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**POU CHEN CORPORATION**  
寶成工業股份有限公司

*(Incorporated in Taiwan with limited liability by shares)*



**POU SHENG INTERNATIONAL (HOLDINGS) LIMITED**  
寶勝國際(控股)有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 3813)**

## **JOINT ANNOUNCEMENT**

### **PROPOSED PRIVATIZATION OF POU SHENG INTERNATIONAL (HOLDINGS) LIMITED BY POU CHEN CORPORATION BY WAY OF A SCHEME OF ARRANGEMENT (UNDER SECTION 99 OF THE COMPANIES ACT 1981 OF BERMUDA)**

### **FULFILMENT OF A CONDITION TO THE PROPOSAL**

**Exclusive Financial Adviser to Pou Chen Corporation**



**Citigroup Global Markets Asia Limited**

References are made to (i) the joint announcement of Pou Chen Corporation (“**Pou Chen**”), Yue Yuen Industrial (Holdings) Limited (“**Yue Yuen**”) and Pou Sheng International (Holdings) Limited (“**Pou Sheng**”) dated January 21, 2018 in relation to, among other things, the proposed privatization of Pou Sheng by Pou Chen by way of a scheme of arrangement (under section 99 of the Companies Act 1981 of Bermuda) (the “**Proposal**”) and the proposed withdrawal of listing of Pou Sheng; (ii) the joint announcement of Pou Chen and Pou Sheng dated February 9, 2018 in relation to, among other things, the extension of time for dispatch of the Scheme Document to a date no later than March 16, 2018; (iii) the joint announcement of Pou Chen and Pou Sheng dated March 8, 2018 in relation to, among other things, the update on the Proposal; (iv)

the scheme document jointly issued by Pou Chen and Pou Sheng dated March 12, 2018 (the “**Scheme Document**”) in relation to, among other things, the Proposal and the proposed withdrawal of listing of Pou Sheng; and (v) the poll results announcement of Yue Yuen dated March 16, 2018 (the “**Poll Results Announcement**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Scheme Document.

### **FULFILMENT OF A CONDITION TO THE PROPOSAL**

As set out in the Poll Results Announcement, at the special general meeting of the shareholders of Yue Yuen held on March 16, 2018, the ordinary resolution to approve, among other things, the Yue Yuen Disposal and the transactions contemplated thereunder, was duly passed as an ordinary resolution of Yue Yuen by the Independent Yue Yuen Shareholders. As such, one of the Conditions, being Condition (g) as set out in the section headed “Explanatory Statement – 3. Conditions to the Proposal and the Scheme” of the Scheme Document, has been fulfilled.

The full text of Condition (g) is reproduced below:

*“the passing of an ordinary resolution by the Independent Yue Yuen Shareholders at the Yue Yuen SGM to approve the Yue Yuen Disposal”.*

Further announcement(s) in relation to the fulfilment or waiver (as applicable) of the other Conditions will be made in accordance with the Listing Rules and the Takeovers Code (as the case may be) as and when appropriate.

**WARNING: Pou Sheng Shareholders and potential investors of Pou Sheng should be aware that the implementation of the Proposal and the Scheme is subject to the Conditions being fulfilled or waived (as applicable), and thus the Proposal may or may not be implemented and the Scheme may or may not become effective. Pou Sheng Shareholders and potential investors of Pou Sheng should therefore exercise caution when dealing in the securities of Pou Sheng. Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the Board of  
**Pou Chen Corporation**  
**Chan Lu Min**  
*Chairman*

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

Hong Kong, March 16, 2018

*As at the date of this joint announcement, the Pou Chen Board comprises Mr. Chan Lu Min as the chairman; Ms. Tsai Pei Chun, Patty, Ms. Tsai, Min-Chieh, Mr. Lu Chin Chu, Mr. Tsai Ming-Lun, Ming and Mr. Ho, Yue-Ming as directors; and Mr. Chen, Bor-Liang and Mr. Chiu, Tien-I as independent directors.*

*The directors of Pou Chen jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Pou Sheng Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Pou Sheng Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*

*As at the date of this joint announcement, the Pou Sheng Board comprises Mr. Wu, Pan-Tsu (Chairman) and Mr. Lee, Shao-Wu (Chief Executive Officer) as executive directors; Ms. Tsai Patty, Pei Chun and Mr. Li I-nan as non-executive directors; and Mr. Chen, Huan-Chung, Mr. Hsieh, Wuei-Jung and Mr. Shan Xue as independent non-executive directors.*

*The directors of Pou Sheng jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (relating to the Pou Sheng Group) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this joint announcement (relating to opinions expressed by the Pou Sheng Group) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.*