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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)**

### **AGREEMENT IMPOSING SPECIFIC PERFORMANCE OBLIGATIONS ON CONTROLLING SHAREHOLDER**

As required by Rule 13.18 of the Listing Rules, the Company announces that the Company entered into the Facility Letter and the General Agreement respectively on 26 March 2013 in respect of loans that are relevant to the operations of the Company and contain conditions imposing specific performance obligations on its controlling shareholder.

On 26 March 2013, Pou Sheng International (Holdings) Limited (the “Company”) and Australia and New Zealand Banking Group Limited (“ANZ”) entered into a facility letter (the “Facility Letter”) in respect of loans that are relevant to the operations of the Company and a general agreement (the “General Agreement”) for banking transactions, the terms and conditions therein are incorporated by reference into the Facility Letter and the General Agreement which contains, inter alia, certain conditions imposing specific performance obligations on the Company’s controlling shareholder.

#### **Required information**

As required by Rule 13.18 of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Company provides the following information about the Facility Letter and the General Agreement:–

- (i) Aggregate amount of facilities that may be affected by breach of specific performance obligations: US\$50,000,000.
- (ii) Life of the facility: 2 years after the date from the first drawdown.

(iii) Specific performance obligations imposed on the controlling shareholder:

The Company covenants that if and when it is aware of any potential occurrence of a change of control of its holding company, Yue Yuen Industrial (Holdings) Limited (“Yue Yuen”), it shall immediately inform ANZ by a 5 business day prior notice with provision of necessary details of the change for ANZ’s review. ANZ may opt to demand prepayment of the obligations, requiring the Company to provide additional securities, and/or demand any other measures by the Company to the satisfaction of ANZ.

A change of control occurs when: (i) Yue Yuen no longer owns beneficially, directly or indirectly, more than 50% of the Company’s total issued voting shares or the total of capital stock; or (ii) Yue Yuen (other than a regulatory authority) no longer has the ability to direct or cause the direction of the management of the personnel, financial or business operation of the Company, whether through the ownership of voting securities, by contract or otherwise.

### **General**

Under Rule 13.21 of the Listing Rules, the disclosure required under Rule 13.18 should be included in subsequent interim and annual reports for so long as circumstances giving rise to the obligations continue to exist.

By Order of the Board  
**Tsai David, Nai Fung**  
*Chairman*

Hong Kong, 26 March 2013

*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, Ms. Kuo, Li-Lien and Mr. Li I-nan are the Non-executive Directors; and Mr. Chen Huan-Chung, Mr. Hu Sheng-Yih, Mr. Chang Li Hsien, Leslie and Mr. Hsieh, Wuei-Jung are the Independent Non-executive Directors.*

*Website: [www.pousheng.com](http://www.pousheng.com)*