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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)**

**APPOINTMENT OF EXECUTIVE DIRECTOR AND  
CHIEF EXECUTIVE OFFICER  
AND  
CESSATION OF ACTING CHIEF EXECUTIVE OFFICER**

The Board announces that with effect from 31 August 2012:

- (i) Mr. Kwan, Heh-Der has been appointed as an executive director and the chief executive officer of the Company; and
- (ii) Mr. Wu, Pan-Tsu will cease to be the acting chief executive officer of the Company but will remain as an executive director of the Company.

**APPOINTMENT OF EXECUTIVE DIRECTOR AND THE CHIEF EXECUTIVE OFFICER**

The board of directors (the “Board”) of Pou Sheng International (Holdings) Limited (the “Company”) is pleased to announce that Mr. Kwan, Heh-Der (“Mr. Kwan”), has been appointed as an executive director and the chief executive officer of the Company with effect from 31 August 2012.

Mr. Kwan, aged 57, 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 (“Lucent China”). During the time when Mr. Kwan was the chief operating officer of Lucent China, a complaint was filed by the U.S. Securities and Exchange Commission (the “SEC”) in

the United States against Lucent Technologies Inc. (“Lucent”) in relation to suspected corrupt practices in Lucent’s China operation. The Board has enquired with Mr. Kwan in respect of the SEC complaint and Mr. Kwan has confirmed that the complaint was not initiated against him as an officer of Lucent and/or Lucent China. 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. Save as disclosed herein, Mr. Kwan did not hold any directorship in any other listed public company in the past three years.

As at the date of this announcement, Mr. Kwan:

- (1) does not have any relationship with any other director, senior management or substantial or controlling shareholder of the Company;
- (2) is not interested or deemed to be interested in any shares or underlying shares within the meaning of Part XV of the Securities and Futures Ordinance; and
- (3) save as disclosed above, does not hold any other position with the Company or any of its subsidiaries.

Mr. Kwan will hold office until the next following annual general meeting and thereafter will be subject to retirement by rotation and re-election at the Company’s annual general meeting in accordance with the bye-laws of the Company. A service agreement was entered into between the Company and Mr. Kwan on 31 August 2012 for a term of three years. Under the service agreement, Mr. Kwan is entitled to a salary in the annual amount of New Taiwan Dollars 7,200,000 (equivalent to approximately United States Dollars 240,000) and living and accommodation allowances in the aggregate annual amount of Renminbi 720,000 (equivalent to approximately United States Dollars 113,000), which was determined by the Board with reference to his responsibilities and prevailing market practices, subject to annual review by the board and the recommendation of the remuneration committee of the Company; 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 on which a majority in number of the members of the Board.

Save as disclosed in this announcement, there is no information required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to this appointment.

The Board would like to extend a warm welcome to Mr. Kwan.

## **CESSATION OF ACTING CHIEF EXECUTIVE OFFICER**

Following the appointment of Mr. Kwan as executive director and chief executive officer of the Company becoming effective on 31 August 2012, Mr. Wu, Pan-Tsu (“Mr. Wu”) will cease to be the acting chief executive officer but will remain as an executive director of the Company.

Mr. Wu, aged 59, was appointed as an executive director and the acting chief executive officer of the Company with effect from 9 April 2012. 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 Pou Chen Corporation (“Pou Chen”) to be its Vice President in charge of the Pou Chen 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. Save as disclosed herein, he did not hold any directorship in any other listed public company in the past three years.

As at the date of this announcement, Mr. Wu:

- (1) is an employee of Pou Chen, a substantial shareholder of Yue Yuen Industrial (Holdings) Limited (Stock Code: 551) of which the Company is a subsidiary, but does not have any relationship with any other director, senior management or substantial or controlling shareholder of the Company;
- (2) is not interested or deemed to be interested in any shares or underlying shares within the meaning of Part XV of the Securities and Futures Ordinance; and
- (3) is a director of various subsidiaries and a joint venture company of the Company.

A service agreement was entered into between the Company and Mr. Wu on 9 April 2012 for a term of three years. Under the service agreement, Mr. Wu is entitled to a salary in the annual amount of United States Dollars 40,606, which was determined by the Board with reference to his responsibilities and prevailing market practices, subject to annual review by the board and the recommendation of the remuneration committee of the Company; 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 on which a majority in number of the members of the Board.

Save as disclosed in this announcement, there is no information required to be disclosed pursuant to any of the requirements of 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 of the Company.

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

Hong Kong, 31 August 2012

*For purpose of this announcement only, New Taiwan dollars and Renminbi are translated into United States dollars at translation rates of one New Taiwan dollar and one Renminbi to 0.0334 and 0.1575 United States dollars respectively.*

*As at the date of this announcement, 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 Ms. Kuo, Li-Lien are Non-executive Directors; and Mr. Chen Huan-Chung, Mr. Hu Sheng-Yih, and Mr. Chang Li Hsien, Leslie are the Independent Non-Executive Directors.*

*Website: [www.pousheng.com](http://www.pousheng.com)*