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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)

**VOTING RESULTS OF THE
2009 ANNUAL GENERAL MEETING &
SPECIAL GENERAL MEETING**

The Board is pleased to announce that the 2009 AGM was duly held on 27 February 2009, during which all resolutions as set out below were duly passed by the shareholders by way of poll.

The Board is also pleased to announce that the SGM was duly held on 27 February 2009, during which the resolution as set out below was duly passed by the Independent Shareholders by way of poll.

Pou Sheng International (Holdings) Limited (the “Company”) is pleased to announce the voting results of its 2009 Annual General Meeting (the “2009 AGM”) and Special General Meeting (the “SGM”), both held on 27 February 2009. Poll voting were demanded by the chairman of the 2009 AGM and the SGM on all the resolutions proposed at the meetings. The Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, was appointed by the Company as the scrutineer for vote-taking at the 2009 AGM and the SGM.

RESULTS OF 2009 AGM

The total number of Shares entitling the holders to attend and vote for or against each and every resolutions at the 2009 AGM was 3,567,559,000 Shares, representing the entire issued share capital of the Company as at the date of the 2009 AGM. There were no Shares entitling the holder to attend and vote only against the resolutions at the meeting.

No shareholder of the Company is required to vote only against or abstain from voting on any of the resolutions at the 2009 AGM.

Reference is made to the announcement of the Company dated 20th February 2009 (“Resignation Announcement”). Mr. Huang Tsung Jen had informed the Company that he would retire and would not offer himself for re-election at the 2009 AGM and would also resign as chief executive officer of the Company to pursue his personal interest. The details regarding Mr. Huang’s resignation was stipulated in the Resignation Announcement. As such, the resolution regarding re-election of Mr. Huang Tsung had not been put to vote at the 2009 AGM.

The following ordinary resolutions were duly passed by the shareholders of the Company attending and voting at the 2009 AGM in person or by proxy or by their duly authorised representatives by way of poll:

Poll results in respect of the Ordinary Resolutions		No. of Votes (approximate % (rounded up) of total shares voted)	
		For	Against
1.	To receive and adopt the audited financial statements and reports of the directors and auditors for the year ended 30 September 2008.	2,976,226,578 (100%)	2,000 (0%)
2.	(a) To re-elect the following directors:		
	(1) Mr. Tsai David, Nai Fung	2,976,225,578 (100%)	3,000 (0%)
	(2) Mr. Huang Tsung Jen		
	(3) Mr. Lee Chung Wen	2,976,226,578 (100%)	2,000 (0%)
	(4) Mr. Huang Chun Hua	2,976,226,578 (100%)	2,000 (0%)
	(5) Ms. Tsai Patty, Pei Chun	2,976,226,578 (100%)	2,000 (0%)
	(6) Mr. Chen Huan-Chung	2,976,225,578 (100%)	2,000 (0%)
	(7) Mr. Hu Sheng-Yih	2,976,226,578 (100%)	2,000 (0%)
	(8) Mr. Mak Kin Kwong	2,976,226,578 (100%)	2,000 (0%)
	(9) Mr. Cheng Ming Fun Paul	2,976,225,578 (100%)	2,000 (0%)
	(10) Mr. Lu Ning	2,976,225,578 (100%)	2,000 (0%)
	(11) Ms. Chang Karen Yi-Fen	2,976,226,578 (100%)	2,000 (0%)
	(b) To authorize the board of directors to fix the directors' remuneration	2,976,225,578 (100%)	2,000 (0%)

Poll results in respect of the Ordinary Resolutions		No. of Votes (approximate % (rounded up) of total shares voted)	
		For	Against
3.	To re-appoint Deloitte Touche Tohmatsu as auditors of the Company to hold office until the conclusion of next annual general meeting and authorize the board of directors to fix remuneration.	2,976,226,578 (100%)	2,000 (0%)
4.	A To grant mandate to the Board of Directors to issue shares.	2,897,150,079 (97.34%)	79,078,499 (2.66%)
	B To grant general mandate to the Board of Directors to repurchase shares and others securities of the Company.	2,976,224,578 (100%)	4,000 (0%)
	C To extend the general mandate to the Board of Directors to issue additional shares.	2,897,680,283 (97.36%)	78,548,295 (2.64%)

As more than half of the votes were cast in favour of each and every resolutions set out above, each and every resolutions of the 2009 AGM set out above were duly passed as ordinary resolutions.

RESULTS OF THE SGM

Reference is made to the Company's announcement dated 14 January 2009 and the circular dated 4 February 2009 (the "Circular") in relation to, among other things, the Yue Yuen Subscription. Unless otherwise stated, capitalised terms used herein shall have the same meanings as defined in the Circular.

The total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolution at the SGM set out below was 1,580,836,000 Shares, representing approximately 44.31% of the issued share capital of the Company as at the date of the SGM. There were no Shares entitling any holder to attend and vote only against any of the ordinary resolutions at the SGM.

In accordance with the Listing Rules, Yue Yuen and its associates, being connected persons with a material interest in the Yue Yuen Subscription, have abstained from voting on the resolution at the SGM.

The following resolution was duly passed by the Independent Shareholders attending and voting at the SGM either in person or by proxy or by their duly authorised representatives by way of poll:

Poll results in respect of the Ordinary Resolution		No. of Votes (approximate % (rounded up) of total shares voted)	
		For	Against
1.	To approve the Yue Yuen Subscription Agreement	986,501,828 (100%)	3,000 (0%)

As more than half of the votes were cast in favour of the resolution, the resolution was duly passed as an ordinary resolution.

By Order of the Board
Tsai David, Nai Fung
Chairman

Hong Kong, 27 February 2009

As at the date of this announcement, Mr. Tsai David, Nai Fung (Chairman and Non-Executive Director); Mr. Lee Chung Wen, Mr. Huang Chun Hua, Mr. Lu Ning and Miss Chang Karen Yi-Fen are the Executive Directors; Mr. Ku Edward, Yu-Sun and Miss Tsai Patty, Pei Chun are the Non-executive Directors; and Mr. Chen Huan-Chung, Mr. Hu Sheng-Yih, Mr. Mak Kin Kwong and Mr. Cheng Ming Fun Paul are the Independent Non-executive Directors.

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