

# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm	/yyyy) :	31/0	5/2013				
To: Hong Kong Exchanges and Clearing Limited							
Name of Issuer	POU SH	ENG IN	ΓERNATIO	NAL (HOLDI	NGS) LIMITED		
Date Submitted	04/06/20	13					
I. Movements in Authorised Sh	are Capita	al					
1. Ordinary Shares							
(1) Stock code : <u>3813</u>	Descrip	tion:	Ordinary	Shares			
			ordinary ares	Par value (HK\$)	Authorised share capital (HK\$)		
Balance at close of preceding n	nonth	30,000	0,000,000	0.01	300,000,000		
Increase/(decrease)			<u></u>		<u></u>		
Balance at close of the month		30,000	0,000,000	0.01	300,000,000		
(2) Stock code : N/A	Descrip	tion :	N/A				
			ordinary ares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding n	nonth						
Increase/(decrease)	-						
Balance at close of the month							

Stock code:	N/A	Descri	ption: N/A		
			No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding	month			
Increase/(decrea	ise)				
Balance at close	of the month				
3. Other Classes	of Shares				
3. Other Classes Stock code:	of Shares  N/A	Descri	ption: N/A		
		Descri	ption : N/A  No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
	N/A		No. of other	(State	capital
Stock code:	N/A of preceding		No. of other	(State	capital

## II. Movements in Issued Share Capital

	No. of ordin	nary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	5,332,943,953	N/A	N/A	<u>N/A</u>
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	5,332,943,953	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 No. of new shares of No. of new shares of option scheme issuer which may be issuer issued during including SGM the month pursuant issued pursuant thereto approval date thereto as at close of the month Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1.Share Option Scheme (adopted on 14/05/2008 and amended on 07/03/2012) NIL NIL **NIL NIL** Ordinary shares **NIL** 32,945,000 (Note 1)(See Remark (1)) 2.Share Option Scheme (adopted on 14/05/2008 and amended on 07/03/2012) Ordinary shares NIL NIL NIL NIL **NIL** 34,650,000 (Note 1)(See Remark (2)) 3.Share Option Scheme (adopted on 14/05/2008 and amended on 07/03/2012) **NIL NIL NIL NIL NIL** 1,875,000 Ordinary shares (Note 1) (See Remark (3)) Total A. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise of options (State currency) Nil

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value at nominal close of value 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	-				
	<u>-</u>				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) 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.	( / / )				
_ <del>3.</del>	-				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date					
(if applicable)	( / / )				
4.					
( / / )	- ——— ·				
Stock code (if listed) Class of shares issuable (Note 1)					
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) N/A		- -

Convertibles (i.e. Convertible in 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
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.	( / / )					
	<del>-</del> -					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.						
0. 1 1 ('C1' + 1)	<u> </u>					
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price		<u> </u>				
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.	<u> </u>					
0.1.200						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
 !		,		nary shares) Nil		-
				ence shares) N/A Other class) N/A		-

For Main Board and GEM listed issuers
Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

unan under Share Option Schemes)	No. of new shares of	No. of new shares of
	issuer issued during	issuer which may be
	the month pursuant thereto	issued pursuant thereto
Full particulars including SGM approval date (dd/mm/yyyy),	thereto	as at close of the month
If applicable, and class of shares issuable:		
1		
-	Nil	Nil
ordinary shares ( <i>Note 1</i> )	1,11	1 (11
2		
	Nil	Nil
ordinary shares (Note 1)	1111	IVII
3		
	NT'I	NT'1
ordinary shares (Note 1)	Nil	Nil
Ordinary shares (Note 1)		
Total D. (Ordinary shares)	Nil	
(Preference shares)	N/A	
(Other class)	N/A	

Ot	her Movements i	n Issued Share Capital			
Т	ype 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
	7		Class of shares Ordinary		
			Class of shares <u>Ordinary</u> issuable ( <i>Note 1</i> )		
1.	Rights issue	At price : State currency	Issue and allotment ( / / ) date: (dd/mm/yyyy)		
			EGM approval date: ( / / )		
			(dd/mm/yyyy)	Nil	Nil
			Class of sharesissuable (Note 1)		
2.	Open offer	At price : State currency	Issue and allotment ( / / ) date: (dd/mm/yyyy)		
			EGM approval date: ( / / )		
			(dd/mm/yyyy)	Nil	Nil
			Class of sharesissuable (Note 1)		
3.	Placing	At price : State currency	Issue and allotment ( / / ) date : (dd/mm/yyyy)		
			EGM approval date: ( / / )		
			(dd/mm/yyyy)	Nil	Nil
			Class of sharesissuable (Note 1)		
4.	Bonus issue		Issue and allotment ( / / ) date : (dd/mm/yyyy)		
			EGM approval date: ( / / )		
			(dd/mm/yyyy)	Nil	Nil

For Main Board and GEM listed issuers

Ту	ype 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 (Note 1)			
5.	Scrip dividend	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	/ / )		
			EGM approval date: (dd/mm/yyyy)	/ / )		
					Nil	Nil
			Class of shares Orepurchased (Note 1)	rdinary		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	/ / )		
			AGM approval date: (dd/mm/yyyy)	/ / )		
			· • • • • • • • • • • • • • • • • • • •		Nil	Nil Nil
			Class of shares redeemed (Note 1)			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	/ / )		
			EGM approval date: (dd/mm/yyyy)	/ / )		
					Nil	Nil Nil
			Class of shares on issuable (Note 1)	rdinary		
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	/ /)		
			EGM approval date: (dd/mm/yyyy)	/ / )		
Ì					Nil	Nil

For Main Board and GEM listed issuers

T	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	ype of Issue			Class of shares			month
				Class of shares issuable ( <i>Note 1</i> )			
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	( / / )		
				EGM approval date: (dd/mm/yyyy)	( / / )		
				(		Nil	Nil
			To be	Class of shares issuable ( <i>Note 1</i> )	ordinary		
10	. Consideration shares	At price : State currency	determined at the date of issue	Issue and allotment date : (dd/mm/yyyy)	(30/09/2013)		
				EGM approval date:	( , , ,		
				(dd/mm/yyyy)		Nil	6,330,000
						(	See Remark (4))
			To be determined at the date	Class of shares issuable ( <i>Note 1</i> )	ordinary		
11.	. Profit shares	At price : State currency	of issue	Issue and allotment date : (dd/mm/yyyy)	( / / )		
				EGM approval date: (dd/mm/yyyy)	( / / )	Nil	5,000,000
						(	See Remark (4))
			To be determined at the date	Class of shares issuable ( <i>Note 1</i> )	ordinary		
12.	. Compensation shares	At price : State currency	of issue	Issue and allotment date : (dd/mm/yyyy)	( / / )		
				EGM approval date: (dd/mm/yyyy)	( / / )	Nil	39,634,662
							See Remark (5))
					dinary shares erence shares		_
				(1.101	(Other class		_
,	Total increase / (de	ecrease) in ordinary sh	nares during the	e month (i.e. Total of A to E	E): (	(1) N	NIL
					(		J/A
,	Total increase / (de	ecrease) in preference	shares during t	he month (i.e. Total of A to	ь E):	-	J/A
,	Total increase / (de	ecrease) in other class	es of shares du	ring the month (i.e. Total o	f A to E):	N	J/A
	(These figures sho	uld be the same as the	relevant figure	es under II above ("Movem	nents in Issued	l Share Capital	").)

### 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.
- (4) 18,990,000 Consideration Shares and 15,000,000 Profit Shares will be issued according to 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)

#### 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.