# **HKEX** 香港交易所

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

| For the month ended (dd/mm/yyyy) : | 30/06/2019 |
|------------------------------------|------------|
|------------------------------------|------------|

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Pou Sheng International (Holdings) Limited |
|----------------|--|
| Date Submitted | 04/07/2019                                 |

I. Movements in Authorised Share Capital

1. Ordinary Shares

| (1) Stock code : <u>3813</u> Descrip | Stock code : 3813 Description : Ordinary Shares |                                  |   |  |  |  |  |
|--------------------------------------|---|----------------------------------|---|--|--|--|--|
|                                      | No. of ordinary shares                          | Par value<br>(HK\$)              | Authorised share<br>capital<br>(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 : <u>N/A</u> Descrip  | ption : <u>N/A</u>                              |                                  |   |  |  |  |  |
|                                      | No. of ordinary shares                          | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |  |  |  |  |
| Balance at close of preceding month  |   |                                  |   |  |  |  |  |
| Increase/(decrease)                  |   |                                  |   |  |  |  |  |
| Balance at close of the month        |   |                                  |   |  |  |  |  |

# 2. Preference Shares

| Stock code :     | N/A          | Descript | tion : | N/A               |                                  |   |
|------------------|--------------|----------|--------|-------------------|----------------------------------|---|
|                  |              |          | -      | reference<br>ares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close | of preceding | month _  |        |                   |                                  |   |
| Increase/(decrea | se)          | -        |        |                   |                                  |   |
| Balance at close | of the month | -        |        |                   |                                  |   |

#### 3. Other Classes of Shares

| Stock code : <u>N/A</u> Descrip     | otion : <u>N/A</u>             |                                  |   |
|-------------------------------------|--------------------------------|----------------------------------|---|
|                                     | No. of other classes of shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| 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 ordin  | ary shares | No of preference | No. of other classes |
|-------------------------|---------------|------------|------------------|----------------------|
|                         | (1)           | (2)        | shares           | of shares            |
| Balance at close of     |               |            |                  |                      |
| preceding month         | 5,356,472,615 | N/A        | N/A              | <u> </u>             |
| Increase/ (decrease)    |               |            |                  |                      |
| during the month        | Nil           | N/A        | N/A              | N/A                  |
| Balance at close of the |               |            |                  |                      |
| month                   | 5,356,472,615 | 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<br>option scheme<br>including SGM | Share option |                  | 155001)        |              | No. of new shares of<br>issuer issued during<br>the month pursuant | No. of new shares of<br>issuer which may be<br>issued pursuant thereto |
|--|--------------|------------------|----------------|--------------|--|--|
| approval date  |              | Movement duri    | ng the month   |              | thereto  | as at close of the month   |
| (dd/mm/yyyy) and -                                     |              |                  | 8              |              | _  |  |
| class of shares  |              |                  |                |              |  |  |
| issuable   | Granted      | Exercised        | Cancelled      | Lapsed       |  |  |
| 1.Share Option   |              |                  |                |              |  |  |
| Scheme   |              |                  |                |              |  |  |
| (adopted on  |              |                  |                |              |  |  |
| 14/5/2008  |              |                  |                |              |  |  |
| and amended  |              |                  |                |              |  |  |
| on 7/3/2012)   |              |                  |                |              |  |  |
| Ordinary shares  | Nil          | Nil              | Nil            | Nil          | Nil  | 375,000  |
| (Note 1)(See Remark                                    |              |                  |                |              |  |  |
| (1))   |              |                  |                |              |  |  |
| 2.Share Option   |              |                  |                |              |  |  |
| Scheme   |              |                  |                |              |  |  |
| (adopted on  |              |                  |                |              |  |  |
| 14/5/2008  |              |                  |                |              |  |  |
| and amended  |              |                  |                |              |  |  |
| on 7/3/2012)   |              |                  |                |              |  |  |
| Ordinary shares  | Nil          | Nil              | Nil            | Nil          | Nil  | 11,663,190   |
| (Note 1)(See Remark                                    |              |                  |                |              |  |  |
| (2))   |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
| 3.   |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
| shares   |              |                  |                |              |  |  |
| (Note 1)   |              |                  |                |              |  |  |
|  |              | To               | otal A. (Ordin | ary shares)  | Nil  |  |
|  |              |                  |                | nce shares)  |  |  |
|  |              |                  | · ·            | Other class) |  |  |
| Total funds raised dur                                 |              | from exercise of |                | ,            |  |  |
| options (State currenc                                 | y)           |                  |                | Nil          |  |  |

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)  | Currency of Nominal value at<br>nominal close of<br>value preceding month | during the | Nominal value<br>at close of the<br>month                                     | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|---|---|------------|---|--|--|
| <u>1. N/A</u>   |   |            |   |  |  |
|   |   |            |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date |   | <br>-<br>- |   |  |  |
| (if applicable)<br>(dd/mm/yyyy)<br>2.   | ( / / )   | -          |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares  |   |            |   |  |  |
| issuable (Note 1)   |   | _          |   |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)  | ( / / )   | -          |   |  |  |
| 3.  |   |            |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price                      |   | <br>-<br>- |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)  | ( / / )   | -          |   |  |  |
| 4.  |   |            |   |  |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )  |   | -          |   |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)  |   | -          |   |  |  |
| (dd/mm/yyyy)  | ( / / )<br>Tota   | (Prefere   | nary shares) <u>Nil</u><br>ence shares) <u>N/A</u><br>Other class) <u>N/A</u> |  |  |

| Convertibles (i.e. Convertible i   | For Main Board and GEM listed issuers into Shares of the Issuer which are to be Listed) |  |                                  |   |  | d issuers  |
|--|---|--|----------------------------------|---|--|--|
| Class and description  |   | Amount at close<br>of preceding<br>month | Converted<br>during the<br>month | Amount at<br>close of the<br>month                  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| <u>1. N/A</u>  |   |  |                                  |   |  |  |
|  |   |  |                                  |   |  |  |
|  |   |  |                                  |   |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy))2. |   | ·  |                                  |   |  |  |
| 2.   |   |  |                                  |   |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )  |   | ·  |                                  |   |  |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>3.   | ( / / )   |  |                                  |   |  |  |
|  |   |  |                                  |   |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price<br>EGM approval date<br>(if applicable)                    |   | ·  |                                  |   |  |  |
|  | ( / / )   |  |                                  |   |  |  |
| 4.   |   |  |                                  |   |  |  |
| Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price  |   |  |                                  |   |  |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)   | ( / / )   |  |                                  | nary shares) <u>Nil</u><br>ence shares) <u>N/</u> 4 |  | -  |
|  |   |  |                                  | Other class) $\frac{N/2}{N/2}$                      |  | -  |

| nan 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<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
| 1   |   |  |
|   |   |  |
| ( / / )   | Nil   | Nil  |
| Ordinary shares (Note 1)  | <u> </u>  |  |
|   |   |  |
| 2   |   |  |
|   |   |  |
| ( / / )   | Nil   | Nil  |
| Ordinary shares (Note 1)  |   |  |
| 3.  |   |  |
|   |   |  |
|   |   |  |
|   | Nil   | Nil  |
| Ordinary shares (Note 1)  |   |  |
| Total D. (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)

| Type of Issue   |            |                |  |       |   | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-----------------|------------|----------------|--|-------|---|--|---|
|                 |            |                | Class of shares issuable                   |       |   |  |   |
| 1. Rights issue | At price : | State currency | (Note 1)<br>Issue and allotment            | ( / / | ) |  |   |
|                 |            | currency       | date : (dd/mm/yyyy)<br>EGM approval date:  | ( / / | ) |  |   |
|                 |            |                | (dd/mm/yyyy)                               |       |   | Nil  | Nil   |
|                 |            |                | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 2. Open offer   | At price : | State          | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|                 |            |                | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|                 |            |                |  |       |   | Nil  | Nil   |
|                 |            |                | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 3. Placing      | At price : | State          | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|                 |            |                | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|                 |            |                |  |       |   | Nil  | Nil   |
|                 |            |                | Class of shares issuable ( <i>Note 1</i> ) |       |   |  |   |
| 4. Bonus issue  |            |                | Issue and allotment<br>date : (dd/mm/yyyy) | ( / / | ) |  |   |
|                 |            |                | EGM approval date:<br>(dd/mm/yyyy)         | ( / / | ) |  |   |
|                 |            |                |  |       |   | Nil  | Nil   |

|    | Type of Issue        |            |                     | <u>F</u>                                      | For M | ain I | Boar | d and GEM lis<br>No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | ted issuers<br>No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----|----------------------|------------|---------------------|---|-------|-------|------|---|--|
|    |                      |            |                     |   |       |       |      |   |  |
|    |                      |            |                     | Class of shares issuable ( <i>Note 1</i> )    |       |       |      |   |  |
| 5. | Scrip dividend       | At price : | State<br>currency — | Issue and allotment<br>date : (dd/mm/yyyy)    | ( /   | /     | )    |   |  |
|    |                      |            |                     | EGM approval date:<br>(dd/mm/yyyy)            | ( /   | /     | )    | Nil   | Nil  |
|    |                      |            |                     |   |       |       |      | 1111  | 1111   |
|    |                      |            |                     | Class of shares repurchased ( <i>Note 1</i> ) |       |       |      |   |  |
| 6. | Repurchase of shares |            |                     | Cancellation date :<br>(dd/mm/yyyy)           | ( /   | /     | )    |   |  |
|    |                      |            |                     | EGM approval date:                            | ( /   | /     | )    |   |  |
|    |                      |            |                     | (dd/mm/yyyy)                                  |       |       |      | Nil   | Nil  |
|    |                      |            |                     | Class of shares redeemed ( <i>Note 1</i> )    |       |       |      |   |  |
| 7. | Redemption of shares |            |                     | Redemption date :<br>(dd/mm/yyyy)             | ( /   | /     | )    |   |  |
|    |                      |            |                     | EGM approval date:                            | ( /   | /     | )    |   |  |
|    |                      |            |                     | (dd/mm/yyyy)                                  |       |       |      | Nil   | Nil  |
|    |                      |            |                     | Class of shares issuable (Note 1)             |       |       |      |   |  |
| 8. | Consideration issue  | At price : | State               | Issue and allotment<br>date : (dd/mm/yyyy)    | ( /   | /     | )    |   |  |
|    |                      |            |                     | EGM approval date:<br>(dd/mm/yyyy)            | ( /   | /     | )    |   |  |
|    |                      |            |                     | (domin'yyyy)                                  |       |       |      | Nil   | Nil  |
|    |                      |            |                     |   |       |       |      |   |  |

|     |                           |            |       | For Main Boar  |  |   |
|-----|---------------------------|------------|-------|--|--|---|
|     | Type of Issue             |            |       |  | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
| 9.  | Capital<br>reorganisation |            |       | Class of shares issuable ( <i>Note 1</i> )<br>Issue and allotment ( / / )<br>date : (dd/mm/yyyy)   |  |   |
|     |                           |            |       | EGM approval date: ( / / )<br>(dd/mm/yyyy)   | Nil  | Nil   |
| 10. | Other<br>(Please specify) | At price : | State | Class of shares issuable ( <i>Note 1</i> )<br>— Issue and allotment ( / / )<br>date : (dd/mm/yyyy) |  |   |
|     |                           |            |       | EGM approval date: ( / / )<br>(dd/mm/yyyy)   | <u>Nil</u>   | Nil   |
|     |                           |            |       | Total E. (Ordinary share<br>(Preference share<br>(Other clas                                       | s) N/A   | -<br>-<br>-   |

| 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 Iss     | sued Sho | are Capital").) |

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:
(*Note 2*)
(i) all money due to the listed issuer in respect of the issue of securities has been received by it;
(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
(iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

| (iv) | all the s | securities | of each | class ar | e in all | respects | identical | (Note 3); |  |
|------|-----------|------------|---------|----------|----------|----------|-----------|-----------|--|
|      |           |            |         |          |          |          |           |           |  |

- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

 (1) On 7 March 2012, the Company pursuant to the Share Option Scheme duly amended on 7 March 2012, offered to grant 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 at an exercise price of HK\$1.05 per share.

(2) On 14 November 2016, the Company pursuant to the Share Option Scheme duly amended on 7 March 2012, offered to grant to Mr. Chang, Yun-Chih and Mr. Hu, Lung-Chih options to subscribe for ordinary shares of nominal value of HK\$0.01 each in the share capital of the Company at an exercise price of HK\$2.494 per share.

(3) The Share Option Scheme expired at the end of 13 May 2018 but the options previously granted can still be exercised up to the end of their relevant exercisable periods.

| Submitted by: | Fan Kam Wing  |
|---------------|---|
| Title:        | Company Secretary<br>(Director, Secretary or other duly authorised officer) |

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- *3. "Identical" means in this context:* 
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.