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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Pou Sheng International (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 10:00 a.m., on Friday, 27 February 2009, at Ballroom B, 2/F., The Langham, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong is set out on pages 22 to 26 in this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding such meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting, or any adjournment thereof, should you so wish.

29 January 2009

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be convened at 10:00 a.m. on 27 February 2009 at Ballroom B, 2/F., The Langham, Hong Kong, 8 Peking Road, Tsimshatsui, Kowloon, Hong Kong, notice of which is set out on pages 22 to 26 in this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
“Company”	Pou Sheng International (Holdings) Limited, a company incorporated in Bermuda, the Shares of which are listed on the Stock Exchange
“Directors”	director(s) of the Company from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 January 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PCC”	Pou Chen Corporation, a company incorporated in Taiwan with limited liability whose shares are listed on the Taiwan Stock Exchange Corporation and which holds approximately 49.98% of the issued share capital of Yue Yuen
“PRC”	the People’s Republic of China, which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	a general and unconditional mandate enabling the Directors to repurchase Shares as defined in the section headed “General Mandates to Issue New Shares and to Repurchase Shares”
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	duly registered holder(s) of the Shares
“Shares Issue Mandate”	a general and unconditional mandate enabling the Directors to issue new Shares as defined in the section headed “General Mandates to Issue new Shares and to Repurchase Shares”
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Yue Yuen”	Yue Yuen Industrial (Holdings) Limited, a company incorporated in Bermuda, the shares of which are listed on the Stock Exchange, and a substantial Shareholder holding approximately 55.69% of the issued share capital of the Company
“Yue Yuen Group”	Yue Yuen and its subsidiaries from time to time (excluding the Group)
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong
“NT\$”	New Taiwan dollars, the lawful currency of Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

寶勝國際(控股)有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3813)

Board of Directors:

Chairman and Non-executive Director:

Tsai David, Nai Fung

Vice-Chairman and Non-executive Director:

Ku Edward, Yu-Sun

Executive Directors:

Huang Tsung Jen (*Chief Executive Officer*)

Lee Chung Wen

Huang Chun Hua

Lu Ning

Chang Karen Yi-Fen

Non-executive Director:

Tsai Patty, Pei Chun

Independent Non-executive Directors:

Chen Huan-Chung

Hu Sheng-Yih

Mak Kin Kwong

Cheng Ming Fun Paul

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

**Head Office and Principal Place
of Business:**

Suites 3108-11, 31/F,

Tower 6, The Gateway

9 Canton Road

Tsim Sha Tsui

Kowloon

Hong Kong

29 January 2009

To the Shareholders

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information reasonably necessary to enable the Shareholders to make a decision on whether to vote for or against the resolutions to be proposed at the AGM for the approval of, *inter alia*:

- (a) re-election of retiring Directors; and

LETTER FROM THE BOARD

- (b) the grant to the Directors of the Shares Issue Mandate to issue new Shares and the Repurchase Mandate to repurchase Shares.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to 87 of the Bye-laws, Ms. Chang Karen Yi-Fen will retire as a director and, being eligible, will offer herself for re-election at the Annual General Meeting. Mr. Tsai David, Nai Fung, Mr. Huang Tsung Jen, Mr. Lee Chung Wen, Mr. Huang Chun Hua, Ms. Tsai Patty, Pei Chun, Mr. Lu Ning, Mr. Chen Huan Chung, Mr. Hu Sheng-Yih, Mr. Mak Kin Kwong and Mr. Cheng Ming Fun Paul were appointed as Directors by the Board pursuant to Bye-law 86(2) of the Bye-laws. Each of them shall hold office only until the forthcoming Annual General Meeting and shall then be eligible and will offer themselves for re-election at the forthcoming Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, particulars of Mr. Tsai David, Nai Fung, Mr. Huang Tsung Jen, Mr. Lee Chung Wen, Mr. Huang Chun Hua, Ms. Tsai Patty, Pei Chun, Mr. Chen Huan-Chung, Mr. Hu Sheng-Yih, Mr. Mak Kin Kwong, Mr. Cheng Ming Fun Paul, Mr. Lu Ning and Ms. Chang Karen Yi-Fen are set out in Appendix I to this circular.

GENERAL MANDATES TO ISSUE NEW SHARES AND TO REPURCHASE SHARES

Pursuant to the written resolution passed by the sole shareholder of the Company on 14 May 2008, the Directors were granted a general mandate to allot and issue new Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the AGM. The Directors propose to seek the approval of the Shareholders at the AGM for the grant of:

- (a) the Shares Issue Mandate to allot, issue and deal with new Shares up to a maximum of 20% of the Shares in issue as at the date of passing of relevant resolution;
- (b) the Repurchase Mandate to repurchase Shares up to a maximum of 10% of the Shares in issue as at the date of passing of relevant resolution; and
- (c) an extension (the “Extension”) of the Shares Issue Mandate by an amount representing the aggregate nominal amount of the Shares repurchased pursuant to the Repurchase Mandate.

The explanatory statement to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision whether to vote for or against the resolution concerning the Repurchase Mandate as required by the Listing Rules is set out in Appendix II to this circular.

ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out on pages 22 to 26 of this circular.

LETTER FROM THE BOARD

ACTION TO BE TAKEN

A form of proxy at the Annual General Meeting is enclosed herewith. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed on it and return it to the Company's share registrars, Computershare Hong Kong Investor Services Limited, Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof, as the case may be. Completion and return of a form of proxy will not preclude you from attending and voting in person at the Annual General Meeting, or any adjournment thereof, should you so wish.

RECOMMENDATIONS

The Directors consider that the re-election of retiring Directors, the grant of the Shares Issue Mandate, the Repurchase Mandate and the Extension are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of
Pou Sheng International (Holdings) Limited
Tsai David, Nai Fung
Chairman

Pursuant to the Listing Rules, the details of the Directors who will retire at the AGM according to the Bye-Laws and will be proposed to be re-elected at the AGM are provided below:

(1) Mr. TSAI David, Nai Fung

Experience

TSAI David, Nai Fung, aged 58, is our chairman and non-executive Director. Prior to joining the Company in April 2008 and Yue Yuen Group in February 1997, he was the chairman of Pou Yuen Industrial Holdings Limited. Mr. Tsai does not participate in the day-to-day operations of the Group. He has been working in the footwear sector since June 1968 and is well known in the industry. Through his time in Pou Yuen Industrial Holdings Limited and Yue Yuen, he has worked regularly with leading global athletic and casual footwear brands. Mr. Tsai is the managing director of Yue Yuen Group. He is responsible for its overall management and strategic planning, including sales and marketing activities. Mr. Tsai also serves as a board director of PCC and was previously a board director of Elitegroup Computer Systems Co., Ltd. (a company listed on the Taiwan Stock Exchange). Save as disclosed above, Ms. Tsai did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Mr. Tsai has no service contract with the Company. Pursuant to the appointment letter dated 14 May 2008, Mr. Tsai is appointed for a period of three years from 6 June 2008. His appointment is subject to retirement by rotation in accordance with the Bye-Laws and the Listing Rules at such time as may be required by resolution of the board of directors of the Company. Either Mr. Tsai or the Company may terminate the appointment by giving at least three month's prior notice in writing.

Relationships

Mr. Tsai is a cousin of Ms. Tsai Patty, Pei Chun, a non-executive director of the Company. He is also a nephew of Mr. Tsai Chi Neng, the chairman of Yue Yuen. Save as disclosed above, Mr. Tsai does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Tsai personally held 3,037,000 Shares.

Director's emoluments

Mr. Tsai is not entitled to any remuneration of the Company but, is eligible to be granted options to subscribe for the Shares under the rules of the share option scheme adopted by the Company.

Further information

Save as disclosed above, there is no other information relating to Mr. Tsai which is required to be disclosed under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Tsai.

(2) Mr. HUANG Tsung Jen*Experience*

HUANG Tsung Jen, aged 57, is the Group's chief executive officer, president and executive Director. Mr. Huang joined the Group in June 1998 and the Company in April 2008 and is primarily responsible for overseeing the overall strategies, planning and day-to-day operations and management of the Group. Mr. Huang is the chairman of various subsidiaries of the Group. He has over 30 years of experience in sportswear manufacturing, sales and marketing industry. Mr. Huang completed the Engineer-manager Program of National Taiwan University in 1982. Mr. Huang did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Mr. Huang has entered into a service agreement with the Company for a period of three years commencing from 6 June 2008 which could be terminated by either party by not less than three months' prior notice in writing. He shall hold office until the Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-laws.

Relationships

Mr. Huang does not have any relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

Mr. Huang is a founder of The Huang Family Trust which holds 100% interest in Sports Group Limited and Sports Group Limited holds 277,976,000 Shares. As at the Latest Practicable Date, pursuant to the SFO, Mr. Huang was therefore deemed to be interested in these 277,976,000 Shares.

Director's emoluments

Pursuant to his service contract, Mr. Huang was entitled to an annual salary of NT\$10,560,000 which was determined by the Board with reference to his responsibilities and prevailing market practices, subject to the annual review by the Board and decision by the majority in number of the members of the Board; and a year-end bonus of an amount to be determined by the Board and decided by a resolution of a majority in number of the members of the Board.

Mr. Huang received US\$395,101 and US\$538,431 as aggregate salary and as discretionary bonus respectively from the Company for the year ended 30 September 2008.

Other information

Save as disclosed above, there is no other information relating to Mr. Huang which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the re-election of Mr. Huang.

(3) Mr. LEE Chung Wen

Experience

LEE Chung Wen aged 56, is an executive Director and the Group's chief strategic officer. Prior to joining the Group in January 2002 and the Company in April 2008, Mr. Lee joined Yue Yuen Group in August 1988 and was its executive vice president, responsible for the manufacturing operations of certain major brands in the PRC, Vietnam and Indonesia. Mr. Lee is responsible for the implementation of the overall strategy of the Group. He is the chairman of various retail operating companies in which the Group has investments. He graduated from National Taiwan University with a Bachelor of Science in Engineering degree in 1975 and has more than 25 years' experience as a chemical engineer. Mr. Lee did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Mr. Lee has entered into a service agreement with the Company for a period of three years commencing from 6 June 2008 which could be terminated by either party by not less than three months' prior notice in writing. He shall hold office until the Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-laws.

Relationships

Mr. Lee does not have any relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lee had accepted an invitation to subscribe for a total of 18,638,000 Shares subject to certain vesting conditions, representing approximately 0.53% of the issued share capital of the Company, pursuant to the Company's pre-IPO share subscription plan. He is interested in these Shares within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to his service contract, Mr. Lee was entitled to a salary in the annual amount of US\$180,000 which was determined by the Board with reference to his responsibilities and prevailing market practices, subject to the annual review by the Board and decision by the majority in number of the members of the Board; and a year-end bonus of an amount to be determined by the Board and decided by a resolution of a majority in number of the members of the Board.

Mr. Lee received US\$150,000 and US\$203,000 as aggregate salary and as discretionary bonus respectively for the year ended 30 September 2008.

Other information

Save as disclosed above, there is no other information relating to Mr. Lee which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the re-election of Mr. Lee.

(4) Mr. HUANG Chun Hua*Experience*

HUANG Chun Hua, aged 44, an executive Director, joined the Group in January 2002 and the Company in April 2008. Mr. Huang joined Yue Yuen Group in 1989. He has been the general manager of certain retail companies in which the Group made investments and is responsible for overseeing the operations of such retail companies. He has also been overseeing the daily operations of the Group's manufacturing facilities at Taicang, PRC and is responsible for the strategic development of the Group's manufacturing business. Mr. Huang has more than 18 years of experience in management and is familiar with the sportswear business in the PRC. He graduated from Zhongnan University of Economics and Law with a Bachelor of Science in Economics degree in 1987. Mr. Huang did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Mr. Huang has entered into a service agreement with the Company for a period of three years commencing from 6 June 2008 which could be terminated by either party by not less than three months' prior notice in writing. He shall hold office until the Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-laws.

Relationships

Mr. Huang does not have any relationship with any other Directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Huang had accepted an invitation to subscribe for 12,425,000 Shares subject to certain vesting conditions, representing approximately 0.35% of the issued share capital of the Company, pursuant to the Company's pre-IPO share subscription plan. He is interested in these Shares within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to his service contract, Mr. Huang was entitled to a salary in the annual amount of RMB806,556 which was determined by the Board with reference to his responsibilities and prevailing market practices, subject to the annual review by the Board and decision by the majority in number of the members of the Board; and a year-end bonus of an amount to be determined by the Board and decided by a resolution of a majority in number of the members of the Board.

Mr. Huang received US\$88,131 and US\$191,416 as aggregate salary and as discretionary bonus from the Group for the year ended 30 September 2008.

Other information

Save as disclosed above, there is no other information relating to Mr. Huang to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules which is required and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the re-election of Mr. Huang.

(5) Ms. TSAI Patty, Pei Chun*Experience*

TSAI Patty, Pei Chun, aged 29, is a non-executive Director since April 2008. She joined Yue Yuen Group in December 2003 as a special assistant to the chairman of PCC and is responsible for the financial planning and investments of Yue Yuen Group. She does not participate in the day-to-day operations of the Group. Ms. Tsai graduated from the Wharton School of the University of Pennsylvania in May 2002 with a Bachelor of Science in Economics degree with a concentration in Finance and a College Minor in Psychology. She serves as a board director of Yue Yuen. She was previously a board of director of Mega Financial Holding Company Limited (a company listed on the Taiwan Stock Exchange). Save as disclosed above, Ms. Tsai did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Ms. Tsai has no service contract with the Company. Pursuant to the appointment letter dated 14 May 2008, Ms. Tsai is appointed for a period of three years from 6 June 2008. Her appointment is subject to retirement by rotation in accordance with the Bye-Laws and the Listing Rules at such time as may be required by resolution of the Board. Either Ms. Tsai or the Company may terminate the appointment by giving at least three month's prior notice in writing.

Relationships

Ms. Tsai is a cousin of Mr. Tsai David, Nai Fung, the Chairman of the Company. She is also a niece of Mr. Tsai Chi Neng, the chairman of Yue Yuen. Save as disclosed above, Ms. Tsai does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Tsai personally held 4,460,000 Shares.

Director's emoluments

Ms. Tsai is not entitled to any remuneration of the Company but, is eligible to be granted options to subscribe for Shares under the share option scheme adopted by the Company.

Further information

Save as disclosed above, there is no other information relating to Ms. Tsai which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Ms. Tsai.

(6) Mr. CHEN Huan-Chung*Experience*

CHEN Huan-Chung, aged 53, was appointed as an independent non-executive Director in April 2008. Mr. Chen is an accountant of Wong Tong & Co., CPAS (萬通聯合會計師事務所), a certified public accountant of Taiwan and a certified securities investment analyst of Taiwan. Mr. Chen worked as a deputy manager in E.Sun Bills Finance Corporation of Taiwan (台灣玉山票券金融(股)公司副總經理). He became a certified public accountant of Taiwan in 1992 and a certified securities investment analyst of Taiwan in February 1990. He received a Bachelor degree from the Department of Industrial Management of National Taiwan University of Science and Technology (formerly known as National Taiwan Institute of Technology) in June 1983. Mr. Chen also serves as a board director of Global Brands Manufacture Ltd. (精成科技股份有限公司) (a company listed on the Taiwan Stock Exchange). Save as disclosed above, Mr. Chen did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Mr. Chen has no service contract with the Company. Pursuant to the appointment letter dated 14 May 2008, Mr. Chen is appointed for a period of three years from 6 June 2008. His appointment is subject to retirement by rotation in accordance with the Bye-Laws and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Chen or the Company may terminate the appointment by giving at least three month's prior notice in writing.

Relationships

Mr. Chen does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Chen was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to his appointment letter, Mr. Chen was entitled to a fee of HK\$250,000 per annum and is eligible to be granted options to subscribe for shares under the share option scheme adopted by the Company.

Mr. Chen received US\$10,679 as aggregate director's fee for the year ended 30 September 2008. During the year, Mr. Chen has not received any bonus from the Company.

Further information

Save as disclosed above, there is no other information relating to Mr. Chen which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Chen.

(7) Mr. HU Sheng-Yih*Experience*

HU Sheng-Yih, aged 66, was appointed as an independent non-executive Director in April 2008. Mr. Hu is an associate part-time professor at the College of Management, Shih Chien University. He worked as the first deputy general manager of Mega International Commercial Bank, and an officer-in-charge of The International Commercial Bank of China (New York Branch) (中國國際商業銀行紐約分行). He received a Master degree in Economics from the Yale University in 1981, a Master and Doctoral degree in Laws from the Chinese Culture University in 1971 and 1977, respectively, and a Bachelor degree in Economics from the National Taiwan University in 1967. Mr. Hu serves as a board director of Global Brands Manufacture Ltd. (精成科技股份有限公司) (a company listed on the Taiwan Stock Exchange). Mr. Hu also serves as independent director of Taiwan Shin Kong Commercial Bank (台灣新光商業銀行) and Shin Kong Securities Co. Ltd. (新壽綜合證券股份有限公司) (Shin Kong Financial Holding Co., Ltd. 新光金融控股股份有限公司, the parent company of both Taiwan Shin Kong Commercial Bank (台灣新光商業銀行) and Shin Kong Securities Co. Ltd. (新壽綜合證券股份有限公司), is listed on The Taiwan Stock Exchange). Save as disclosed above, Mr. Hu did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Mr. Hu has no service contract with the Company. Pursuant to the appointment letter dated 14 May 2008, Mr. Hu is appointed for a period of three years from 6 June 2008. His appointment is subject to retirement by rotation in accordance with the Bye-Laws and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Hu or the Company may terminate the appointment by giving at least three month's prior notice in writing.

Relationships

Mr. Hu does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Hu was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to his appointment letter, Mr. Hu was entitled to a fee of HK\$250,000 per annum and is eligible to be granted options to subscribe for Shares under the share option scheme adopted by the Company.

Mr. Hu received US\$10,679 as aggregate director's fee for the year ended 30 September 2008. During the year, Mr. Hu has not received any bonus from the Company.

Further information

Save as disclosed above, there is no other information relating to Mr. Hu which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Hu.

(8) Mr. MAK Kin Kwong*Experience*

MAK Kin Kwong, aged 47, was appointed as an independent non-executive Director in April 2008. Mr. Mak is the managing director of Venfund Investment, a boutique investment banking firm, which he co-founded in late 2001. Prior to 2001, he was a partner of Arthur Andersen Worldwide and the managing partner of Arthur Andersen Southern China. Mr. Mak serves as an independent non-executive director and the audit committee chairman of Trina Solar Limited (天合光能有限公司) (a company listed in the United States), China GrenTech Corp. Ltd. (國人通信股份有限公司) (a company listed in the United States), Dragon Pharmaceutical Inc. (凱龍藥業股份有限公司) (a company listed in the United States),

China Security and Surveillance Technology, Inc. (a company listed in the United States), Gemdale Industries Ltd (金地集團股份有限公司) (a company listed on the Shenzhen Stock Exchange), Huabao International Holdings Ltd (華寶國際控股有限公司) (a company listed on the Stock Exchange) and China Dongxiang (Group) Co., Ltd. (中國動向集團有限公司) (a company listed on the Stock Exchange). Mr. Mak is also a non-executive director of Bright World Precision Machinery Ltd. (沃得精機股份有限公司) (a company listed in the Republic of Singapore) and Vinda International Holdings Limited (維達國際控股有限公司) (a company listed on the Stock Exchange). He was previously an independent non-executive director of Shenzhen Victor Onward Textile Industrial Co., Ltd. (a company listed on the Shenzhen Stock Exchange). Mr. Mak graduated from the Hong Kong Polytechnic University in 1985 and was admitted as a fellow member of the Association of Chartered Certified Accountants, United Kingdom and the Hong Kong Institute of Certified Public Accountants. Save as disclosed above, Mr. Mak did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Mr. Mak has no service contract with the Company. Pursuant to the appointment letter dated 14 May 2008, Mr. Mak is appointed for a period of three years from 6 June 2008. His appointment is subject to retirement by rotation in accordance with the Bye-Laws and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Mak or the Company may terminate the appointment by giving at least three month's prior notice in writing.

Relationships

Mr. Mak does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Mak was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to his appointment letter, Mr. Mak was entitled to a fee of HK\$300,000 per annum and is eligible to be granted options to subscribe for Shares under the share option scheme adopted by the Company.

Mr. Mak received US\$12,815 as aggregate director's fee for the year ended 30 September 2008. During the year, Mr. Mak has not received any bonus from the Company.

Further information

Save as disclosed above, there is no other information relating to Mr. Mak which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Mak.

(9) Mr. CHENG Ming Fun Paul*Experience*

CHENG Ming Fun Paul, aged 72, was appointed as an independent non-executive Director in April 2008. Mr. Cheng obtained a Bachelor of Arts degree from Lake Forest College (Illinois, United States) in 1958 and a Master's degree in Business Administration from the Wharton Graduate School of Business at the University of Pennsylvania U.S.A. in 1961. He has been an active corporate leader in Hong Kong and was formerly chairman of Inchcape Pacific Limited, N.M. Rothschild & Sons (Hong Kong) Limited, the American Chamber of Commerce in Hong Kong and the Hong Kong General Chamber of Commerce. Mr. Cheng was also a former chairman of The Link Management Limited, a listed company on the Stock Exchange which manages a portfolio of previously government-owned retail and car parking assets valued at over HK\$30 billion from 2005 to 2007. In politics, he was a member of the Hong Kong Legislative Council prior to 1998 and was a member of the preparatory committee appointed by the PRC government to prepare for the reunification of the sovereignty of Hong Kong with the PRC during 1994 to 1998. Mr. Cheng is a Justice of Peace and was decorated "Chevalier de l'ordre de la Couronne" by the King of Belgium in 1991. He was made an honorary citizen of Nanjing city in the PRC in September 1994 and was appointed an economic adviser to Nanjing. In 2001, he was inducted into the Beta Gamma Sigma chapter of the Hong Kong University of Science and Technology in recognition of his community service and, more recently, he was made an honorary fellow of both the Hong Kong University of Science and Technology and the Chinese University of Hong Kong for his contribution towards education and community service. At present, Mr. Cheng is an honorary steward of the Hong Kong Jockey Club. He serves as Deputy Chairman of Esprit Holdings Limited (a company listed on the Stock Exchange and engaged in the retail and wholesale distribution business of quality lifestyle products), and he is also an independent non-executive director of Kingboard Chemical Holdings Limited (a company listed on the Stock Exchange), Vietnam Infrastructure Limited (a company listed on the AIM of the London Stock Exchange) and Pacific Alliance China Land Limited (a company listed on the AIM of the London Stock Exchange). Save as disclosed above, Mr. Cheng did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Mr. Cheng has no service contract with the Company. Pursuant to the appointment letter dated 14 May 2008, Mr. Cheng is appointed for a period of three years from 6 June 2008. His appointment is subject to retirement by rotation in accordance with the Bye-Laws and the Listing Rules at such time as may be required by resolution of the Board. Either Mr. Cheng or the Company may terminate the appointment by giving at least three month's prior notice in writing.

Relationships

Mr. Cheng does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Cheng was not interested or deemed to be interested in any Shares or underlying Shares within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to his appointment letter, Mr. Cheng was entitled to a fee of HK\$300,000 per annum and is eligible to be granted options to subscribe for Shares under the share option scheme adopted by the Company.

Mr. Cheng received US\$12,815 as aggregate director's fee for the year ended 30 September 2008. During the year, Mr. Cheng has not received any bonus from the Company.

Further information

Save as disclosed above, there is no other information relating to Mr. Cheng to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in respect of the re-election of Mr. Cheng.

(10) Mr. LU Ning*Experience*

Mr. LU Ning, age 41, joined the Company as an executive Director in September 2008 and is the general manager overseeing the retail operation of certain subsidiaries of the Group. Mr. Lu joined the Group in July 1997 as the national sale director of Converse brand in the PRC. In 2002, he acted as vice general manager of Beijing Baosheng Daoji Sports Goods Company Limited (北京寶盛道吉體育用品有限公司), responsible for the development of retail business in northern China. Mr. Lu is responsible for the development and operation of the Group's retail business in the entire PRC. Mr. Lu has over ten years of experience in the retail and wholesale industry in the PRC. Before joining the Group, he worked for Adidas Asia Pacific Guangzhou office as an assistant production manager from 1992 to 1997. Mr. Lu graduated from Beijing Institute Of Clothing Technology (北京服裝學院) in 1989 with a Bachelor degree in Engineering and University of Nanjing in 1996 with a Bachelor degree in Economics. Mr. Lu did not hold any other directorships in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Mr. Lu has entered into a service agreement with the Company for a period of three years commencing 25 September 2008 which could be terminated by either party by not less than three months' prior notice in writing. He is subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-laws.

Relationships

Mr. Lu does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Mr. Lu had accepted an invitation to subscribe for 15,975,000 Shares subject to certain vesting conditions, representing approximately 0.45% of the issued share capital of the Company, pursuant to the Company's pre-IPO share subscription plan. He is interested in these Shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to his service contract, Mr. Lu was entitled to a salary in the annual amount of RMB1,104,000 which was determined by the Board with reference to his responsibilities and prevailing market practices, subject to the annual review by the Board and decision by the majority in number of the members of the Board; and a year-end bonus of an amount to be determined by the Board and decided by a resolution of a majority in number of the members of the Board.

Mr. Lu received US\$2,585 as aggregate salary for the year ended 30 September 2008. During the year, Mr. Lu has not received any bonus from the Company.

Other information

Save as disclosed above, there is no other information relating to Mr. Lu which is required to be disclosed under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the re-election of Mr. Lu.

(11) Ms. CHANG Karen Yi-Fen*Experience*

CHANG Karen Yi-Fen, aged 44, is an executive Director and has been serving as the Group's chief financial officer since she joined the Group in October 2007. Ms. Chang is primarily responsible for the finance related matters of the Group, including financial management and reporting, capital planning and allocation, investor relationships and internal controls of the Group. She has many years of financial management and investment banking experiences gained from working with KPMG in Washington DC and Los Angeles in the U.S., Jardine Fleming, Merrill Lynch and Credit Suisse in Shanghai and Hong Kong. She also worked for Semiconductor Manufacturer International Corporation (a company listed on the Stock Exchange) from 2003 to 2004 as Assistant Vice President of Finance. Ms. Chang received a

Bachelor degree in Arts in English Literature from Fu-Jen Catholic University in Taiwan in 1986 and a Master of Business Administration degree from the George Washington University in Washington D.C. in the United States in 1988. Save as disclosed above, Ms. Chang did not hold any other directorship in listed public companies in the last three years up to the Latest Practicable Date.

Length of service

Ms. Chang has entered into a service agreement with the Company for a period of three years commencing from 6 June 2008 which could be terminated by either party by not less than three months' prior notice in writing. She will hold office until the Annual General Meeting and thereafter shall be subject to retirement by rotation and re-election at least once every three years in accordance with the Bye-laws.

Relationships

Ms. Chang does not have any relationship with any other directors, senior management, substantial shareholders, or controlling shareholders of the Company.

Interests in Shares

As at the Latest Practicable Date, Ms. Chang had accepted an invitation to subscribe for 14,910,000 Shares subject to certain vesting conditions, representing approximately 0.42% of the issued share capital of the Company, pursuant to the Company's pre-IPO share subscription plan. She is interested in these Shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Pursuant to her service contract, Ms. Chang was entitled to a salary in the annual amount of US\$120,000 which was determined by the Board with reference to her responsibilities and prevailing market practices, subject to the annual review by the Board and decision by the majority in number of the members of the Board; and a year-end bonus of an amount to be determined by the Board and decided by a resolution of a majority in number of the members of the Board.

Ms. Chang received US\$118,000 as aggregate salary, US\$200,000 as discretionary bonus and US\$1,540 as contribution paid in respect of mandatory provident fund from the Company for the year ended 30 September 2008.

Other information

Save as disclosed above, there is no other information relating to Ms. Chang which is required to be disclosed pursuant to any of the requirements of rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the re-election of Ms. Chang.

This appendix contains information required under the Listing Rules to be included in an explanatory statement to accompany the notice of the Annual General Meeting at which a resolution is to be proposed in relation to the repurchase by the Company of its own Shares. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate at the AGM.

REPURCHASE MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to approve the Repurchase Mandate. Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date the resolution granting the Repurchase Mandate is passed. As at the Latest Practicable Date, there were an aggregate of 3,567,559,000 Shares in issue. Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the date of the Annual General Meeting, would accordingly allow the Company under the Repurchase Mandate to repurchase a maximum of 356,755,900 Shares.

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

(a) Shareholders' approval

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific approval of a specific transaction. The Shares to be repurchased must be fully paid up.

(b) Source of funds

Repurchases must be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association and Bye-laws and the applicable laws in Bermuda. A listed company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

It is presently proposed that any repurchase of Shares would be made out of capital paid up on the Shares, funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose and, in the case of any premium payable on such repurchase, from funds of the Company otherwise available for dividend or distribution or from the Company's share premium account.

There might be a material adverse impact on the working capital requirements of the Company or the gearing level (as compared with the position disclosed in the audited financial statements of the Company set out in the Company's annual report for the year ended 30 September 2008) in the event that the Repurchase Mandate is exercised in full. However the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

(c) Reasons for repurchases

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders at the relevant time having regard to the circumstances then prevailing.

(d) General

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make purchases pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of such Shareholders' interest, could obtain or consolidate control of the Company and may become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so if the Repurchase Mandate is approved by the Shareholders.

During the six months preceding the date of this circular, no Share has been repurchased by the Company.

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the eight months (from the date of listing of Shares on the Stock Exchange) immediately prior to the Latest Practicable Date were as follows:

	Share price	
	Highest HK\$	Lowest HK\$
2008		
June	2.98	2.10
July	2.39	1.60
August	1.82	1.33
September	1.78	0.76
October	0.95	0.72
November	0.88	0.53
December	0.98	0.57
2009		
January*	1.06	0.73

* Up to and including the Latest Practicable Date

NOTICE OF ANNUAL GENERAL MEETING



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 is hereby given that the annual general meeting (“AGM”) 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 Friday, 27 February 2009 at 10:00 a.m. for the following purposes:

As ordinary business

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company for the year ended 30 September 2008.
2. (a) To re-elect the following retiring directors:
 - (1) Mr. Tsai David, Nai Fung
 - (2) Mr. Huang Tsung Jen
 - (3) Mr. Lee Chung Wen
 - (4) Mr. Huang Chun Hua
 - (5) Ms. Tsai Patty, Pei Chun
 - (6) Mr. Chen Huan-Chung
 - (7) Mr. Hu Sheng-Yih
 - (8) Mr. Mak Kin Kwong
 - (9) Mr. Cheng Ming Fun Paul
 - (10) Mr. Lu Ning
 - (11) Ms. Chang Karen Yi-Fen
- (b) To authorise the board of directors of the Company (the “Directors”) to fix the directors’ remuneration.
3. To appoint auditors of the Company and to authorise the Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

As special business

4. To consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) subject to paragraph (c) below and in substitution for all previous authorities given by the Company, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements, options and other rights, or issue warrants and other securities including bonds, debentures and notes convertible into shares of the Company, which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and other rights, or issue warrants and other securities, which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of:
 - (i) a Rights Issue (as hereinafter defined); or
 - (ii) the exercise of any option under any share option scheme or similar arrangement for the time being adopted for the grant or issue to option holders of shares in the Company; or
 - (iii) the acceptance of any invitations to subscribe for any share under any share subscription plan or similar arrangement for the time being adopted for invitation or issue to participant of shares in the Company; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws; or
 - (v) any adjustment, after the date of grant or issue of any options, rights to subscribe or other securities referred to above, in the price at which shares in the Company shall be subscribed, and/or in the number of shares in the Company which shall be subscribed, on exercise of relevant rights under such options, rights to subscribe or other securities, such

NOTICE OF ANNUAL GENERAL MEETING

adjustment being made in accordance with, or as contemplated by, the terms of such options, rights to subscribe or other securities; or

- (vi) a specified authority granted by the shareholders of the Company in general meeting.

shall not exceed 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this Resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
- (ii) the expiry of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the Bye-laws of the Company or any applicable laws to be held, or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares in the Company, or an offer of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the directors of the Company to holders of shares in the Company on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject in all cases to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements or any recognised regulatory body or any stock exchange in, any territory outside Hong Kong Special Administrative Region of the People’s Republic of China).”

B. “That:

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of shares of the Company purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiry of the period within which the next annual general meeting of the Company is required to be held under the laws of Bermuda or the Bye-laws of the Company or any applicable laws to be held, or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**That** conditional upon the ordinary resolution designated “**B**” in the notice of general meeting being passed (with or without amendments), the general mandate granted to the directors of the Company to issue, allot and deal with any additional shares of the Company pursuant to ordinary resolution designated “**A**” above be and is hereby extended by the addition thereto of the total nominal amount of shares of the Company which may be purchased by the Company under the authority granted pursuant to ordinary resolution designated “**B**” above, provided that such amount of shares of the Company so purchased shall not exceed 10 per cent. of the total nominal amount of share capital of the Company in issue as at the date of passing of this resolution.”

By Order of the Board
Tsai David, Nai Fung
Chairman

Hong Kong, 29 January 2009

NOTICE OF ANNUAL GENERAL MEETING

Principal Place of Business:

Suites 3108-11, 31/F.
Tower 6, The Gateway
9 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

As at the date of this notice, 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. A member entitled to attend and vote at the AGM 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 AGM. A proxy need not be a member of the Company. 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. 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 branch share registrar and transfer office in Hong Kong, 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 AGM or any adjournment thereof.
3. Where there are joint holders of any share, any one of such persons may vote at the AGM either personally 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 AGM 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.
4. A form of proxy for use in connection with the AGM is enclosed.