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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 (the “**SGM**”) of Pou Sheng International (Holdings) Limited (the “**Company**”) will be held at Centenary Room III, G/F, Marco Polo Hongkong Hotel, 3 Canton Road, Harbour City, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, April 9, 2018 at 10:00 a.m. (Hong Kong time) (or immediately after the Court Meeting (as defined in the Scheme set out in the scheme document of which this notice forms part) convened at the direction of the Supreme Court of Bermuda at the same place and on the same day shall have been concluded or adjourned, whichever is the later), for the purposes of considering and, if thought fit, passing the following resolution as a special resolution:

#### **SPECIAL RESOLUTION**

**“THAT**

- (a) for the purposes of giving effect to the scheme of arrangement dated March 12, 2018 (the “**Scheme**”), in the form of the print contained in the scheme document of which this notice forms part dated March 12, 2018, between the Company and the Scheme Shareholders (as defined in the Scheme), with any modifications thereof or additions thereto or subject to any conditions approved or imposed by the Court (as defined in the Scheme), on the Effective Date (as defined in the Scheme) the Company shall issue one share at par to the Offeror (as defined in the Scheme) or its designated wholly-owned subsidiary and forthwith upon such issue of share, the issued share capital of the Company shall be reduced by cancelling and extinguishing the Scheme Shares (as defined in the Scheme);

- (b) the Company shall allot and issue, fully paid at par such number of New Shares (as defined in the Scheme) as is equal to the number of Scheme Shares referred to in (a) above which are cancelled and extinguished, to the Offeror or its designated wholly-owned subsidiary(ies) immediately upon the cancellation and extinguishment of the Scheme Shares referred to in (a) above on the Effective Date;
- (c) the Company shall apply the credit arising in its books of account as a result of the reduction of share capital referred to in (a) above in paying-up in full at par the New Shares referred to in (b) above; and
- (d) any one of the directors of the Company be and is hereby authorized to do all acts and things as considered by him to be necessary or desirable in connection with the completion of the Scheme, including, without limitation, the giving or implementation of consent to any modifications of, or additions to, the Scheme, which the Court may see fit to impose and to do all other acts and things as considered by him to be necessary or desirable in connection with the Proposal (as defined in the Scheme) or in order to give effect to the transactions referred to above.”

By Order of the Board of  
**Pou Sheng International (Holdings)**  
**Limited**  
**Wu, Pan-Tsu**  
*Chairman*

Hong Kong, March 12, 2018

*Principal Place of Business:*  
22nd Floor, C-Bons International Center,  
108 Wai Yip Street,  
Kwun Tong, Kowloon, Hong Kong

*As at the date of this notice, the Board comprises:*

*Executive Directors*

*Mr. Wu, Pan-Tsu (Chairman) and Mr. Lee, Shao-Wu (Chief Executive Officer)*

*Non-Executive Directors*

*Ms. Tsai Patty, Pei Chun and Mr. Li I-nan*

*Independent Non-Executive Directors*

*Mr. Chen, Huan-Chung, Mr. Hsieh, Wuei-Jung and Mr. Shan Xue*

*Notes:*

1. For the purpose of determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Tuesday, April 3, 2018 to Monday, April 9, 2018 (both days inclusive) and, during such period, no transfer of shares of the Company will be effected. In order to qualify to attend and vote at the SGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Thursday, March 29, 2018.
2. A member entitled to attend and vote at the SGM 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 SGM. 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 of the Company in respect of which each such proxy is appointed.
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 branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. Where there are joint holders of any share of the Company, any one of such persons may vote at the SGM either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM 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 in respect of such joint holding.
5. A form of proxy for use in connection with the SGM is enclosed.
6. References to time and dates in this notice are to Hong Kong time and dates.