

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

To: Hong Kong Exchanges and	Clearing	Limited				
	POU SHENG INTERNATIONAL (HOLDINGS) LIMITED 03/02/2012					
I. Movements in Authorised Sha	are Capita	al				
1. Ordinary Shares				,		
(1) Stock code : <u>3813</u>	_Descrip	tion: Ordinary	Shares	_		
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)		
Balance at close of preceding m	onth	30,000,000,000	0.01	300,000,000		
Increase/(decrease)						
Balance at close of the month	30,000,000,000	0.01	300,000,000			
(2) Stock code : N/A Description : N/A						
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding m	onth	_				
Increase/(decrease)						
Balance at close of the month						

31/1/2012

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

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	4,260,025,163	N/A	N/A	N/A
Increase/ (decrease) during the month	NIL	N/A	N/A	N/A
Balance at close of the month	4,260,025,163	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 issued during	issuer which may be
including SGM					the month pursuant	issued pursuant thereto
approval date	Movement during the month			thereto	as at close of the month	
(dd/mm/yyyy) and -					_	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option						
Scheme						
(14/05/2008)						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	47,135,000
(Note 1)(See	1,12				11111	
Remark (1))						
2.Share Option						
Scheme						
-						
(14/05/2008)						
Ordinary shares	NIL	NIL	NIL	1,500,000	NIL	53,150,000
(Note 1)(See						
Remark (2))						
3. N/A						
chorac						
shares						
(Note 1)			. 1	1 \	NT'1	
		To	otal A. (Ordi			
			*	,	N/A	
				Other class)	N/A	
Total funds raised dur		from exercise of				
options (State current	cy)		Nil			

Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto as at Currency of Nominal value at Exercised Nominal value thereto close of the Description of warrants nominal close of during the at close of the month (Date of expiry - dd/mm/yyyy) value preceding month month month 1. N/A (/ / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Total B. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A

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)		<u> </u>				
(dd/mm/yyyy))	<u> </u>					
Stock code (if listed) Class of shares issuable (<i>Note 1</i>)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3.	_ _ _					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy) 4.	(/ /)					
4.	_ _ _					
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	 ,	(Prefere	nary shares) Nilence shares) N/A Other class) N/A	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)

Full particulars including SGM approval date (dd/mm/yyyy), If applicable, and class of shares issuable:	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.		
ordinary shares (Note 1)	Nil	Nil
2.		
ordinary shares (Note 1)	Nil	Nil
3		
ordinary shares (Note 1)	Nil	Nil
Total D. (Ordinary shares)	Nil	
(Preference shares) (Other class)	N/A N/A	

Other Movements in Issued Share Capital No. of new No. of new shares of shares of issuer issued issuer which during the may be month issued pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares _ issuable (Note 1) At price : State currency (/ /) Issue and allotment 1. Rights issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares _ issuable (Note 1) (/ / At price : State currency Issue and allotment 2. Open offer date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares _ issuable (Note 1) (/ /) At price : State currency Issue and allotment 3. Placing date: (dd/mm/yyyy) (/ / EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares _ issuable (Note 1) (/ / Issue and allotment 4. Bonus issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (Note 1) (/ /) At price : State currency -Issue and allotment 5. Scrip dividend date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil Ordinary Class of shares repurchased (Note 1) (/ /) 6. Repurchase of Cancellation date: shares (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) Nil Nil Class of shares redeemed (Note 1) (/ / 7. Redemption of Redemption date: shares (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil ordinary Class of shares issuable (Note 1) At price : State currency (/ /) Consideration Issue and allotment issue date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Nil Nil

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be month issued pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (Note 1) (/ / Capital Issue and allotment reorganisation date: (dd/mm/yyyy) (/ / EGM approval date: (dd/mm/yyyy) Nil Nil ordinary Class of shares (a) and (b) issuable (Note 1) to be determined 10. Consideration at the date ((a)30/09/2012) State At price: Issue and allotment (b) 30/09/2013 of issue shares currency date: (dd/mm/yyyy) (//)EGM approval date: (dd/mm/yyyy) 12,660,000 Nil (See Remark (3)) ordinary Class of shares To be determined issuable (Note 1) at the date At price : State 11. Profit (/ / of issue Issue and allotment shares currency date: (dd/mm/yyyy) (/ /) EGM approval date: 10,000,000 (dd/mm/yyyy) Nil (See Remark (3)) Total E. (Ordinary shares) NIL (Preference shares) $\overline{N/A}$ (Other class) $\overline{N/A}$ Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) Nil (2)N/A Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): N/A

Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):

(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)

N/A

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Remarks	1 T	anv	١.
Remarks (11	all y	٠.

- (1) On 21 January 2010, the Company granted 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 pursuant to a share option scheme adopted on 14 May 2008 (the "Share Option Scheme") at an exercise price of HK\$1.62 per share.
- (2) On 20 January 2011, the Company granted 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 pursuant to the Share Option Scheme at an exercise price of HK\$1.23 per share. Two employees (as grantee of the options) resigned in January 2012; therefore, a total of 1,500,000 options owned by them lapsed.
- (3) 18,990,000 Consideration Shares and 15,000,000 Profit Shares will be issued according to the Business Opportunity Compensation Agreement dated 6 August 2010 (the "Business Opportunity Compensation Agreement"). Details of which are stipulated in the Company's announcement dated 6 August 2010. On 30 September 2011, 6,330,000 Consideration Shares were issued with a price of HK\$1.10 per shares in according to the Business Opportunity Compensation Agreement. 12,660,000 Consideration Shares and 10,000,000 Profit Shares remain as may-be issued new shares.

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.*