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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)

ANNOUNCEMENT IN COMPLIANCE WITH

RULES 13.51B(2) AND 13.51(2)(h), (n)(iv) AND (r) AND 3.23

OF THE LISTING RULES

AND

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Company provides in this announcement further information relating to Mr. Mak in compliance with Rules 13.51B(2) and 13.51(2)(h), (n)(iv) and (r) of the Listing Rules.

To the best knowledge, information and belief of the Board, the Administrative Penalties and/or the Class Actions do not relate to any directors, the management and any of the business or operation of the Company and its subsidiaries (except that Mr. Mak is an independent non-executive director of the Company).

The Company has received a resignation letter from Mr. Mak in relation to his resignation as an independent non-executive director of the Company with effect from 2 August 2011. Mr. Mak stated that his resignation is due to his other commitments.

Mr. Mak has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Reference is made to the announcement of Pou Sheng International (Holdings) Limited (the “Company”) dated 1 August 2011. The Company provides in this announcement further information relating to Mr. Mak Kin Kwong (“Mr. Mak”), an independent non-executive director of the Company, in compliance with Rules 13.51B(2) and 13.51(2)(h),

(n)(iv) and (r) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The disclosure in this announcement in relation to the Administrative Penalties (as defined below) and the Class Actions (as defined below) has been made based on the information provided by Mr. Mak to the Company.

(A) Administrative penalty decision

The Company has recently been made aware that pursuant to an administrative penalty decision (Document No.8 of 2010) (行政處罰決定書〔2010年〕8號) (the “Regulatory Decision”) issued by the China Securities Regulatory Commission (the “CSRC”) on or about 11 February 2010, the CSRC reached a decision that 成都聚友網絡股份有限公司 (Chengdu Unionfriend Network Co., Ltd.*) (stock code: 000693) (“Chengdu Unionfriend”), a company listed on the Shenzhen Stock Exchange, and its directors including Mr. Mak were in breach of the Securities Law of the People’s Republic of China (the “Securities Law”). Based on the published information in the Regulatory Decision, Chengdu Unionfriend and some of its directors had breached the Securities Law in respect of (i) disclosure of false turnover relating to video communication business; and (ii) failure to make due disclosure on related party debts/loans and external guarantees. In respect of disclosure of false turnover relating to video communication business found by the CSRC against Chengdu Unionfriend and its directors, Mr. Mak (together with other directors of Chengdu Unionfriend) was found to have breached the Securities Law for failure to make due information disclosure or, where the information had been disclosed, the information disclosed was false, misleading or contained material omission. The CSRC imposed on Mr. Mak administrative penalties (collectively, the “Administrative Penalties”) of a warning and a fine of RMB30,000.00.

In response to the Company’s enquiry, Mr. Mak has confirmed that he was an independent director of Chengdu Unionfriend during the period from March 2002 to January 2006 and that he has resigned from his position as an independent director of Chengdu Unionfriend since January 2006.

(B) Shareholders’ class actions

In response to the Company’s enquiry, Mr. Mak has confirmed that he was the chief financial officer of A-Power Energy Generation Systems, Ltd. (stock code: APWR) (“A-Power”), a NASDAQ listed company, during the period from May 2009 to July 2011.

Based on information provided by Mr. Mak, three separate Class Actions (collectively, the “Class Actions”) have recently been brought against A-Power in the United States (two in California and one in Nevada), alleging about misleading financial statements by A-Power. In all three Class Actions, Mr. Mak, along with various current and former officers and directors of A-Power, has been named as a defendant. The Company understands that Mr. Mak is seeking independent legal advice insofar as his position is concerned.

To the best knowledge, information and belief of the board of directors of the Company (the "Board"), the Administrative Penalties and/or the Class Actions do not relate to any directors, the management and any of the business or operation of the Company and its subsidiaries (except that Mr. Mak is an independent non-executive director of the Company).

Resignation of independent non-executive director of the Company

The Company has received a resignation letter from Mr. Mak in relation to his resignation as an independent non-executive director of the Company with effect from 2 August 2011. Mr. Mak stated that his resignation is due to his other commitments.

As a result, Mr. Mak has ceased to be an independent non-executive director of the Company and chairman of audit committee of the Company with effect from 2 August 2011. Mr. Mak has confirmed that he has no disagreement with the Board and that he is not aware of any matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

Immediately following the resignation of Mr. Mak, the number of members of the audit committee will fall below the minimum number of three members as required under Rule 3.21 of the Listing Rules. In order to re-comply with the requirement under the Listing Rules, the Company is required to appoint one additional independent non-executive director to the audit committee within three months pursuant to Rule 3.23 of the Listing Rules. The Company is in the process of identifying a replacement to take up the position of chairman of the audit committee of the Company and will make further announcement as and when appropriate.

The Board would like to express its sincere gratitude to Mr. Mak for his valuable contribution made to the Company during his tenure of offices.

By Order of the Board
Tsai David, Nai Fung
Chairman

Hong Kong, 2 August 2011

As at the date of this announcement, Mr. Tsai David, Nai Fung is the Chairman and Non-executive Director; Ms. Chang Karen Yi-Fen is the Chief Executive Officer and Executive Director; Ms. Tsai Patty, Pei Chun and Ms. Kuo, Li-Lien are the Non-executive Directors; and Mr. Chen Huan-Chung, Mr. Hu Sheng-Yih and Mr. Chang Li Hsien, Leslie are the Independent Non-executive Directors.

* *for identification only*

Website: www.pousheng.com