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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of Pou Sheng International (Holdings) Limited (the “Company”) will be held at Ballroom B, 2/F., The Langham, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong on February 27, 2009, Friday at 10:30 a.m. or, if later, immediately following the adjournment or conclusion of the annual general meeting of the Company which is convened to be held at 10:00 a.m. for the same date and place for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

the terms of the subscription agreement (the “Yue Yuen Subscription Agreement”) (a copy of which has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification) dated January 13, 2009 entered into by the Company and Yue Yuen Industrial (Holdings) Limited and the transaction contemplated thereunder be and are hereby ratified and approved, and the Directors be and are hereby authorised to do all things and acts and execute all documents (including under the seal of the Company) which they may consider necessary, desirable or expedient to implement and/or give effect to any matters relating to or in connection with any or all transactions contemplated under the Yue Yuen Subscription Agreement.”

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

Hong Kong, February 4, 2009

As at the date of this announcement, Mr. Tsai David, Nai Fung (Chairman and Non-Executive Director); Mr. Huang Tsung Jen, 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.

Notes:

1. Any member entitled to attend and vote at the meeting by the above notice is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each such proxy is appointed.
2. The form of proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of a form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such form of proxy on behalf of the corporation without further evidence of the fact.
3. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the office of the Company's share registrar, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting.
4. Where there are joint holders of any share, any one of such persons may vote at the meeting either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
5. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.