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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING AND RETIREMENT OF DIRECTORS**

At the annual general meeting of the Company held on 31 May 2013, all proposed resolutions as set out in the notice of AGM have been duly passed by the shareholders of the Company.

With effect from the conclusion of the AGM,

- (i) Mr. Hu retired as an independent non-executive director; and
- (ii) Ms. Kuo retired as a non-executive director.

#### **POLL RESULTS OF THE AGM**

At the annual general meeting of Pou Sheng International (Holdings) Limited (the “Company”) held on 31 May 2013 (the “AGM”), all votes on all the proposed resolutions as set out in the notice of AGM dated 23 April 2013 were taken by poll. The Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed by the Company as the scrutineer for vote-taking at the AGM.

The total number of shares entitling the holders to attend and vote for or against each and every resolutions at the AGM was 5,332,943,953 shares, representing the entire issued share capital of the Company as at the date of the AGM. There were no shares of the Company entitling the holder to attend and vote only against the resolutions or abstain from voting at the AGM.

The poll results in respect of all the resolutions proposed at the AGM are as follows:

Ordinary Resolutions		No. of Votes (approximate % of total shares voted)	
		For	Against
1.	To receive and adopt the audited financial statements and the reports of the directors and auditors of the Company for the fifteen months ended 31 December 2012.	4,051,619,890 (100%)	0 (0%)
2.	(a) To re-elect the following directors of the Company:		
	(1) Mr. Kwan, Heh-Der as an executive director;	4,051,618,890 (99.999951%)	2,000 (0.000049%)
	(2) Mr. Wu, Pan-Tsu as an executive director;	4,051,618,890 (99.999951%)	2,000 (0.000049%)
	(3) Mr. Li I-nan as a non-executive director; and	4,051,618,890 (99.999951%)	2,000 (0.000049%)
	(4) Mr. Hsieh, Wuei-Jung as an independent non-executive director.	4,051,618,890 (99.999951%)	2,000 (0.000049%)
	(b) To authorize the board of directors of the Company (the "Board") to fix the directors' remuneration.	4,050,256,890 (99.999654%)	14,000 (0.000346%)
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company to hold office until the conclusion of next annual general meeting and authorise the Board to fix their remuneration.	4,050,409,890 (99.970111%)	1,211,000 (0.029889%)
4.	A. To grant a general mandate to the Board to issue, allot and deal with additional shares not exceeding 20% of the issued share capital of the Company.	3,871,279,595 (95.548910%)	180,341,295 (4.451090%)
	B. To grant a general mandate to the Board to repurchase shares and other securities of the Company.	4,051,618,890 (99.999951%)	2,000 (0.000049%)
	C. To extend the general mandate to issue, allot and deal with additional shares under resolution number 4A to include the number of shares repurchased pursuant to the general mandate to repurchase shares under resolution number 4B.	3,871,281,595 (95.548959%)	180,339,295 (4.451041%)
As more than half of the votes were cast in favour of each and every resolutions set out above, each and every resolutions of the AGM set out above were duly passed as ordinary resolutions.			

## RETIREMENT OF DIRECTORS

As disclosed in the announcement of the Company dated 26 March 2013 and the circular of the Company dated 23 April 2013, Mr. Hu Sheng-Yih (“Mr. Hu”) retired from office as an independent non-executive director of the Company and Ms. Kuo, Li-Lien (“Mr. Kuo”) retired from office as a non-executive director of the Company; both with effect from the conclusion of the AGM held on 31 May 2013. Both Mr. Hu and Ms. Kuo have confirmed that in relation to their retirement, they have no disagreement with the Board and there is no matter which needs to be brought to the attention of the shareholders.

The Board takes this opportunity to express its gratitude to both Mr. Hu and Ms. Kuo for their valuable contribution and support during their tenure.

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

Hong Kong, 31 May 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 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](http://www.pousheng.com)*