**Monthly Return of Equity Issuer on Movements in Securities**

**For the month ended (dd/mm/yyyy) :**     31/08/2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer         POU SHENG INTERNATIONAL (HOLDINGS) LIMITED
Date Submitted         02/09/2010

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code :   3813        Description :     Ordinary Shares | | | |
| --- | --- | --- | --- |
| | No. of ordinary shares | Par value *(HK$)* | Authorised share capital *(HK$)* |
| 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 :   N/A        Description :     N/A | | | |
| --- | --- | --- | --- |
| | 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

| | No. of preference shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : N/A    Description : N/A | | | |
| Balance at close of preceding month | | | |
| Increase/(decrease) | | | |
| Balance at close of the month | | | |

3. Other Classes of Shares

| | No. of other classes of shares | Par value *(State currency)* | Authorised share capital *(State currency)* |
|---|---|---|---|
| Stock code : N/A    Description : N/A | | | |
| 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 ordinary shares (1) | (2) | No of preference shares | No. of other classes of shares |
|---|---|---|---|---|
| Balance at close of preceding month | 4,290,495,163 | N/A | N/A | N/A |
| Increase/ (decrease) during the month | 0 | N/A | N/A | N/A |
| Balance at close of the month | 4,290,495,163 | N/A | N/A | N/A |

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including SGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month Granted | Exercised | Cancelled | Lapsed | 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.Share Option Scheme (14/05/2008) Ordinary shares *(Note 1)(See Remark (1) )* | NIL | NIL | NIL | 500,000 | NIL | 60,435,000 |
| 2.N/A ( / / ) shares *(Note 1)* | | | | | | |
| 3. N/A ( / / ) shares *(Note 1)* | | | | | | |

|  |  |
|---|---|
| Total A. (Ordinary shares) | Nil |
| (Preference shares) | N/A |
| (Other class) | N/A |

Total funds raised during the month from exercise of options (State currency)     Nil

Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of 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 |
|---|---|---|---|---|---|---|
| 1. N/A<br><br>(  /  /    )<br>Stock code (if listed) _____<br>Class of shares issuable *(Note 1)* _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ (  /  /    ) | | | | | | |
| 2. _____<br><br>(  /  /    )<br>Stock code (if listed) _____<br>Class of shares issuable *(Note 1)* _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ (  /  /    ) | | | | | | |
| 3. _____<br><br>(  /  /    )<br>Stock code (if listed) _____<br>Class of shares issuable *(Note 1)* _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ (  /  /    ) | | | | | | |
| 4. _____<br><br>(  /  /    )<br>Stock code (if listed) _____<br>Class of shares issuable *(Note 1)* _____<br>Subscription price _____<br>EGM approval date (if applicable) (dd/mm/yyyy) _____ (  /  /    ) | | | | | | |

Total B.     (Ordinary shares) Nil _____

(Preference shares) N/A _____

(Other class) N/A _____

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description | Currency of amount outstanding | 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 *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |
| 3. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |
| 4. | | | | | | |
| Stock code (if listed) | | | | | | |
| Class of shares issuable *(Note 1)* | | | | | | |
| Subscription price | | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | ( / / ) | | | | | |

Total C. (Ordinary shares) Nil

(Preference shares) N/A

(Other class) N/A

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. _____<br>_____<br>_____<br>_____<br>_____ ordinary shares *(Note 1)* | Nil | Nil |
| 2. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ ordinary shares *(Note 1)* | Nil | Nil |
| 3. _____<br>_____<br>_____<br>_____ ( / / )<br>_____ ordinary shares *(Note 1)* | Nil | Nil |
| Total D.    (Ordinary shares) | Nil | |
| (Preference shares) | N/A | |
| (Other class) | N/A | |

Other Movements in Issued Share Capital

| Type of Issue | | | | | 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 ———— | Class of shares issuable *(Note 1)* ———— | | | |
| | | | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | | |
| | | | | | Nil | Nil |
| 2. Open offer | At price : | State currency ———— | Class of shares issuable *(Note 1)* ———— | | | |
| | | | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | | |
| | | | | | Nil | Nil |
| 3. Placing | At price : | State currency ———— | Class of shares issuable *(Note 1)* ———— | | | |
| | | | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | | |
| | | | | | Nil | Nil |
| 4. Bonus issue | | | Class of shares issuable *(Note 1)* ———— | | | |
| | | | Issue and allotment date : (dd/mm/yyyy) | ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy) | ( / / ) | | |
| | | | | | Nil | Nil |

| Type of Issue | | | 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 |
|---|---|---|---|---|
| 5. Scrip dividend | At price : State currency ——— | Class of shares issuable *(Note 1)* ———<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | Nil | Nil |
| 6. Repurchase of shares | | Class of shares repurchased *(Note 1)* ———<br>Cancellation date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | Nil | Nil |
| 7. Redemption of shares | | Class of shares redeemed *(Note 1)* ———<br>Redemption date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | Nil | Nil |
| 8. Consideration issue | At price : State currency HK$ 0.925 | Class of shares issuable *(Note 1)* ordinary<br>Issue and allotment date : (dd/mm/yyyy) ( / / )<br>EGM approval date: (dd/mm/yyyy) ( / / ) | Nil | 92,270,000<br>(see Remark (2)) |

| Type of Issue | | | | 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 | | | Class of shares issuable *(Note 1)* ————— | | |
| | | | Issue and allotment date : (dd/mm/yyyy)  ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy)  ( / / ) | | |
| | | | | Nil | Nil |
| 10. Consideration shares | At price : State currency | To be determined at the date of issue ————— | Class of shares issuable *(Note 1)*  ordinary | | |
| | | | Issue and allotment date : (dd/mm/yyyy)  30/09/2011 (30/09/2012 ) 30/09/2013 | | |
| | | | EGM approval date: (dd/mm/yyyy)  ( / / ) | Nil | 18,990,000 |
| | | | | | (See Remark (3)) |
| 11. Profit shares | At price : State currency | To be determined at the date of issue ————— | Class of shares issuable *(Note 1)*  ordinary | | |
| | | | Issue and allotment date : (dd/mm/yyyy)  ( / / ) | | |
| | | | EGM approval date: (dd/mm/yyyy)  ( / / ) | Nil | 15,000,000 |
| | | | | | (See Remark (3)) |
| | | | Total E. (Ordinary shares) Nil (Preference shares) N/A (Other class) N/A | | |

| | | |
|---|---|---|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): | (1) | Nil |
| | (2) | N/A |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | N/A |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): | | N/A |

*(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)*

Remarks (if any):

(1)   On 21 January 2010, the Company granted 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 pursuant to a share option scheme adopted on 14 May 2008 at an exercise price of HK$1.62 per share. Five employees (as grantees of the options) resigned in August 2010; therefore, a total of 500,000 options owned by them lapsed.

(2)   301,314,541 new ordinary shares were issued on 10 July 2009 pursuant to the DZJ Acquisition Agreement dated 13 January 2009 and as supplemented by the DZJ Supplemental Agreement dated 3 July 2009 (together the "Agreements").  A remaining balance of 92,270,000 shares will be issued according to the Agreements.  The DZJ Acquisition was approved by written shareholder's approvals dated 13 January 2009 and 3 July 2009 in lieu of holding general meetings under Rule 14.44 of the Listing Rules. Details of which are stipulated in the Company's announcements dated 14 January 2009 and 3 July 2009 respectively and the circular dated 4 February 2009.

(3)   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. Details of which are stipulated in the Company's announcement dated 6 August 2010.

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.*