

IMPORTANT
重要提示

THIS PROVISIONAL ALLOTMENT LETTER (THE "PAL") IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS PAL AND THE ACCOMPANYING FORM OF APPLICATION FOR THE EXCESS RIGHTS SHARES (THE "EAF") EXPIRES AT 4:00 P.M. ON WEDNESDAY, 31 OCTOBER 2012 (OR SUCH LATER DATE AS MENTIONED IN THE PARAGRAPH HEADED "EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR RIGHTS SHARES OVERLEAF").

本暫定配額通知書(「暫定配額通知書」)具有價值及可轉讓，並請即處理。本暫定配額通知書及隨附之額外供股股份申請表格(「額外申請表格」)所載之要約於二零一二年十月三十一日(星期三)下午四時正(或青災「惡劣天氣對接納供股股份及繳付股款之最後時限之影響」一節所述之有關最後日期)結束。

IF YOU ARE IN ANY DOUBT ABOUT ANY OF THE CONTENTS OF THIS PAL, YOU SHOULD OBTAIN INDEPENDENT PROFESSIONAL ADVICE.
閣下如對本暫定配額通知書之任何內容有任何疑問，應諮詢獨立專業意見。

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited, Hong Kong Securities Clearing Company Limited and the Securities and Futures Commission take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.

香港交易及結算所有限公司、香港聯合交易所有限公司、香港中央結算有限公司以及證券及期貨事務監察委員會對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不對因本文件全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Capitalised terms used herein shall have the same meanings as those defined in the prospectus issued by Pou Sheng International (Holdings) Limited dated 16 October 2012 (the "Prospectus") unless the context otherwise requires.
除文義另有指外，本暫定配額通知書所用詞彙與寶勝國際(控股)有限公司所刊發日期為二零一二年十月十六日之供股章程(「供股章程」)所界定者具相同涵義。

Dealing in the Shares, the Rights Shares in their nil-paid and fully-paid form may be settled through CCASS and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of the settlement arrangements and how such arrangements may affect your rights and interests.

股份、未繳股款及繳足股款之供股股份之買賣可透過中央結算系統進行交易，閣下應諮詢閣下之股票經紀或其他持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問有關該等交易安排之詳情，以及有關安排對閣下之權利及權益可能構成之影響。

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

待未繳股款及繳足股款之供股股份獲准於聯交所上市及買賣後，未繳股款及繳足股款之供股股份將獲香港結算接納為合資格證券，可由未繳股款及繳足股款之供股股份開始在聯交所買賣之日或香港結算決定之該等其他日期起，於中央結算系統內寄存、結算及交收。聯交所參與者間之交易須於任何交易後第二個交易日在中央結算系統內進行交收。中央結算系統之所有活動均須依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。

A copy of this PAL, together with a copy of the Prospectus, the EAF and the written consent of Deloitte Touche Tomhatsu, has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies Ordinance. A copy of this PAL, together with a copy of the Prospectus and the EAF, has been, or will be, filed as soon as reasonably practicable with the Registrar of Companies in Bermuda in accordance with the requirements of the Companies Act. The Registrar of Companies in Hong Kong, the Registrar of Companies in Bermuda and the Bermuda Monetary Authority take no responsibility as to the contents of any of these documents.

本暫定配額通知書連同供股章程、額外申請表格以及德勤·關黃陳方會計師行之同意書之副本，已依據公司條例第342C條規定送呈香港公司註冊處處長登記。本暫定配額通知書連同供股章程以及額外申請表格之副本，已或將依據公司法規於合理情況下送交送呈百慕達公司註冊處處長登記。香港公司註冊處處長及百慕達金融管理局對任何此等文件之內容概不負責。

If you wish to exercise your right to subscribe for all the Rights Shares specified in this PAL, you should lodge this PAL in accordance with the instructions printed herein, together with a remittance for the full amount payable on acceptance, with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not later than 4:00 p.m. on Wednesday, 31 October 2012. All remittances must be made by cheque or cashier's order in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Pou Sheng Intl - PAL Account" and crossed "ACCOUNT PAYEE ONLY".

閣下如欲行使閣下之權利認購本暫定配額通知書指定之全部供股股份，必須最遲於二零一二年十月三十一日(星期三)下午四時正前，按照本通知書印備之指示將本暫定配額通知書連同接納時須繳付之全數股款，送呈股份登記處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716號舖。所有股款必須以港元之支票或銀行本票支付。支票及銀行本票均須由香港持牌銀行戶口開出或由香港持牌銀行發出，並註明抬頭人為「Pou Sheng Intl - PAL Account」及以「只准入抬頭人賬戶」方式劃線開出。



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED
寶勝國際(控股)有限公司
(Incorporated in Bermuda with limited liability)
(Stock Code: 3813)
(於百慕達註冊成立之有限公司)
(股份代號: 3813)

Branch share registrar in Hong Kong:
Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor
Hopewell Centre
183 Queen's Road East
Wanchai, Hong Kong

香港股份過戶登記分處:
香港中央證券登記有限公司
香港
灣仔
皇后大道東183號
合和中心17樓
1712-1716號舖

Principal place of business in Hong Kong:
香港主要營業地點:
Suites 3106-9, 31st Floor
Tower 6, The Gateway
9 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong
香港九龍
尖沙咀
廣東道9號
港威大廈第6座
31樓3106-9室

Registered office:
註冊辦事處:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Tuesday, 16 October 2012
二零一二年十月十六日(星期二)

RIGHTS ISSUE OF 1,066,588,790 RIGHTS SHARES AT HK\$0.4910 PER RIGHTS SHARE
ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY FOUR EXISTING SHARES
HELD BY THE QUALIFYING SHAREHOLDERS ON THE RECORD DATE
按於記錄日期合資格股東每持有四股現有股份獲配一股供股股份之基準
以每股供股股份0.4910港元之價格以供股方式發行1,066,588,790股供股股份
PAYABLE IN FULL ON ACCEPTANCE BY NOT LATER THAN 4:00 P.M. ON WEDNESDAY, 31 OCTOBER 2012
股款須於接納時(不遲於二零一二年十月三十一日(星期三)下午四時正)繳足

PROVISIONAL ALLOTMENT LETTER
暫定配額通知書

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

Blank box for the name and address of the Qualifying Shareholder(s).

Number of Shares registered in your name(s) on Monday, 15 October 2012:
於二零一二年十月十五日(星期一)登記於閣下名下之股份數目:

Box A 甲欄

Number of Rights Shares provisionally allotted to you subject to payment in full on acceptance by not later than 4:00 p.m. on Wednesday, 31 October 2012:
暫定配發予閣下之供股股份數目，股款須於接納時(不遲於二零一二年十月三十一日(星期三)下午四時正)繳足:

Box B 乙欄

Total subscription money payable:
應繳認購股款總額:

Box C 丙欄
HK\$
港元

Contact telephone no. 聯絡電話號碼: _____

Dealing in the Rights Shares in the nil-paid form will take place from Thursday, 18 October 2012 to Friday, 26 October 2012 (both dates inclusive).

The Underwriter may terminate the arrangements set out in the Underwriting Agreement by notice in writing issued to the Company at any time prior to 5:00 p.m. on the Settlement Date if there occurs:-

- (1) an introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof); or
- (2) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or currency (including any disruption to trading generally or trading in any securities of the Company on any stock exchange, or a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing); or
- (3) any act of God, fire, flood, explosion, epidemic, war, act of terrorism, riot, public disorder, civil commotion, strike or lock-out; or
- (4) any suspension or a material limitation in trading in securities generally on the Stock Exchange, or a general moratorium on commercial banking activities in Hong Kong declared by the relevant authorities or a material disruption in commercial banking or securities settlement or clearance services in Hong Kong;

and in the absolute opinion of the Underwriter, such change could have a material and adverse effect on the business, financial or trading position or prospects of the Group as a whole or the success of the Rights Issue or make it inadvisable or inexpedient to proceed with the Rights Issue.

If, at or prior to 5:00 p.m. on the Settlement Date:
(1) the Company commits any material breach of or omits to observe any of the obligations, undertakings, representations or warranties expressed to be assumed by it under the Underwriting Agreement; or
(2) the Underwriter shall receive notification pursuant to the Underwriting Agreement of, or shall otherwise become aware of, the fact that any of the representations or warranties contained in the Underwriting Agreement was, when given, untrue, inaccurate or misleading, or would be untrue, inaccurate or misleading if repeated as provided in the Underwriting Agreement;

the Underwriter shall be entitled (but not bound) by notice in writing issued by the Underwriter to the Company to elect to treat such matter or event as releasing and discharging the Underwriter from its obligations under the Underwriting Agreement.

Upon the giving of such notice, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine and none of the parties thereto shall have any claim against the other parties in respect of any matter or thing arising out of or in connection with the Underwriting Agreement (save in respect of any antecedent breaches and claims). If the Underwriter exercises such right, the Rights Issue will not proceed.

未繳股款之供股股份將於二零一二年十月十六日(星期二)至二零一二年十月二十六日(星期五)止期間(首尾兩日包括在內)買賣。

倘發生以下情況，包銷商可於結算日(即下星期五)前任何時間，向本公司發出書面通知，終止包銷協議所載本安排。

- (1) 頒佈任何新法例或規則，或現有法例或規則(或相關司法詮釋)有任何變動；或
- (2) 出現任何本地、國家或國際政治、軍事、金融、經濟或貨幣(包括任何證券交易所之整體買賣或本公司任何證券之買賣受到任何干擾，或香港貨幣與美元整合票面之貨幣掛鈎之貨幣體系變動)事件或變動(不論是否屬包銷協議日期之前及/或之後出現或持續之連串事件或變動)或其他性質(不論與前述任何項與否)之事件或變動，或爆發戰爭、罷工及國際間對衝、暴動或技術衝突或升級；或
- (3) 任何天然災、火災、水災、爆炸、疫症、戰爭、恐怖活動、暴動、治安不穩、群眾騷亂、罷工或停工；或
- (4) 聯交所暫停買賣證券或實施嚴厲限制，或香港有關當局宣佈全面禁止商業銀行活動，或香港商業銀行業務、證券交收或結算服務嚴重中斷；而包銷商全權認為，上述變動會對本集團業務、財務或經營狀況或前景或對成功進行供股造成重大不利影響，或致使進行供股屬不宜或不恰當。

倘於結算日(即下星期五)或之前發生以下情況，包銷商須證明其須承擔之任何責任、承諾、陳述或保證，或

- (1) 本公司嚴重違反或並無遵守包銷協議所訂明其須承擔之任何責任、承諾、陳述或保證；或
- (2) 包銷商根據包銷協議接獲通知或獲悉包銷協議所載之任何陳述或保證在作出時乃失實、不準確或有誤導成份，或如再次提供包銷協議仍屬失實、不準確或有誤導成份；

則包銷商有權(惟非必須)向本公司發出書面通知，選擇將該事宜或事件作為解除及撤銷包銷商於包銷協議項下之責任。

發出終止通知後，包銷商對包銷協議項下之所有責任將告終結及終止，訂約各方將不得就包銷協議所產生或相關之任何事項或事宜向對方提出任何索償(與任何先前違約及索償有關者除外)。倘包銷商行使有關權利，供股將不會進行。

Any persons contemplating buying or selling Shares from now up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealings in the Rights Shares in their nil-paid form between Thursday, 18 October 2012 and Friday, 26 October 2012 (both dates inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed.

任何有意於即日起至供股條件全部達成或截止日期前購買或出售股份之人士，以及任何於二零一二年十月十八日(星期四)至二零一二年十月二十六日(星期五)止期間(首尾兩日包括在內)買賣未繳股款之供股股份之人士，均須承擔供股或未能成為無條件或不一定進行之風險。

Any shareholders or other persons contemplating dealing in the Shares or the nil-paid Rights Shares are recommended to consult their own professional advisers.
建議任何有意買賣股份或未繳股款之供股股份之股東或其他人士諮詢彼等本身專業顧問之意見。

IN THE EVENT OF TRANSFER OF RIGHT(S) TO SUBSCRIBE FOR THE RIGHTS SHARE(S), AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THE ENTITLEMENT(S) TO THE RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT.
 在轉讓供股股份的認購權時，每項買賣均須繳納從價印花稅。以出售以外方式餽贈或轉讓實益權益亦須繳納從價印花稅。在辦理本文件所載供股股份權益登記之前，須出示已繳納從價印花稅之證明。

Form B
表格乙

FORM OF TRANSFER AND NOMINATION
轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of his/her/its/their right(s) to subscribe for the Rights Shares comprised herein)
 (僅供擬將其/彼等於本表格所列可認購供股股份之權利全數轉讓之合資格股東填寫及簽署)

To: The Directors
Pou Sheng International (Holdings) Limited
 致：寶勝國際(控股)有限公司
 列位董事台照

Dear Sirs and Madams,

I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this PAL to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：

本人/吾等茲將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接受此權利並簽署以下登記申請表格(表格丙)之人士。

1. _____ 2. _____ 3. _____ 4. _____
 Signature(s) of Shareholder(s) (all joint Shareholders must sign) 股東簽署(所有聯名股東均須簽署)

Date日期：_____ 2012

Note: Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the Rights Shares.
 附註：轉讓閣下認購供股股份之權利須繳付香港印花稅。

Form C
表格丙

REGISTRATION APPLICATION FORM
登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares have been transferred)
 (僅供承讓認購供股股份權利之人士填寫及簽署)

To: The Directors
Pou Sheng International (Holdings) Limited
 致：寶勝國際(控股)有限公司
 列位董事台照

Dear Sirs and Madams,

I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms embodied in this PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company.

敬啟者：

本人/吾等謹請閣下將表格甲內乙欄所列供股股份數目以本人/吾等名義登記。本人/吾等同意按照本暫定配額通知書及供股章程所載之條款，並在貴公司之組織章程大綱及公司細則之規限下接納該等供股股份。

Existing Shareholder(s)
 Please mark "X" in this box
 現有股東請於欄內填上「X」號

To be completed in block letters in ENGLISH. Joint applicants should give one address only. 請用英文正楷填寫。聯名申請人只須填報一個地址。 For Chinese applicant(s), please provide your name(s) in both English and Chinese. 華裔申請人請填寫中英文姓名。			
Name in English 英文姓名	Family name/Company name 姓氏/公司名稱 Other names 名字	Name in Chinese 中文姓名	
Name continuation and/or names of joint applicant(s) (if any) 續姓名及/或聯名申請人姓名(如有)			
Address in English 英文地址			
Occupation 職業	Telephone no. 電話號碼		
Dividend instructions 派息指示		Bank account no. 銀行戶口號碼	
Name and address of bank 銀行名稱及地址	Account type 賬戶類別	For office use only 公司專用	

1. _____ 2. _____ 3. _____ 4. _____
 Signature(s) of applicant(s) (all joint applicant(s) must sign) 申請人簽署(所有聯名申請人均須簽署)

Date日期：_____ 2012

Note: Hong Kong stamp duty is payable in connection with the acceptance of the rights to subscribe for the Rights Shares.
 附註：接納認購供股股份之權利須繳付香港印花稅。



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

寶勝國際(控股)有限公司

(Incorporated in Bermuda with limited liability)
(Stock Code: 3813)

Dear Qualifying Shareholder(s),

INTRODUCTION

In accordance with the terms set out in the Prospectus accompanying this PAL, the Directors have provisionally allotted to you, the Rights Shares in nil-paid form on the basis of one Rights Share for every four existing Shares held and registered in your name(s) on Monday, 15 October 2012. Your holding of Shares as at 15 October 2012 is set out in Box A and the number of Rights Shares provisionally allotted to you is set out in Box B. Terms defined in the Prospectus have the same meanings herein unless the context requires otherwise.

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the then existing Shares in issue on the date of allotment of the Rights Shares. Holders of such Rights Shares will be entitled to receive all dividends and distributions which are declared made or paid after the date of allotment and issue of the Rights Shares in their fully paid form.

The Rights Issue Documents have not been and will not be registered or filed under the applicable securities legislation of any jurisdictions other than Hong Kong and Bermuda.

No person receiving a copy of the Prospectus or the PAL or the EAF in any jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares.

It is the responsibility of any person (including but not limited to agent, custodian, nominee and trustee) outside Hong Kong wishing to make an application for the Rights Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction, including the obtaining of any governmental or other consents and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance of the offer of the Rights Shares by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been fully complied with. Shareholders should consult their professional advisers if in doubt.

In addition, each subscriber of Rights Shares will be deemed to have given each of the following representations and warranties to the Company and to any person acting on their behalf:

- He/she/it was a Qualifying Shareholder on the Record Date, or he/she/it lawfully acquired or may lawfully acquire the rights, directly or indirectly, from such a person;
- He/she/it may lawfully be offered, take up, obtain, subscribe for and receive the rights and/or the Rights Shares in the jurisdiction in which he/she/it resides or is currently located.

PROCEDURE FOR APPLICATION AND PAYMENT

To take up your provisional entitlement in full you must lodge the whole of this PAL intact with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a remittance for the full amount payable on acceptance, as set out in Box C, so as to be received by the Registrar not later than 4:00 p.m. on Wednesday, 31 October 2012 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of bad weather on the latest time for acceptance of and payment for Rights Shares" below). All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Pou Sheng Intl – PAL Account" and crossed "Account Payee Only". Such payment will constitute acceptance of the terms of this PAL and the Prospectus and subject to the memorandum of association and the bye-laws of the Company. No receipt will be issued for sums received on application. Share certificate(s) for any Rights Shares in respect of which the application is accepted will be sent to the Qualifying Shareholders, and in the case of joint Qualifying Shareholders, to the first-named Qualifying Shareholders, by ordinary post at their own risk at the address stated overleaf on or around Thursday, 8 November 2012.

It should be noted that unless this PAL, together with the appropriate remittance for the amount shown in Box C, has been lodged as described above by not later than 4:00 p.m. on Wednesday, 31 October 2012 (or, under bad weather conditions, such later date as mentioned in the paragraph headed "Effect of bad weather on the latest time for acceptance of and payment for Rights Shares" below), this PAL and all rights hereunder will be deemed to have been declined and the relevant Rights Shares will be cancelled. The Company may (at its sole discretion but without obligation) treat a PAL (lodged as mentioned above) as valid and binding on the person(s) by whom or on whose behalf it is lodged even if not completed in accordance with the relevant instructions. The Company may require such incomplete PAL to be completed by the relevant applicants on or before the latest time of acceptance.

APPLICATION FOR THE EXCESS RIGHTS SHARES

Qualifying Shareholders are entitled to apply, by way of excess application, for any unsold entitlements of the Excluded Shareholders (if any), any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders, and aggregated fractional entitlements.

Application for the excess Rights Shares should be made by completing and signing the EAF for the excess Rights Shares and lodging the same with a separate remittance for the full amount payable in respect of the excess Rights Shares being applied for in accordance with the instructions printed thereon, with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by not later than 4:00 p.m. on Wednesday, 31 October 2012. All remittances must be made in Hong Kong dollars and cheques must be drawn on a bank account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Pou Sheng Intl – EAF Account" and crossed "Account Payee Only". The Registrar will notify the Qualifying Shareholders of any allotment of the excess Rights Shares made to them.

TRANSFER

If you wish to transfer all of your rights to subscribe for the Rights Shares provisionally allotted to you hereunder, you must complete and sign the form of transfer and nomination (Form B) and hand this PAL to the person(s) to or through whom you are transferring your rights. The transferee(s) must then complete and sign the registration application form (Form C) and lodge this PAL intact together with a remittance for the full amount payable on acceptance as set out in Box C with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong so as to be received by not later than 4:00 p.m. on Wednesday, 31 October 2012. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of your rights to subscribe for the relevant Rights Shares and the acceptance by the transferee(s) of such rights. If you are an Overseas Shareholder, please refer to the paragraphs headed "Qualifying Shareholders" and "Excluded Shareholders" contained in the "Letter from the Board" of the Prospectus for details of the restrictions which may be applicable to you.

SPLITTING

If you wish to accept only part of your provisional allotment or to transfer part of your rights to subscribe for the Rights Shares provisionally allotted hereunder, or to transfer your rights to more than one person, the original PAL must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Monday, 22 October 2012 with the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, who will cancel the original PAL and issue new PALs in the denominations required, which will be available for collection at Computershare Hong Kong Investor Services Limited after 9:00 a.m. on the second Business Day after your surrender of the original PAL.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR RIGHTS SHARES

The latest time for acceptance of and payment for the Rights Shares will not take place if there is a tropical cyclone warning signal no. 8 or above, or a "black" rainstorm warning:

- in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on 31 October 2012. Instead the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or
- in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 31 October 2012. Instead the latest time of acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

If the latest time for acceptance of and payment for the Rights Shares does not take place on 31 October 2012, the dates mentioned in the section headed "Expected Timetable" of the Prospectus may be affected. The Company will notify the Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

TERMINATION OF THE UNDERWRITING AGREEMENT

The Underwriting Agreement in respect of the Rights Issue contains provisions entitling the Underwriter by notice in writing to the Company to terminate the obligations of the Underwriter thereunder on the occurrence of certain events including force majeure. These events are set out in the section headed "Termination of the Underwriting Agreement" on page 7 of the Prospectus. If prior to the latest time for termination, the Underwriter terminates the Underwriting Agreement or if any of the other conditions of the Rights Issue as set out in the paragraphs headed "Conditions of the Rights Issue" contained in the "Letter from the Board" of the Prospectus is not fulfilled, the Rights Issue will not proceed. **If the Underwriter terminates or rescinds the Underwriting Agreement, the Rights Issue will not proceed.**

WARNING OF THE RISK OF DEALING IN THE SHARES AND RIGHTS SHARES IN NIL-PAID FORM

The Rights Issue is subject to, among other things, the fulfilment or waiver of the conditions set out in the paragraph headed "Conditions of the Rights Issue" contained in the "Letter from the Board" of the Prospectus. In particular, it is subject to the Underwriting Agreement not being terminated in accordance with its terms. Accordingly, the Rights Issue may or may not proceed and the Shareholders and the public are reminded to exercise caution when dealing in the Shares.

Any dealing in the Shares from the date of the Prospectus up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealing in the Rights Shares in their nil-paid form will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating any dealings in the Shares or Rights Shares in their nil-paid form is recommended to consult their own professional advisers.

CHEQUES AND CASHIER'S ORDERS

All cheques or cashier's orders will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Any PAL in respect of which the cheque or cashier's order is dishonoured on first presentation is liable to be rejected, and in that event the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled.

CERTIFICATES FOR THE RIGHTS SHARES

It is expected that certificates for the fully-paid Rights Shares will be despatched by ordinary post to those entitled thereto to their registered addresses at their own risk on or around Thursday, 8 November 2012.

GENERAL

Lodgement of the PAL purporting to have been signed by the person(s) in whose favour it has been issued, shall be conclusive evidence of the title of the party or parties lodging it to deal with the same and to receive split provisional letters of allotment and/or certificates for the Rights Shares.

All documents, including cheques for the amounts due, will be sent by ordinary post at the risk of the persons entitled thereto to their registered addresses.

The terms and conditions relating to application for the Rights Shares as contained in the Prospectus shall apply. The PAL and any application for the Rights Shares pursuant to it shall be governed by, and construed in accordance with, the laws of Hong Kong.

Copies of the Prospectus giving details of the Rights Issue are available at the Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong during normal business hour until Wednesday, 31 October 2012.

By order of the Board of
Pou Sheng International (Holdings) Limited
Tsai David, Nai Fung
Chairman