



香港交易所

**Monthly Return of Equity Issuer on Movements in Securities**For the month ended (dd/mm/yyyy) : 30/04/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer POU SHENG INTERNATIONAL (HOLDINGS) LIMITEDDate Submitted 03/05/2013**I. Movements in Authorised Share Capital****1. Ordinary Shares**(1) Stock code : 3813 Description : Ordinary Shares

	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000</u>
Increase/(decrease)	<u>--</u>		<u>--</u>
Balance at close of the month	<u>30,000,000,000</u>	<u>0.01</u>	<u>300,000,000</u>

(2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u></u>	<u></u>	<u></u>
Increase/(decrease)	<u></u>		<u></u>
Balance at close of the month	<u></u>	<u></u>	<u></u>

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
		No. of preference shares	Par value ( <i>State currency</i> )
			Authorised share capital ( <i>State currency</i> )
Balance at close of preceding month		_____	_____
Increase/(decrease)		_____	_____
Balance at close of the month		_____	_____

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
		No. of other classes of shares	Par value ( <i>State currency</i> )
			Authorised share capital ( <i>State currency</i> )
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 ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>5,332,943,953</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>NIL</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>5,332,943,953</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including SGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
<u>1.Share Option Scheme</u>						
<u>(adopted on 14/05/2008 and amended on 07/03/2012)</u>						
<u>Ordinary shares</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>32,945,000</u>
<i>(Note 1)(See Remark (1) )</i>						
<u>2.Share Option Scheme</u>						
<u>(adopted on 14/05/2008 and amended on 07/03/2012)</u>						
<u>Ordinary shares</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>34,650,000</u>
<i>(Note 1)(See Remark (2) )</i>						
<u>3.Share Option Scheme</u>						
<u>(adopted on 14/05/2008 and amended on 07/03/2012)</u>						
<u>Ordinary shares</u>	<u>NIL</u>	<u>NIL</u>	<u>NIL</u>	<u>1,125,000</u>	<u>NIL</u>	<u>1,875,000</u>
<i>(Note 1)(See Remark (3) )</i>						
				<u>Total A. (Ordinary shares)</u>	<u>Nil</u>	
				<u>(Preference shares)</u>	<u>N/A</u>	
				<u>(Other class)</u>	<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)			<u>Nil</u>			

## Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of 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
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						
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 B.	(Ordinary shares) Nil	
					(Preference shares) N/A	
					(Other class) N/A	

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	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						
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 C. (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)

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 ( <i>Note 1</i> )	Nil	Nil
2. _____ _____ _____ ( / / ) _____ordinary shares ( <i>Note 1</i> )	Nil	Nil
3. _____ _____ _____ ( / / ) _____ordinary shares ( <i>Note 1</i> )	Nil	Nil
_____Total D. (Ordinary shares)	Nil	
_____ (Preference shares)	N/A	
_____ (Other class)	N/A	

## Other Movements in Issued Share Capital

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
1. Rights issue	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) <u>Ordinary</u>	Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>Nil</u>	<u>Nil</u>
2. Open offer	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____	Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>Nil</u>	<u>Nil</u>
3. Placing	At price : State currency _____	Class of shares issuable ( <i>Note 1</i> ) _____	Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>Nil</u>	<u>Nil</u>
4. Bonus issue		Class of shares issuable ( <i>Note 1</i> ) _____	Issue and allotment date : (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) ( / / )	<u>Nil</u>	<u>Nil</u>

## For Main Board and GEM listed issuers

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
5.	Scrip dividend	At price : State currency _____	Class of shares _____ issuable ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	Nil Nil
6.	Repurchase of shares		Class of shares <u>Ordinary</u> repurchased ( <i>Note 1</i> )  Cancellation date : ( / / ) (dd/mm/yyyy)  AGM approval date: ( / / ) (dd/mm/yyyy)	Nil Nil
7.	Redemption of shares		Class of shares _____ redeemed ( <i>Note 1</i> )  Redemption date : ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	Nil Nil
8.	Consideration issue	At price : State currency _____	Class of shares <u>ordinary</u> issuable ( <i>Note 1</i> )  Issue and allotment date : ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	Nil Nil



For Main Board and GEM listed issuers

				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					
9. Capital reorganisation			Class of shares issuable ( <i>Note 1</i> )		
			Issue and allotment date : (dd/mm/yyyy)	( / / )	
			EGM approval date: (dd/mm/yyyy)	( / / )	
				<u>Nil</u>	<u>Nil</u>
10. Consideration shares	At price :	State currency	To be determined at the date of issue	Class of shares issuable ( <i>Note 1</i> )	
				Issue and allotment date : (dd/mm/yyyy)	(30/09/2013)
				EGM approval date: (dd/mm/yyyy)	( / / )
					<u>Nil</u>
					<u>6,330,000</u>
(See Remark (4))					
11. Profit shares	At price :	State currency	To be determined at the date of issue	Class of shares issuable ( <i>Note 1</i> )	
				Issue and allotment date : (dd/mm/yyyy)	( / / )
				EGM approval date: (dd/mm/yyyy)	( / / )
					<u>Nil</u>
					<u>5,000,000</u>
(See Remark (4))					
12. Compensation shares	At price :	State currency	To be determined at the date of issue	Class of shares issuable ( <i>Note 1</i> )	
				Issue and allotment date : (dd/mm/yyyy)	( / / )
				EGM approval date: (dd/mm/yyyy)	( / / )
					<u>Nil</u>
					<u>39,634,662</u>
(See Remark (5))					
				Total E. (Ordinary shares)	<u>NIL</u>
				(Preference shares)	<u>N/A</u>
				(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>NIL</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

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. (The Share Option Scheme was duly amended on 7 March 2012).

(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. (The Share Option Scheme was duly amended on 7 March 2012).

(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 April 2013; therefore, a total of 1,125,000 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 dated 6 August 2010 (the "Business Opportunity Compensation Agreement"). Details of which are stipulated in the Company's announcement dated 6 August 2010. 6,330,000 Consideration Shares were issued with a price of HK\$1.10 per shares in according to the Business Opportunity Compensation Agreement on 30 September 2011 and 28 September 2012 respectively. 6,330,000 Consideration Shares and 5,000,000 Profit Shares remain as may-be issued new shares.

(5) 39,634,662 Compensation Shares (as adjusted) 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)

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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.