

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): <u>30/11/2012</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	POU SHENG INTERNATIONAL (HOLDINGS) LIMITED
Date Submitted	04/12/2012

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>3813</u> Descrip	tion : 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	tion : <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	4,266,355,163	N/A	N/A	N/A
Increase/ (decrease) during the month	1,066,588,790	N/A	N/A	N/A
Balance at close of the month	5,332,943,953	N/A	N/A	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including SGM					No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and -					-	
class of shares	C 1	F · 1	G 11 1	T 1		
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option						
Scheme						
(adopted on 14/05/2008						
and amended						
on 07/03/2012)						
Ordinary shares	NIL	NIL	NIL	143,000	NIL	36,545,000
(Note 1)(See			·		i	
Remark(1))						
2.Share Option						
Scheme						
Schenne						
(adopted on						
14/05/2008						
and amended						
on 07/03/2012)						
Ordinary shares	NIL	NIL	NIL	NIL	NIL	36,825,000
(Note 1)(See						
Remark (2))						
3.Share Option						
Scheme						
(adopted on						
14/05/2008						
and amended						
on 07/03/2012) Ordinary shares	NIL	NIL	NIL	NIL	NIL	3,000,000
Ordinary shares (Note 1) (See	INIL	INIL	INIL	INIL	NIL	5,000,000
(Note 1) (See Remark (3))						
× / /		To	otal A. (Ordi	nary shares)	Nil	
				•	N/A	
				Other class)		
Total funds raised dur		from exercise o				
options (State currenc	cy)		Nil			

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 i	For Main Board and GEM listed issuers nto Shares of the Issuer which are to be Listed)			d 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	

	ype of Issue	n Issued Share Capital		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.	Rights issue	At price : State currency <u>HK\$0.491</u>	Class of shares <u>Ordinary</u> issuable (<i>Note 1</i>) Issue and allotment (08/11/2012) date : (dd/mm/yyyy) EGM approval date: (//) (dd/mm/yyyy)	<u>1,066,588,79(</u> (See Remark (4))	<u> </u>
2.	Open offer	At price : State	Class of shares issuable (<i>Note 1</i>) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	Nil	<u>Nil</u>
3.	Placing	At price : State	Class of shares issuable (<i>Note 1</i>) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	Nil	Nil
4.	Bonus issue		Class of shares issuable (<i>Note 1</i>) Issue and allotment (/ /) date : (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	Nil	Nil

T	ype of Issue			For Mair	<u>1 Bo</u>	ard 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
5.	Scrip dividend	At price : State currency	date : (dd/mm/yyyy)	(/ /			
						Nil	Nil
			Class of shares repurchased (<i>Note 1</i>)	Ordinary			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			AGM approval date: (dd/mm/yyyy)	(/ /)	Nil	Nil
			Class of shares redeemed (<i>Note 1</i>)		_		
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	Nil	<u>Nil</u>
			Class of shares issuable (<i>Note 1</i>)	ordinary	<u>7</u>		
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(//)			
			EGM approval date: (dd/mm/yyyy)	(/ /)		Nil	Nil

Type of Issue				For Main Boa	rd 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 at close of the month
9. Capital reorganisation			date : (dd/mm/yyyy)	(/ /) (/ /)		
10. Consideration shares	At price : State currency	To be determined at the date of issue	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>ordinary</u> (30/09/2013) (/ /)	<u>Nil</u>	<u>Nil</u> 6,330,000
11. Profit shares	At price : State currency	To be determined at the date of issue	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>ordinary</u> (/ /) (/ /)	Nil	See Remark (5)) 5,000,000 See Remark (5))
12. Compensation shares	At price : State currency	To be determined at the date of issue	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	<u>ordinary</u> (/ /) (/ /)	Nil	46,000,000
				rdinary shares) rerence shares) (Other class)	1,066,588,790 N/A	See Remark (6))

(1)	1,066,588,790
(2)	N/A
	N/A
E):	N/A
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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. (The Share Option Scheme was duly amended on 7 March 2012). Five employees (as grantee of the options) resigned in November 2012; therefore, a total of 143,000 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. (The Share Option Scheme was duly amended on 7 March 2012).
- (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) 1,066,588,790 Rights Shares at the Subscription price of HK\$0.4910 per Right Shares was issued by the Company on 8 November 2012. Details of the Rights Issue are stipulated in the Company's announcement dated 21 September 2012 and the prospectus dated 16 October 2012.
- (5) 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.
 6,330,000 Consideration Shares were issued with a price of HK\$1.10 per shares in according to the Business Opportunity Compensation Agreement on 30 September 2011 and 28 September 2012 respectively. 6,330,000 Consideration Shares and 5,000,000 Profit Shares remain as may-be issued new shares.

(6) 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.