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POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

寶勝國際（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3813)

- (1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;**
(2) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(3) CHANGE OF MEMBER OF THE AUDIT COMMITTEE AND THE NOMINATION COMMITTEE

The Board of the Company announces that:

- Mr. Chang Li Hsien, Leslie has tendered his resignation as an independent non-executive director of the Company with effect from 1 October 2014. Upon his resignation as an independent non-executive director, Mr. Chang will also cease to be the member of each of the Audit Committee and the Nomination Committee of the Company.
- Mr. Shan Xue has been appointed as an independent non-executive director and a member of each of the Audit Committee and the Nomination Committee of the Company with effect from 1 October 2014.

The board of directors (the “Board”) of Pou Sheng International (Holdings) Limited (the “Company”) announces the matters below:

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Chang Li Hsien, Leslie (“Mr. Chang”) has tendered his resignation as an independent non-executive director of the Company with effect from 1 October 2014 due to retirement. Upon his resignation as an independent non-executive director, Mr. Chang will also cease to be the member of each of the Audit Committee and the Nomination Committee of the Company.

Mr. Chang confirms that there is no disagreement with the Board and there is no other matter that needs to be brought to the attention of the shareholders of the Company in relation to his resignation.

The board would like to express its gratitude to Mr. Chang for his support, devotion and invaluable contribution to the Company during his tenure of service.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR
AND MEMBER OF THE AUDIT COMMITTEE AND THE NOMINATION
COMMITTEE**

Mr. Shan Xue (“Mr. Shan”) has been appointed as an independent non-executive director and a member of each of the Audit Committee and the Nomination Committee of the Company with effect from 1 October 2014.

Mr. Shan, aged 36, holds a Master degree from Dongbei University of Finance and Economics (東北財經大學). He is a qualified accountant, a qualified lawyer and a qualified securities practitioner in the People’s Republic of China. Mr. Shan has over 10 years’ working experience in corporate and securities law, equity investment and investment fund management. He is the director, member of Investment Committee and general manager of JIC Capital Management (Tianjin) Limited (中建投資本管理(天津)有限公司); and an executive director of ZT Dawn (Beijing) Investment Consultant Limited (中投晨曦(北京)投資顧問有限公司). Prior to that, he had been working in Beijing Deheng Law Office (北京德恒律師事務所) and China Jianyin Investment Ltd. (中國建銀投資有限責任公司). Mr. Shan did not hold any directorship in other listed public companies in the past three years.

An appointment letter will be entered into between the Company and Mr. Shan on 1 October 2014 for a period of three years. Pursuant to the appointment letter, Mr. Shan is entitled to a director’s fee of HK\$300,000 (equivalent to approximately US\$38,462) per annum, which is determined by the Board with reference to his responsibilities and prevailing market practices, subject to annual review by the recommendation of the remuneration committee of the Board and decided by a majority in number of the members of the Board; and (if and only if so determined by the Board) a year-end bonus of an amount to be determined by the Board and decided by a resolution of a majority in number of the members of the Board.

In accordance with the Bye-laws of the Company, Mr. Shan will hold office until the next annual general meeting of the Company when he will stand down for re-election.

As at the date of this announcement, Mr. Shan does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance nor any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, there is no other information that should be disclosed under Rule 13.51(2) of The Rules Governing the Listing of Securities on the Stock Exchange nor any other matter that needs to be brought to the attention of the shareholders in relation to the appointment of Mr. Shan as an independent non-executive director of the Company.

The Board would like to express its welcome to Mr. Shan for joining the Company.

By Order of the Board
Tsai David, Nai Fung
Chairman

Hong Kong, 29 September 2014

As at the date of this announcement, Mr. Tsai David, Nai Fung is the Chairman and Non-executive Director; Mr. Kwan, Heh-Der is the Chief Executive Officer and Executive Director; Mr. Wu, Pan-Tsu is the Executive Director; Ms. Tsai Patty, Pei Chun and Mr. Li I-nan are the Non-executive Directors; and Mr. Chen Huan-Chung, Mr. Chang Li Hsien, Leslie and Mr. Hsieh, Wuei-Jung are the Independent Non-executive Directors.

website: www.pousheng.com