

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

For the month ended (dd/mm/yyyy): 31/07/2019										
To: Hong Kong Exchanges an	d Clearing	Limited								
Name of Issuer	Name of Issuer Pou Sheng International (Holdings) Limited									
Date Submitted 02/08/2019										
I. Movements in Authorised Si	nare Capita	al								
1. Ordinary Shares										
(1) Stock code : <u>3813</u>	Descrip	tion: Ordinary	Shares							
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)						
Balance at close of preceding i	month	30,000,000,000	0.01	300,000,000						
Increase/(decrease)				<u></u>						
Balance at close of the month		30,000,000,000	0.01	300,000,000						
(2) Stock code : N/A	Descrip	tion: N/A								
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)						
Balance at close of preceding i	month									
Increase/(decrease)										
Balance at close of the month		_								

	ares					
Stock code:	N/A	Description	on: <u>N/A</u>	A		
		1	No. of prefer shares	rence	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding	g month _				
Increase/(decrea	ase)	_				
Balance at close	of the month	n _				
3. Other Classes	of Shares					
3. Other Classes Stock code:	of Shares  N/A	Description	on: <u>N/</u>	A		
			on: No. of oth	ıer	Par value (State currency)	
	N/A		No. of oth	ıer	Par value (State	Authorised share capital
Stock code:	N/A of preceding		No. of oth	ıer	Par value (State	Authorised share capital

# II. Movements in Issued Share Capital

ference No. of other classes
res of shares
A N/A
A N/A
A N/A
•

# III. Details of Movements in Issued Share Capital

Particulars of share option scheme including SGM approval date		Movement duri	ing the month		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
(dd/mm/yyyy) and -			<u> </u>		<del>-</del>	
class of shares	G . 1		G 11 1			
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	<del></del>	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	·	·	
(1))						
2.Share Option						
Scheme						
Benefic						
(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))						
2						
3.						
( / / )						
shares						
(Note 1)			-			-
(1.010 1)		Ta	otal A. (Ordin	ary shares)	Nil	
		10		nce shares)		
			•	Other class)		
Total funds raised dur	ing the month	from exercise o	·	) ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( ( (	****	
options (State currenc		. 110111 CACIOISC C		Nil		

Description of warrants (Date of expiry - dd/mm/yyyy)		Nominal value a close of preceding month	during the	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	_					
	_					
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date			- - -			
(if applicable)						
(dd/mm/yyyy)	( / / _ _	)	_			
( / / )				·		
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )			_			
Subscription price			_			
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)	_			
3.		,	_			
	_					
( / / )	_					_
Stock code (if listed) Class of shares issuable (Note 1)			_			
Subscription price			<del>-</del> -			
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
4.	_					
	_					
( / / )						_
Stock code (if listed) Class of shares			_			
issuable (Note 1)			=			
Subscription price EGM approval date			_			
(if applicable) (dd/mm/yyyy)	( / /	)	_			
		Total		nary shares) <u>Nil</u>		_
				ence shares) $\frac{N/A}{N/A}$		-
			(	Other class) N/A	<b>L</b>	-

Class and description		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	<u></u>					
	<del></del>					
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy))	( / / )					
2.	<u></u>					
	<del></del>					
	<u> </u>					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
3.	<del></del>					
	<del></del>					
Stock code (if listed)						-
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )					
	<u> </u>					
	<u></u>					
Stock code (if listed)						
Class of shares						
issuable ( <i>Note 1</i> )  Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / / )					
	. ,			nary shares) Nil		-
				ence shares) N/A Other class) N/A		-
			(	141		-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

than under Share Option Schemes)		
Full particulars including SGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1		
	=	
Ordinary shares (Note 1)	Nil	Nil
2		
	N7'1	<b>N</b> T'1
Ordinary shares (Note 1)	Nil	Nil
Ordinary shares (Note 1)		
3.		
	Nil	Nil
Ordinary shares (Note 1)		-
Total D. (Ordinary shares)	Nil	
Total D. (Ordinary shares) (Preference shares)	N/A	
(Other class)	N/A	
(Other class)	11/11	
<u> </u>	•	

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	1) pe of 15500			Class of shares issuable				
				(Note 1)				
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/llill/yyyy)			Nil	Nil
				Class of shares issuable				
2.	Open offer	At price :	State	(Note 1)  Issue and allotment	( / /	)		
	- F	<b>F</b>	currency	date: (dd/mm/yyyy)	( / /	`		
				EGM approval date: (dd/mm/yyyy)	( / /	,	NU	NT'1
							Nil	Nil
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
				EGM approval date:	( / /	)		
				(dd/mm/yyyy)			Nil	Nil
				Class of shares issuable (Note 1)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/IIIII/yyyy)			Nil	Nil

For Main Board and GEM listed issuers

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
_	Caria diaidan d	A4	State	Class of shares issuable (Note 1)  Issue and allotment	( / /			
5.	Scrip dividend	At price :	currency ——	date : (dd/mm/yyyy)				
				EGM approval date: (dd/mm/yyyy)	( / /	)	Nil	Nil
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(1.1 ) ) ) ) )			Nil	Nil
				Class of shares redeemed ( <i>Note 1</i> )				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/IIIII yyyy)			Nil	Nil
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State currency —	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/iiiii/yyyy)			Nil	Nil

For Main Board and GEM listed issuers No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto thereto as at close of the month Type of Issue Class of shares issuable (*Note 1*) ( / / ) Capital Issue and allotment reorganisation date: (dd/mm/yyyy) (//)EGM approval date: (dd/mm/yyyy) Nil Nil Class of shares issuable (*Note 1*) 10. Other State ( / / At price: Issue and allotment (Please specify) currency date: (dd/mm/yyyy) ( / / ) EGM approval date: (dd/mm/yyyy) Nil Nil Total E. (Ordinary shares) Nil (Preference shares) N/A (Other class)  $\overline{N/A}$ Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1) Nil (2)N/A Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): N/A Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): N/A (These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").) 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 securities of each class are 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

(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.