

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/5/2012

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	POU SHENG INTERNATIONAL (HOLDINGS) LIMITED
Date Submitted	04/06/2012

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>3813</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value ( <i>HK\$</i> )	Authorised share capital (HK\$)
Balance at close of preceding month	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 : <u>N/A</u> Descrip	otion : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

# 2. Preference Shares

Stock code :	N/A	Description :	N/A		
			preference nares	Par value (State currency)	Authorised share capital (State currency)
Balance at close o	f preceding mo	onth			
Increase/(decrease	2)				
Balance at close o	f the month				

## 3. Other Classes of Shares

Stock code : <u>N/A</u> Descrip	ption : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

Total authorised share capital at the end of the month (HK\$): 300,000,000

## 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	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 option scheme including SGM approval date		Movement duri	ng 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
(dd/mm/yyyy) and -		Wovement dun	ing the month		-	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option						
Scheme						
(adopted on 14/05/2008 and amended on 07/03/2012) Ordinary shares (Note 1)(See Remark (1))	NIL	NIL	NIL	1,038,000	NIL	42,417,000
2.Share Option Scheme						
(adopted on14/05/2008and amendedon 07/03/2012)Ordinary shares(Note 1)(SeeRemark (2) )	NIL	NIL	NIL	NIL	NIL	47,400,000
3.Share Option Scheme						
(adopted on 14/05/2008 and amended on 07/03/2012)						
$\frac{\text{Ordinary shares}}{(Note 1) (See}$	NIL	NIL	NIL	NIL	NIL	5,400,000
Remark (3))		Тс	otal A. (Ordin	nary shares)	Nil	
		10		-	N/A	
				Other class)		
Total funds raised dur options (State currenc		from exercise o				

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
<u>1. N/A</u>					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
2.					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy) <u>3</u> .	( / / )				
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
( / / ) Stock code (if listed) Class of shares					
issuable ( <i>Note 1</i> ) Subscription price					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )				
	Total	(Prefere	nary shares) <u>Nil</u> ence shares) <u>N/A</u> Other class) <u>N/A</u>		

Convertibles (i.e. Convertible in	nto Sharas of the l	sur which are to		For Main Board and GEM listed issuers			
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 (Note 1) Subscription price EGM approval date (if applicable)		·					
(dd/mm/yyyy))	( / / )						
2.							
Stock code (if listed)							
Class of shares							
issuable ( <i>Note 1</i> )							
EGM approval date							
(if applicable)							
(dd/mm/yyyy)3.	( / / )						
5.							
Stock code (if listed)							
issuable (Note 1)							
Subscription price							
EGM approval date (if applicable)							
	( / / )						
4.							
Stock code (if listed)							
Class of shares							
issuable (Note 1)							
Subscription price							
(if applicable)							
(dd/mm/yyyy)	( / / )			,			
				nary shares) <u>Nil</u> 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)

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	Nil	Nil
2	Nil	Nil
3.	Nil	Nil
Ordinary shares (Note 1)         Total D. (Ordinary shares)         (Preference shares)         (Other class)	Nil N/A N/A	

#### Other Movements in Issued Share Capital

Type 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)				
1. Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy)       (	( / /	)		
EGM approval date: ( (dd/mm/yyyy)	( / /	)		
			Nil	Nil
Class of shares - issuable ( <i>Note 1</i> )				
	( / /	)		
	( / /	)		
			Nil	<u>Nil</u>
Class of shares - issuable ( <i>Note 1</i> )				
3. Placing At price : State Issue and allotment (date : (dd/mm/yyyy)	( / /	)		
EGM approval date: ( (dd/mm/yyyy)	( / /	)		
			Nil	Nil
Class of shares - issuable (Note 1)				
	( / /	)		
	( / /	)		
			Nil	Nil

Ty	ype of Issue			For Main Bo	bard and GEM li No. of new shares of issuer issued during the month pursuant thereto	sted issuers No. of new shares of issuer which may be issued pursuant thereto as at close of the month
			Class of shares issuable ( <i>Note 1</i> )			
5.	Scrip dividend	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
					Nil	<u>Nil</u>
			Class of shares repurchased (Note 1)	<u>Ordinary</u>		
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / / )		
			AGM approval date: (dd/mm/yyyy)	( / / )	<b>X</b> 7'1	<b>N</b> 7'1
					<u>Nil</u>	Nil
			Class of shares redeemed ( <i>Note 1</i> )			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / / )		
			EGM approval date: (dd/mm/yyyy)	( / / )		
					<u>Nil</u>	<u>Nil</u>
			Class of shares issuable ( <i>Note 1</i> )	<u>ordinary</u>		
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(//)		
			EGM approval date: (dd/mm/yyyy)	( / / )		
					Nil	Nil

			For I	<u>Main Bo</u>	ard and GEM li 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 a close of the
Type of Issue						month
			Class of shares —— issuable ( <i>Note 1</i> )			
<ul> <li>Capital reorganisation</li> </ul>			Issue and allotment ( / date : (dd/mm/yyyy)	/ )		
			EGM approval date: ( / (dd/mm/yyyy)	/ )		
					Nil	Nil
10. Consideration shares	At price : State currency	(a) and (b) to be determined at the date of issue	issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) ((a)30/ (b) 30/	<u>inary</u> 09/2012 ) /09/2013		
			EGM approval date: (dd/mm/yyyy)	′/)		
			(dd/mm/yyyy)		Nil	<u>12,660,00</u>
11. Profit shares	At price : State currency	To be determined at the date of issue	issuable (Note 1)	inary / )	(	See Remark (4
			EGM approval date: ( / (dd/mm/yyyy)	/ )	Nil	10,000,00
					(	See Remark (4)
		To be determined at the date	Class of shares <u>ord</u> issuable ( <i>Note 1</i> )	<u>inary</u>		
12. Compensation shares	At price : State currency	of issue	Issue and allotment ( / date : (dd/mm/yyyy)	/ )		
			EGM approval date: ( / (dd/mm/yyyy)	/ )	Nil	46,000,00
				1	(	See Remark (5)
			Total E. (Ordinar) (Preference			-

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):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued 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. Three employees (as grantee of the options) resigned in May 2012; therefore, a total of 1,038,000 options owned by them lapsed.
- (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.
- (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 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.
- (5) 46,000,000 Compensation Shares 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.*