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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)**

### **RESULTS OF RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR EVERY FOUR SHARES HELD ON THE RECORD DATE**

#### **RESULTS OF RIGHTS ISSUE**

The Board announces that as at 4:00 p.m. on Wednesday, 31 October 2012, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares, (a) 103 valid acceptances in respect of a total of 757,756,740 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 71.04% of the total number of the Rights Shares available under the Rights Issue; and (b) 77 valid applications for a total of 43,263,017 excess Rights Shares have been received, representing approximately 4.06% of the total number of the Rights Shares available under the Rights Issue. In aggregate, 180 valid acceptances and applications in respect of a total of 801,019,757 Rights Shares, representing approximately 75.10% of the total number of Rights Shares available under the Rights Issue, have been received. Accordingly, the Rights Issue was under-subscribed.

#### **UNDERWRITING AGREEMENT**

All the conditions set out in the Underwriting Agreement have been fulfilled and the Rights Issue has become unconditional. As a result of the under-subscription of the Rights Shares by the Qualifying Shareholders, the Underwriter had procured subscriber to subscribe for 265,569,033 Underwritten Rights Shares, being the number of Rights Shares not taken up by the Qualifying Shareholders in the Rights Issue.

**EXCESS RIGHTS SHARES**

Regarding the 77 valid applications for a total of 43,263,017 excess Rights Shares, the Board has resolved to allot the applied excess Rights Shares to the valid applicants in full.

**DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES**

It is expected that share certificates for all fully-paid Rights Shares in respect of the valid acceptances of Rights Shares on PALs and successful applications for excess Rights Shares will be sent by ordinary post to those entitled thereto on or around Thursday, 8 November 2012 at their own risk. One share certificate will be issued for all the Rights Shares allotted to an applicant.

**COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES**

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 9 November 2012.

Reference is made to the prospectus of the Company dated 16 October 2012 relating to the Rights Issue (the "Prospectus"). Capitalised terms used in this announcement shall have the same meaning as those defined in the Prospectus unless defined otherwise.

**RESULTS OF THE RIGHTS ISSUE**

The Board announces that as at 4:00 p.m. on Wednesday, 31 October 2012, being the latest time for acceptance of and payment for the Rights Shares and for application and payment for excess Rights Shares, (a) 103 valid acceptances in respect of a total of 757,756,740 Rights Shares provisionally allotted under the Rights Issue have been received, representing approximately 71.04% of the total number of the Rights Shares available under the Rights Issue; and (b) 77 valid applications for a total of 43,263,017 excess Rights Shares have been received, representing approximately 4.06% of the total number of the Rights Shares available under the Rights Issue. In aggregate, 180 valid acceptances and applications in respect of a total of 801,019,757 Rights Shares, representing approximately 75.10% of the total number of Rights Shares available under the Rights Issue, have been received. Based on the above results, the Rights Issue was under-subscribed by 265,569,033 Rights Shares, representing approximately 24.90% of the total number of 1,066,588,790 Rights Shares available for subscription under the Rights Issue.

**UNDERWRITING AGREEMENT**

All the conditions set out in the Underwriting Agreement have been fulfilled and the Rights Issue has become unconditional. As a result of the under-subscription of the Rights Shares by the Qualifying Shareholders, the Underwriter had procured subscriber to subscribe for 265,569,033 Underwritten Rights Shares, being the number of Rights Shares not taken up by the Qualifying Shareholders in the Rights Issue.

## EXCESS RIGHTS SHARES

Given the under-subscription of the Rights Shares by the Qualifying Shareholders, the Directors consider that it is fair and reasonable to accept all valid excess applications for a total of 43,263,017 Rights Shares and to issue and allot such number of Rights Shares to the relevant applicants in full. Shareholders applying for excess Rights Shares under the EAFs in respect of a total of 43,263,017 Rights Shares have been allotted in full with the excess Rights Shares that they have applied for.

## DESPATCH OF SHARE CERTIFICATES FOR THE RIGHTS SHARES

It is expected that share certificates for all fully-paid Rights Shares in respect of the valid acceptances of Rights Shares on PALs and successful applications for excess Rights Shares will be sent by ordinary post to those entitled thereto on or around Thursday, 8 November 2012 at their own risk. One share certificate will be issued for all the Rights Shares allotted to an applicant.

## COMMENCEMENT OF DEALINGS IN FULLY-PAID RIGHTS SHARES

Dealings in fully-paid Rights Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 9 November 2012.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Based on the information available to the Company as at the date of this announcement, the following is a summary of the shareholding structure of the Company immediately before and after the completion of the Rights Issue:

Shareholders	Immediately before completion of the Rights Issue		Immediately after completion of the Rights Issue	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Underwriter/Major Focus <i>(Note 1)</i>	2,424,283,622	56.82	3,295,923,560	61.80
Tsai David, Nai Fung <i>(Note 2)</i>	4,833,000	0.11	6,041,250	0.11
Tsai Patty, Pei Chun <i>(Note 3)</i>	4,460,000	0.10	5,575,000	0.10
sub-total	2,433,576,622	57.03	3,307,539,810	62.01
Public	1,832,778,541	42.97	2,025,404,143	37.99
Total	<u>4,266,355,163</u>	<u>100</u>	<u>5,332,943,953</u>	<u>100</u>

*Notes:*

1. The Shares are held by Major Focus, a wholly-owned subsidiary of Yue Yuen, the Underwriter. Both Yue Yuen and Major Focus are controlling shareholders of the Company. Mr. Tsai David, Nai Fung, Ms. Tsai Patty, Pei Chun and Ms. Kuo, Li-Lien who are Directors of the Company are also directors of Yue Yuen.
2. Mr. Tsai David, Nai Fung is the Chairman and a Non-executive Director of the Company.
3. Ms. Tsai Patty, Pei Chun is a Non-executive Director of the Company.

## **SHARE OPTION SCHEME**

The Board has determined, with the advice from the independent financial advisor, that no adjustment is required to be made to the exercise price or number of Shares to be issued under outstanding share options granted under the Share Option Scheme, as a result of the Rights Issue.

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

Hong Kong, 5 November 2012

*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)*