



POU SHENG INTERNATIONAL (HOLDINGS) LIMITED

寶勝國際（控股）有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 3813)

Terms of Reference for Disclosure Committee

Purpose

1. The purpose of the Disclosure Committee is to assist the board of directors (the “Board” or the “Directors”) of Pou Sheng International (Holdings) Limited (the “Company”) in considering matters associated with compliance with the Company’s continuous disclosure obligations and inside information provisions under the Securities and Futures Ordinance (Cap. 571 of Laws of Hong Kong).

Composition

2. The Disclosure Committee shall consist of at least two Directors appointed by the Board in every financial year. The Board shall appoint one member of the Disclosure Committee as the chairman of the Disclosure Committee (the “Chairman”). A quorum should be two members.

Meetings

3. The Disclosure Committee shall meet from time to time as and when circumstances require. In the ordinary course, the Disclosure Committee may discuss and deal with matters by way of communication through electronic mail and/or telephone conference.
4. The Chairman shall preside at all meetings of the Disclosure Committee, who shall also be responsible for leading the Disclosure Committee. The Chairman may be assisted by person(s) nominated by him in respect of his duties including scheduling meetings, preparing agendas and making reports (if required) to the Board.

Access to advice

5. The Disclosure Committee should be provided by the Company with sufficient resources to perform its duties. Where necessary, the Disclosure Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.
6. The Disclosure Committee is authorised by the Board to seek any information it requires from any employee of the Company in order to perform its duties and all employees are directed to cooperate with any request made by the Disclosure Committee.

Responsibilities and Duties

7. The Disclosure Committee shall perform the following duties: –
 - (a) consider disclosure of a matter or issue which is likely to have a material effect on the price or value of the Company's securities;
 - (b) consider and determine the text of any announcement to be made to The Stock Exchange of Hong Kong Limited;
 - (c) consider whether a trading suspension/halt should be requested;
 - (d) consider any matter relating to the Company's continuous disclosure obligations and compliance with inside information provisions, but excluding the matters expressly reserved for the Board;
 - (e) review all presentation materials in advance before such materials are released to the media, analysts or investors;
 - (f) review all records of briefings and discussions with the media, analysts or investors as soon as reasonably practicable after such briefings or discussions to check whether any inside information has been inadvertently disclosed;
 - (g) address any rumours in the public and determine whether such rumours are largely accurate and underlying information constitutes inside information;
 - (h) take all reasonable measures from time to time to ensure that proper safeguards exist to prevent any breach of disclosure requirement in relation to the Company;
 - (i) decide the course of actions to be taken for rectifying the problem of any material violation of matters regarding inside information and avoiding the likelihood of recurrence;

- (j) determine whether any particular matter above should be the subject of consideration and determination by the Board and make recommendation in relation thereto;
- (k) escalate the matter to the Board for consideration and determination if there is in doubt about whether any matter constitutes inside information and whether disclosure is required; and
- (l) review the materiality of any relevant information and assess any possible impact on the Company in order to determine the appropriate course of actions and, if appropriate, consult the Chief Executive Officer who may convene a Board meeting to consider and decide whether or not the information constitutes inside information and disclosure of which shall be made immediately.

Reporting Procedures

- 8. Minutes of meetings of the Disclosure Committee should be recorded in sufficient detail the matters considered and decisions reached, including any concerns raised by members or dissenting views expressed and should be prepared and kept by a duly appointed secretary of the meeting (who should normally be the company secretary of the Company).
- 9. Draft and final versions of minutes of the meetings should be sent to all members of the Disclosure Committee for their comment and records respectively, in both cases within a reasonable time after such meetings.
- 10. Final version of the minutes of the meetings should be sent to all members of the Board as soon as practicable after such minutes have been prepared and finalised. The minutes should be opened for inspection at any reasonable time on reasonable notice by any Director.
- 11. Without prejudice to the generality of the duties of the Disclosure Committee set out in these terms of reference, the Disclosure Committee shall report back to the Board and keep the Board fully informed of its decisions and recommendations, unless there is legal or regulatory restriction on its ability to do so.

Note: In the event of any inconsistency, the English language text of these terms of reference shall prevail over the Chinese language text.