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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Pou Sheng International (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 10:00 a.m., on Friday, 31 May 2013, at Lotus Room, 6/F., Macro Polo Hong Kong Hotel, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong is set out on pages 15 to 18 in this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding such meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting, or any adjournment thereof, should you so wish.

23 April 2013

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened at 10:00 a.m. on Friday, 31 May 2013 at Lotus Room, 6/F., Macro Polo Hong Kong Hotel, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong, notice of which is set out on pages 15 to 18 in this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
“Company”	Pou Sheng International (Holdings) Limited, a company incorporated in Bermuda, the Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee set up by the Board on 29 December 2012 comprising a majority of independent non-executive directors
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“PCC”	Pou Chen Corporation, a company incorporated in Taiwan with limited liability whose shares are listed on the Taiwan Stock Exchange Corporation and which holds approximately 49.98% of the issued share capital of Yue Yuen
“PCC Group”	PCC and its subsidiaries

DEFINITIONS

“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, Macau and Taiwan
“Repurchase Mandate”	a general and unconditional mandate enabling the Directors to repurchase Shares as defined in the section headed “General Mandates to Issue New Shares and to Repurchase Shares”
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	duly registered holder(s) of the Shares
“Shares Issue Mandate”	a general and unconditional mandate enabling the Directors to issue new Shares as defined in the section headed “General Mandates to Issue New Shares and to Repurchase Shares”
“Share Option Scheme”	the share option scheme of the Company adopted on 14 May 2008 and amended on 7 March 2012
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	the meaning ascribed to it under the Listing Rules
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“US\$”	United States dollars, the lawful currency of the United States of America
“Yue Yuen”	Yue Yuen Industrial (Holdings) Limited, a company incorporated in Bermuda, the shares of which are listed on the Stock Exchange, and a substantial Shareholder holding approximately 61.80% of the issued share capital of the Company
“Yue Yuen Group”	Yue Yuen and its subsidiaries from time to time (excluding the Group)
“%”	per cent.

LETTER FROM THE BOARD



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

寶勝國際(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3813)

Board of Directors:

Chairman and Non-executive Director

Tsai David, Nai Fung

Chief Executive Officer and Executive Director

Kwan, Heh-Der

Executive Director

Wu, Pan-Tsu

Non-executive Directors

Tsai Patty, Pei Chun

Kuo, Li-Lien

Li I-nan

Independent Non-executive Directors

Chen Huan-Chung

Hu Sheng-Yih

Chang Li Hsien, Leslie

Hsieh, Wuei-Jung

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

**Head Office and Principal Place
of Business:**

Suites 3106-9, 31st Floor

Tower 6, The Gateway

9 Canton Road

Tsim Sha Tsui

Kowloon

Hong Kong

23 April 2013

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information reasonably necessary to enable the Shareholders to make a decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, *inter alia*:

LETTER FROM THE BOARD

- (a) re-election of retiring Directors; and
- (b) the grant to the Directors of the Shares Issue Mandate to issue new Shares and the Repurchase Mandate to repurchase Shares.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Mr. Kwan, Heh-Der, Mr. Wu, Pan-Tsu, Mr. Li I-nan and Mr. Hsieh, Wuei-Jung who were appointed Directors by the Board pursuant to Bye-law 86(2) of the Bye-laws, shall hold office until the forthcoming Annual General Meeting and shall then be eligible and will offer themselves for re-election at the forthcoming Annual General Meeting.

Pursuant to Bye-law 87 of the Bye-laws, Ms. Kuo, Li-Lien and Mr. Hu Sheng-Yih will retire as Directors by rotation and, who have informed the Company, will not offer themselves for re-election as Directors at the Annual General Meeting. The Company has been informed that Ms. Kuo will not offer herself for re-election, so that she can spend more time on the management affair of PCC and Yue Yuen while Mr. Hu's retirement is part of his general retirement plan.

Ms. Kuo, Li-Lien and Mr. Hu Sheng-Yih have confirmed that they have no disagreement with the Board and there is no matter which needs to be brought to the attention of the Shareholders in respect of their retirement.

RECOMMENDATIONS OF THE NOMINATION COMMITTEE

On 26 March 2013, the Nomination Committee nominated and the Board recommended the retiring Directors, Mr. Kwan, Heh-Der, Mr. Wu, Pan-Tsu, Mr. Li I-nan and Mr. Hsieh, Wuei-Jung to stand for re-election as Directors at the AGM. As a good corporate governance practice, each of Mr. Kwan, Heh-Der, Mr. Wu, Pan-Tsu, Mr. Li I-nan and Mr. Hsieh, Wuei-Jung abstained from voting on the respective propositions of their recommendations for re-election by Shareholders.

The Nomination Committee is also responsible for, inter alia, assessing the independence of the independent non-executive directors. On 26 March 2013, the Nomination Committee assessed and reviewed the individual Director's (annual) written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and, affirmed that all independent non-executive Directors including, Mr. Hsieh, Wuei-Jung remained independent.

Pursuant to Rule 13.74 of the Listing Rules, particulars of Mr. Kwan, Heh-Der, Mr. Wu, Pan-Tsu, Mr. Li I-nan and Mr. Hsieh, Wuei-Jung are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

At the last annual general meeting of the Company held on 7 March 2012, the Directors were granted a general mandate to allot and issue new Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the AGM. The Directors propose to seek the approval of the Shareholders at the AGM for the grant of:

- (a) the Shares Issue Mandate to allot, issue and deal with new Shares up to a maximum of 20% of the Shares in issue as at the date of passing of relevant resolution;

LETTER FROM THE BOARD

- (b) the Repurchase Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of passing of relevant resolution; and
- (c) an extension (the “Extension”) of the Shares Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased pursuant to the Repurchase Mandate.

The explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution concerning the Repurchase Mandate as required by the Listing Rules is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 15 to 18 of this circular.

ACTION TO BE TAKEN

A form of proxy at the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed on it and return it to the Company’s share registrars, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof, as the case may be. Completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting, or any adjournment thereof, should you so wish.

RECOMMENDATIONS

The Directors consider that the re-election of retiring Directors, the grant of the Shares Issue Mandate, the Repurchase Mandate and the Extension are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Pou Sheng International (Holdings) Limited
Tsai David, Nai Fung
Chairman

Pursuant to the Listing Rules, the details of the Directors who will retire at the AGM according to the Bye-laws and will be proposed to be re-elected at the AGM are provided below:

Mr. KWAN, Heh-Der

Experience

Mr. KWAN, Heh-Der, aged 58, was appointed an executive Director and the chief executive officer of the Company on 31 August 2012. He graduated from the National Taiwan University, Taiwan with a Bachelor of Arts degree. He later obtained a Master of Science degree from the University of Iowa, United States of America after he completed military duties in 1979. Mr. Kwan had worked in different technical and managerial positions of various entities of the AT&T group and was the director of strategy & business development of AT&T China, Beijing; later served as the president of Lucent Technologies Qingdao; and then the chief operating officer of Lucent Technologies China, Beijing. Mr. Kwan also served as the chief operating officer of CEC Industries Ltd., a private industrial lighting company in Illinois, United States of America. Prior to joining the Company as a senior consultant on 16 July 2012 and then the Chief Executive Officer on 31 August 2012, Mr. Kwan was the president and a board director of Tecom Co. Ltd. (東訊股份有限公司), a company listed on the Taiwan Stock Exchange Corporation. Save as disclosed above, he did not hold any directorship in any listed public company in the past three years up to the Latest Practicable Date.

Length of service

A service agreement was entered into between the Company and Mr. Kwan on 31 August 2012 for a term of three years. His appointment is subject to retirement by rotation in accordance with the bye-laws of the Company and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Kwan or the Company may terminate the appointment by giving at least three months' prior notice in writing.

Relationship

Mr. Kwan does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Kwan was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emoluments

Under the service agreement dated 31 August 2012, Mr. Kwan is entitled to a salary in the annual amount of NT\$7,200,000 (equivalent to approximately US\$240,000) and living and accommodation allowances in the aggregate annual amount of Renminbi 720,000 (equivalent to approximately US\$113,000), which was 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. He is eligible to be granted options to subscribe for Shares under the Share Option Scheme.

Mr. Kwan received approximately US\$118,849 as salary and other allowances and US\$645 as contribution paid in respect of mandatory provident fund from the Company for the fifteen months ended 31 December, 2012. During the fifteen months ended, Mr. Kwan has received approximately US\$67,609 as year end bonus from the Company.

Other information

Save as disclosed above, there is no other information relating to Mr. Kwan which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Kwan.

Mr. WU, Pan-Tsu*Experience*

Mr. WU, Pan-Tsu, aged 60, was appointed as an executive Director and the acting chief executive officer of the Company with effect from 9 April 2012 and ceased to be the acting chief executive officer with effect from 31 August 2012. Mr. Wu is a director of various subsidiaries and a joint venture company of the Company. He graduated from Tamkang University, Taiwan with a Bachelor's degree in Banking and Insurance and started his career at Bank of America Taipei Branch after he retired from military service in 1978. He later worked in ABN-AMRO Bank, Chase Manhattan Bank and BNP PARIBAS in various managerial positions. In 2000, Mr. Wu was invited to join Taishin Financial Holding Co. Ltd. in a position specializing in corporate banking. After serving in the financial services industry for about 25 years, Mr. Wu was invited by PCC to be its Vice President in charge of the PCC Group's finance and investment strategies and daily operations in 2003. He is a director of Kleine Developments Ltd. and a director of First Sino Bank in Shanghai, China. Mr. Wu was a supervisor of Elitegroup Computer Systems Co., Ltd., a company listed on the Taiwan Stock Exchange Corporation. Save as disclosed above, he did not hold any directorship in any listed public company in the past three years up to the Latest Practicable Date.

Length of service

A service agreement was entered into between the Company and Mr. Wu on 9 April 2012 for a term of three years. His appointment is subject to retirement by rotation in accordance with the bye-laws of the Company and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Wu or the Company may terminate the appointment by giving at least three months' prior notice in writing.

Relationship

Mr. Wu is an employee of PCC, but does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Wu was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emoluments

Under the service agreement dated 9 April 2012, Mr. Wu is entitled to a salary in the annual amount of US\$40,606, which was 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. He is eligible to be granted options to subscribe for Shares under the Share Option Scheme.

Mr. Wu received US\$29,554 as salary for the fifteen months ended 31 December 2012. During the fifteen months ended, Mr. Wu has not received any bonus from the Company.

Other information

Save as disclosed above, there is no other information relating to Mr. Wu which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Wu.

Mr. LI I-nan*Experience*

Mr. LI I-nan, aged 71, was appointed as a non-executive Director and a member of the remuneration committee of the Board on 26 March 2013. He joined the Group of Yue Yuen in 1992 and is responsible for financial operations of the Group of Yue Yuen. He is an executive director of Yue Yuen and a director of certain subsidiaries of Yue Yuen. Mr. Li has many years of experience in the footwear business, including sourcing and wholesale operations. He holds a Bachelors and a Master of Arts degree from National Chengchi University in Taiwan and the University of Southern California, respectively. He studied corporate finance and budgeting at New York University. Mr. Li is also a non-executive director of Symphony Holdings Limited, a company listed on the Stock Exchange. Save as disclosed above, he did not hold any directorship in any listed public company in the past three years up to the Latest Practicable Date.

Length of service

An appointment letter was entered into between the Company and Mr. Li on 26 March 2013 for a period of three years. His appointment is subject to retirement by rotation in accordance with the bye-laws of the Company and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Li or the Company may terminate the appointment by giving at least three months' prior notice in writing.

Relationship

Mr. Li is an executive director of Yue Yuen but does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Li was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to the appointment letter dated 26 March 2013, Mr. Li is entitled to a director's fee of HK\$150,000 (equivalent to approximately US\$19,350) per annum, which was 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. He is eligible to be granted options to subscribe for Shares under the Share Option Scheme.

Other information

Save as disclosed above, there is no other information relating to Mr. Li which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Li.

Mr. HSIEH, Wuei-Jung*Experience*

Mr. HSIEH, Wuei-Jung, aged 61, was appointed as an independent non-executive Director and the chairman of the remuneration committee of the Board on 26 March 2013. He received a Bachelor of Science degree in Nuclear Engineering from the National Tsing Hua University, Taiwan in 1973 and a Master degree of Business Administration, finance from National Taiwan University in 1977. Mr. Hsieh started his career at Bank of America, National Trust and Savings Association, Taipei Branch (renamed to Bank of America N.A. Taipei Branch) as account officer in 1978 and later promoted to vice president and country banking head respectively. From February 1995 to April 2011, he was a vice president and chief finance officer of Vanguard International Semiconductor Corporation, shares of which are traded on the Gre Tai Securities Market in Taiwan. Mr. Hsieh is currently served as a member of the compensation committee of the Board of Xintec Inc. and an independent director of Anpec Electronics Corporation. The shares of both Xintec Inc. and Anpec Electronic Corporation are traded on the Gre Tai Securities and Emerging Stock Market in Taiwan respectively. Save as disclosed above, he did not hold any directorship in any listed public company in the past three years up to the Latest Practicable Date.

Length of service

An appointment letter was entered into between the Company and Mr. Hsieh on 26 March 2013 for a period of three years. His appointment is subject to retirement by rotation in accordance with the bye-laws of the Company and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Hsieh or the Company may terminate the appointment by giving at least three months' prior notice in writing.

Relationship

Mr. Hsieh does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interest in Shares

As at the Latest Practicable Date, Mr. Hsieh was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to the appointment letter dated 26 March 2013, Mr. Hsieh is entitled to a director's fee of HK\$300,000 (equivalent to approximately US\$38,700) per annum, which was 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. He is eligible to be granted options to subscribe for Shares under the Share Option Scheme.

Other information

Save as disclosed above, there is no other information relating to Mr. Hsieh which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Hsieh.

This appendix contains information required under the Listing Rules to be included in an explanatory statement to accompany the notice of the Annual General Meeting at which a resolution is to be proposed in relation to the repurchase by the Company of its own Shares. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate at the AGM.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to approve the Repurchase Mandate. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date the resolution granting the Repurchase Mandate is passed. As at the Latest Practicable Date, there were an aggregate of 5,332,943,953 Shares in issue. Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the date of the Annual General Meeting, would accordingly allow the Company under the Repurchase Mandate to repurchase a maximum of 533,294,395 Shares.

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(a) Shareholders' approval

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a specific transaction. The Shares to be repurchased must be fully paid up.

(b) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and Bye-laws and the applicable laws in Bermuda. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital paid up on the Shares, funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from funds of the Company otherwise available for dividend or distribution or from the Company's share premium account.

There might be a material adverse impact on the working capital requirements of the Company or the gearing level (as compared with the position disclosed in the audited financial statements of the Company set out in the Company's annual report for the fifteen months ended 31 December 2012) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(c) Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders at the relevant time having regard to the circumstances then prevailing.

(d) General

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of such Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

During the six months preceding the date of this circular, no Share have been repurchased by the Company.

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the twelve months immediately prior to the Latest Practicable Date were as follows:

	Share price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2012		
April	0.9900	0.6100
May	0.7300	0.6000
June	0.6800	0.6100
July	0.7100	0.5600
August	0.6400	0.4800
September	0.5600	0.4400
October	0.5800	0.4750
November	0.5200	0.4600
December	0.5100	0.4450
2013		
January	0.5900	0.4600
February	0.5800	0.4800
March	0.5200	0.4700
April*	0.4950	0.4600

* Up to and including the Latest Practicable Date

NOTICE OF ANNUAL GENERAL MEETING



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED 寶勝國際（控股）有限公司 *(Incorporated in Bermuda with limited liability)* (Stock Code: 3813)

Notice is hereby given that the Annual General Meeting (the “AGM”) of Pou Sheng International (Holdings) Limited (the “Company”) will be held at Lotus Room, 6/F., Macro Polo Hong Kong Hotel, 3 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 31 May 2013 at 10:00 a.m. for the following purposes:

As ordinary business

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the fifteen months ended 31 December 2012.
2. (a) To re-elect the following retiring directors:
 - (1) Mr. Kwan, Heh-Der as an executive director;
 - (2) Mr. Wu, Pan-Tsu as an executive director;
 - (3) Mr. Li I-nan as a non-executive director; and
 - (4) Mr. Hsieh, Wuei-Jung as an independent non-executive director.
- (b) To authorise the board of directors of the Company (the “Directors”) to fix the Directors’ remuneration.
3. To re-appoint Deloitte Touche Tohmatsu as the auditor of the Company to hold office until the conclusion of next annual general meeting and authorise the Directors to fix their remuneration.

As special business

To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4A. **“THAT:**

- (a) subject to paragraph (c) below and in substitution for all previous authorities given by the Company, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiry of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of shares in the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements or any recognised regulatory body or any stock exchange in, any territory outside Hong Kong Special Administrative Region of the People’s Republic of China).”

4B. “THAT:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of shares of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiry of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the Bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

4C. “**THAT** conditional upon the ordinary resolution designated “4B” in the notice of general meeting being passed (with or without amendments), the general mandate granted to the Directors to issue, allot and deal with any additional shares of the Company pursuant to ordinary resolution designated “4A” above be and is hereby extended by the addition thereto of the total nominal amount of shares of the Company which may be purchased by the Company under the authority granted pursuant to ordinary resolution designated “4B” above, provided that such amount of shares of the Company so purchased shall not exceed 10 per cent. of the total nominal amount of share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Tsai David, Nai Fung
Chairman

Hong Kong, 23 April 2013

NOTICE OF ANNUAL GENERAL MEETING

Principal Place of Business:

Suites 3106-9, 31st Floor
Tower 6, The Gateway
9 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

As at the date of this notice, 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.

Notes:

1. The Register of Members will be closed from Wednesday, 29 May 2013 to Friday, 31 May 2013, both days inclusive, during which period no transfer of the Company's shares will be registered. In order to establish the identity of the Company's shareholders who are entitled to attend and vote at the annual general meeting of the Company to be held on Friday, 31 May 2013 all transfer of the shares of the Company accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer agent in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Tuesday, 28 May 2013.
2. A member entitled to attend and vote at the AGM by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the office of the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. Where there are joint holders of any share, any one of such persons may vote at the AGM either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the AGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
5. A form of proxy for use in connection with the AGM is enclosed.
6. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. to 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by a supplementary notice, posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 8:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Members should decide whether they would attend the AGM under bad weather condition and if they do so, they are advised to exercise care and caution.