# **HKEX** 香港交易所

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

For the month ended (dd/mm/yyyy) :	31/03/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Pou Sheng International (Holdings) Limited
Date Submitted	03/04/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

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

# 2. Preference Shares

Stock code :	N/A	Descrip	tion :	N/A		
			-	oreference ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close	of preceding	month				
Increase/(decreas	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 (State currency)	Authorised share capital (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 ordinary 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	N/A	
Increase/ (decrease) during the month	375,000	N/A	N/A	N/A	
Balance at close of the month	5,356,847,615	N/A	N/A	<u>N/A</u>	

## III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including SGM					the month pursuant	issued pursuant thereto
approval date (dd/mm/yyyy) and -		Movement durin	g the month		thereto	as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option	oruntea	2.1.0101.000	cuitentea	240500		
Scheme						
(adopted on						
14/5/2008						
and amended						
on 7/3/2012)						
Ordinary shares	Nil	375,000	Nil	Nil	375,000	Nil
(Note 1)(See Remark (1))						
2.Share Option						
Scheme						
Scheme						
(adopted on						
14/5/2008						
and amended						
on 7/3/2012)						
Ordinary shares	Nil	Nil	Nil	4,082,115	Nil	6,414,755
(Note 1)(See Remark (2))						
(2))						
3.						
( / / )						
shares						
(Note 1)						
		Tot		nary shares)		
			(Prefer	ence shares)	N/A	
			(	Other class)	N/A	
Total funds raised dur options (State currenc		from exercise of		HK\$393,750		

Description of warrants (Date of expiry - dd/mm/yyyy)	nominal	ominal value at close of receding month	Exercised during the month	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
<u>1. N/A</u>						
Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable)	·			<u> </u>		
(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) <u>3</u> .	( / /	)				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price	·					
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
4						
( / / ) Stock code (if listed)	·					
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)				
		Tota	(Prefe	inary shares) <u>Nil</u> rence shares) <u>N/A</u> (Other class) <u>N/A</u>		-

Convertibles (i.e. Convertible i	nto Sharaa of tha l	laguar which are to		For Main Board and GEM listed issuers			
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	
<u>1. N/A</u>							
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2.	 ( / / _ ) 						
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 ( <i>Note 1</i> ) Subscription price		·					
EGM approval date (if applicable) (dd/mm/yyyy) 4.	(//)						
Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price		·					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )		Total C. (Ordi	nary shares) Nil			
			(Prefere	ence shares) $\frac{N/A}{N/A}$ Other class) $\frac{N/A}{N/A}$	ł	- - -	

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
Nil	Nil
_	
Nil	Nil
_	
Nil	Nil
Nil	
N/A	-
N/A	-
	-
	the month pursuant thereto Nil Nil Nil Nil Nil Nil

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

Oth	ner Movements in	n Issued Share (	Capital				No. of new shares of issuer issued during the month pursuant thereto	may be issued pursuant thereto as at close of the
	Type of Issue							month
				Class of shares issuable ( <i>Note 1</i> )				
1.	Rights issue	At price :	State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/mm/yyyy)			Nil	Nil
				Class of shares issuable				
2			State	( <i>Note 1</i> ) Issue and allotment	( / /	)		
2.	Open offer	At price :	currency	date : (dd/mm/yyyy)				
				EGM approval date: (dd/mm/yyyy)	( / /	)	Nil	Nil
							<u>INII</u>	<u>-1111</u>
				Class of shares issuable ( <i>Note 1</i> )				
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				(dd/mm/yyyy)			Nil	Nil
				Class of shares issuable				
4.	Bonus issue			( <i>Note 1</i> ) Issue and allotment	( / /	)		
				date : (dd/mm/yyyy) EGM approval date:	( / /	)		
				(dd/mm/yyyy)			Nil	Nil
							<u>1NII</u>	1111

								during the month pursuant thereto	may be issued pursuant thereto as at close of the month
				Class of shares issuable (Note 1)					
5. S	Scrip dividend	At price :	State currency ——	Issue and allotment date : (dd/mm/yyyy)	( /	/	)		
				EGM approval date: (dd/mm/yyyy)	( /	/	)	N''I	NT'1
								<u>Nil</u>	Nil
				Class of shares repurchased ( <i>Note 1</i> )					
	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	( /	/	)		
				EGM approval date: (dd/mm/yyyy)	( /	/	)		
								Nil	Nil
				Class of shares redeemed ( <i>Note 1</i> )					
	Redemption of shares			Redemption date : (dd/mm/yyyy)	( /	/	)		
				EGM approval date: (dd/mm/yyyy)	( /	/	)		
								Nil	Nil
				Class of shares issuable (Note 1)					
	Consideration ssue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	( /	/	)		
				EGM approval date: (dd/mm/yyyy)	( /	/	)		
								Nil	Nil

				]	For Main Bo	pard and GEM lis	rd 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			
9.	Capital reorganisation			Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	( / /	)				
				EGM approval date: (dd/mm/yyyy)	( / /	) <u>Nil</u>	Nil			
10.	Other (Please specify)	At price :	State	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	( / /	-				
				EGM approval date: (dd/mm/yyyy)	( / /	Nil	Nil			
					Ordinary sh eference sh (Other c		- - -			

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	375,000			
	(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 ( <i>Note 3</i> );	
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- (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.