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 M	ain I	Boar	d and GEM lis No. of new shares of issuer issued during the month pursuant thereto	ted issuers 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>)					
5.	Scrip dividend	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)	Nil	Nil
								1111	1111
				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)					
8.	Consideration issue	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
				EGM approval date: (dd/mm/yyyy)	(/	/)		
				(domin'yyyy)				Nil	Nil

				For Main Boar		
	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
9.	Capital reorganisation			Class of shares issuable (<i>Note 1</i>) Issue and allotment (/ /) date : (dd/mm/yyyy)		
				EGM approval date: (/ /) (dd/mm/yyyy)	Nil	Nil
10.	Other (Please specify)	At price :	State	Class of shares issuable (<i>Note 1</i>) — Issue and allotment (/ /) date : (dd/mm/yyyy)		
				EGM approval date: (/ /) (dd/mm/yyyy)	<u>Nil</u>	Nil
				Total E. (Ordinary share (Preference share (Other clas	s) 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 Iss	sued Sho	are Capital").)

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:
(*Note 2*)
(i) all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

(iv)	all the s	securities	of each	class ar	e in all	respects	identical	(Note 3);	

- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

 (1) 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.

(2) On 14 November 2016, the Company pursuant to the Share Option Scheme duly amended on 7 March 2012, offered to grant to Mr. Chang, Yun-Chih and Mr. Hu, Lung-Chih 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\$2.494 per share.

(3) The Share Option Scheme expired at the end of 13 May 2018 but the options previously granted can still be exercised up to the end of their relevant exercisable periods.

Submitted by:	Fan Kam Wing
Title:	Company Secretary (Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- *3. "Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.