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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in the Company, you should at once hand this circular to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Bosideng International Holdings Limited

波司登國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3998)

GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (*AGM*) of Bosideng International Holdings Limited (*Company*) to be held at Tianshan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on 26 September 2008 at 10 a.m., is set out on pages 16 to 19 to this circular.

A form of proxy is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

31 July 2008

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at Tianshan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on 26 September 2008 at 10 a.m., the notice of which is set out on pages 16 to 19 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Bosideng International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“General Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	28 July 2008, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	11 October 2007, the date on which dealings in the Shares on the Stock Exchange commenced
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macao Special Administrative Region and Taiwan
“Prospectus”	the prospectus of the Company dated 27 September 2007

DEFINITIONS

“Repurchase Mandate”	a general and unconditional mandate to the Directors to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of US\$0.00001 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 10 September 2007
“Share Scheme”	the share scheme of the Company, the principal terms of which are summarized in the section headed “Share Scheme” in Appendix VIII to the Prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



Bosideng International Holdings Limited

波司登國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3998)

Executive Directors:

Mr. Gao Dekang (*Chairman*)
Ms. Mei Dong
Ms. Gao Miaoqin
Dr. Kong Shengyuan
Ms. Huang Qiaolian
Ms. Wang Yunlei

Non-executive Director:

Mr. Shen Jingwu

Independent non-executive Directors:

Mr. Dong Binggen
Mr. Jiang Hengjie
Mr. Wang Yao
Mr. Ngai Wai Fung

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office:

25/F New Shanghai City Plaza
33 South Henan Road
Shanghai 200002
PRC

Place of business in Hong Kong:

Room 1703A, 17th Floor, Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

31 July 2008

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

LETTER FROM THE BOARD

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things,

- (i) the grant of the General Mandate to the Directors;
- (ii) the grant of the Repurchase Mandate to the Directors; and
- (iii) the proposed re-election of retiring Directors.

GENERAL MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the General Mandate in order to provide flexibility and discretion to the Directors to allot, issue and deal with Shares with an aggregate value of not more than 20% of the aggregate nominal value of the share capital of the Company in issue. As at the Latest Practicable Date, the Company has 7,936,596,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed General Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed General Mandate in full would result in up to a maximum of 1,587,319,200 Shares, representing 20% of the total number of Shares in issue, being issued by the Company during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws or the Company's Articles to be held, or (iii) the date upon which the authority given to the Directors to exercise the proposed General Mandate is revoked or varied by way of an ordinary resolution of the Shareholders of the Company in general meeting. In addition, an ordinary resolution will also be proposed to extend the proposed General Mandate by adding to it the number of such Shares repurchased under the proposed Repurchase Mandate.

THE REPURCHASE MANDATE

As approved by the written shareholders' resolutions dated 10 September 2007, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company has 7,936,596,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed Repurchase Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 793,659,600 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the proposed Repurchase Mandate is set out in Appendix I of this Circular.

RE-ELECTION OF DIRECTORS

The Board currently consists of eleven Directors. The executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Ms. Gao Miaoqin, Dr. Kong Shengyuan, Ms. Huang Qiaolian and Ms. Wang Yunlei, the non-executive Director is Mr. Shen Jingwu, and the independent non-executive Directors are Mr. Dong Binggen, Mr. Jiang Hengjie, Mr. Wang Yao and Mr. Ngai Wai Fung.

LETTER FROM THE BOARD

Pursuant to Article 87 of the Articles, Mr. Gao Dekang, Ms. Gao Miaoqin, Mr. Wang Yao and Mr. Ngai Wai Fung shall retire from office and be eligible to offer themselves for re-election at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II of this circular.

NOTICE OF AGM

A notice convening the AGM to be held at Tianshan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on 26 September 2008 at 10 a.m., is set out on pages 16 to 19 of this circular.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at www.hkexnews.hk. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

PROCEDURE FOR DEMANDING A POLL

Pursuant to Article 66 of the Articles, every resolution submitted to a general meeting shall be determined on a show of hands in the first instance by the Shareholders present in person or by a duly authorised corporate representative, but a poll may be demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) by:

- (i) the chairman of the meeting; or
- (ii) at least three Shareholders present in person or, if the Shareholder is a corporation, by a duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) any Shareholder or Shareholders present in person or, if the Shareholder is a corporation, by a duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) any Shareholder or Shareholders present in person or, if the Shareholder is a corporation, by a duly authorised representative or by proxy and holding the Shares in the Company conferring a right to vote at the meeting being the Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or

LETTER FROM THE BOARD

- (v) if required by the rules of the Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at such meeting.

A demand by a person as proxy for a Shareholder, or in the case of a Shareholder being a corporation by its duly authorised representative, shall be deemed to be the same as a demand by a Shareholder.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the proposed General Mandate and the proposed Repurchase Mandate to the Directors and for the re-election of retiring Directors are in the interests of the Company, the Group and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM respectively.

Yours faithfully,
By Order of the Board
Bosideng International Holdings Limited
Gao Dekang
Chairman

This appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to the Shareholders for consideration of the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,936,596,000 fully paid-up shares. As at the Latest Practicable Date, there were no outstanding shares granted under the Share Option Scheme.

Subject to the passing of the proposed ordinary resolution approving the proposed Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 793,659,600 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company during the period ending at the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws or the Company's Articles to be held, or (iii) the date upon which the authority given to the Directors to exercise the proposed Repurchase Mandate is revoked or varied by way of an ordinary resolution of the Shareholders of the Company in general meeting.

REASONS FOR SHARES REPURCHASE

The Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares may be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time. This may, depending on market conditions and funding arrangements at the time, result in an increase in net assets and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

FUNDING OF REPURCHASE

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the memorandum of association, the Articles and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a new issue of the shares made for the purpose of the redemption. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The exercise of the proposed Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 March 2008 in the results announcement of the Company dated 18 July 2008). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Kong Bo Investment Limited, Kong Bo Development Limited, Mr. Gao Dekang, Ms. Mei Dong and Mr. Gao Xiaodong (the **Controlling Shareholders**), together control the exercise of approximately 65.61% of the voting rights in the Company's general meeting. If the Directors fully exercise the proposed Repurchase Mandate, the percentage of voting rights in the Company's general meeting held by the Controlling Shareholders would increase to approximately 72.90% of the Company's issued share capital. To the best knowledge and belief of the Directors, such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase Shares to such extent which will trigger the mandatory offer requirement under the Takeovers Code. The Directors also have no intention to repurchase Shares to such an extent which will result in the number of Shares held by the public being reduced to less than 25% as required under Rule 8.08 of the Listing Rules.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each month since the Listing Date up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2007		
October	3.86	3.04
November	3.34	2.49
December	2.88	2.40
2008		
January	2.75	1.73
February	2.19	1.44
March	1.56	1.10
April	1.53	1.33
May	1.65	1.40
June	1.48	1.26
July (up to the Latest Practicable Date)	1.31	1.15

Source: The Stock Exchange

SHARES REPURCHASED BY THE COMPANY

As at the Latest Practicable Date, the Company repurchased 57,726,000 Shares on the Stock Exchange at an aggregate consideration of HK\$82,689,096.00 before expenses. The repurchases were effected by the Directors for the enhancement of Shareholder value in the long term. Details of the Share repurchases are as follows:

Date of repurchases	Number of Shares repurchased	Highest price paid per Share HK\$	Lowest price paid per Share HK\$	Aggregate consideration paid HK\$
16 April 2008	658,000	1.44	1.44	947,520.00
17 April 2008	238,000	1.47	1.45	347,075.40
21 April 2008	28,000	1.47	1.47	41,160.00
22 April 2008	1,196,000	1.48	1.45	1,761,229.60
23 April 2008	750,000	1.48	1.46	1,105,875.00
24 April 2008	566,000	1.48	1.46	836,717.80
25 April 2008	144,000	1.48	1.48	213,120.00
28 April 2008	854,000	1.48	1.47	1,263,920.00
29 April 2008	508,000	1.48	1.47	751,179.60
Sub-total	4,942,000	1.48	1.44	7,267,797.40

Date of repurchases	Number of Shares repurchased	Highest price paid per Share <i>HK\$</i>	Lowest price paid per Share <i>HK\$</i>	Aggregate consideration paid <i>HK\$</i>
13 May 2008	2,000,000	1.48	1.42	2,917,200.00
14 May 2008	330,000	1.48	1.46	482,889.00
15 May 2008	1,862,000	1.46	1.43	2,686,121.20
16 May 2008	1,864,000	1.45	1.42	2,667,384.00
19 May 2008	1,298,000	1.48	1.45	1,906,242.80
20 May 2008	1,510,000	1.47	1.45	2,205,808.00
21 May 2008	218,000	1.47	1.46	320,263.80
22 May 2008	840,000	1.48	1.46	1,234,968.00
23 May 2008	2,760,000	1.48	1.45	4,027,392.00
26 May 2008	586,000	1.48	1.45	860,423.80
30 May 2008	2,300,000	1.48	1.48	3,404,000.00
Sub-total	15,568,000	1.48	1.42	22,712,692.60
2 June 2008	4,956,000	1.46	1.42	7,185,208.80
3 June 2008	3,000,000	1.45	1.43	4,328,100.00
4 June 2008	2,758,000	1.47	1.45	4,005,167.60
5 June 2008	2,200,000	1.48	1.44	3,200,560.00
6 June 2008	2,584,000	1.47	1.45	3,784,268.00
10 June 2008	1,598,000	1.42	1.38	2,248,705.60
11 June 2008	620,000	1.41	1.40	873,146.00
12 June 2008	2,500,000	1.40	1.36	3,475,250.00
13 June 2008	3,000,000	1.42	1.36	4,170,600.00
16 June 2008	3,000,000	1.42	1.39	4,206,600.00
17 June 2008	3,000,000	1.40	1.36	4,121,400.00
18 June 2008	8,000,000	1.40	1.35	11,109,600.00
Sub-total	37,216,000	1.48	1.35	52,708,606.00
Total	57,726,000	1.48	1.35	82,689,096.00

The repurchased Shares were cancelled on delivery of the share certificates during the year.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

GENERAL

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)).

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company nor has undertaken not to do so in the event that the proposed Repurchase Mandate is approved by the Shareholders.

The following sets out the particulars of the retiring Directors proposed to be re-elected at the AGM.

Mr. Gao Dekang, aged 56, is the Chairman and Chief Executive Officer of the Company. Mr. Gao is the founder of the Group and is responsible for the strategic development and overall management of the Group. Mr. Gao has over 20 years' experience in the down apparel industry. He has acted as Director of Baimao Town Shanjing Clothing Factory (1980–1983), Director of Baimao Town Down Apparel Factory (1984–1992), Chairman and General Manager of Changshu Down Product Group Corp. (1992–1993), Chairman (from 1994 to 1998, and from 2004 to present) and General Manager (from June 1994 to June 2007) of Bosideng Corporation Limited by Shares (“Bosideng Corporation”) and, pursuant to the reorganisation of the business comprising the Group (“Reorganisation”), Chairman and Chief Executive Officer of the Company. Mr. Gao has also assumed leadership in various associations, such as the China Garment Association (as Vice President since 2004) and the Down Apparel and Related Products Committee of China National Garment Association (as First Deputy Director since 2006). Mr. Gao has been awarded numerous prizes and honours. In 1993, he was awarded the title of Special Contributor to the Development of China's Apparel Industry by the former Ministry of Domestic Trade. In 1998, he was awarded the title of National Excellent Township Entrepreneur by the Ministry of Agriculture. In 2000, he was named as a National Model Worker by the State Council and as a National Model Worker in the textile industry by the State Administration of Textile Industry, and was awarded an achievement medal by the China Garment Association for his contributions to the Chinese apparel industry. In December 2002, he was elected as a delegate to the 10th National People's Congress, and was re-elected to the 11th National People's Congress in January 2008. In 2005, he was awarded the Outstanding Contribution Prize in the Chinese Down Industry from the China Feather and Down Industrial Association and was accredited as a down apparel expert in China. In 2006, he was ranked among the 50 figures representing Chinese outstanding brands for 2005. In January 2007, he was named as an Economic Figure of Year 2006 by China Central Television, an Innovation Figure in the Chinese textile industry by China National Textile and Apparel Council and a Figure of Leading Brands for Year 2006 by China Brand Union Association. In June 2007, he was awarded as China's Top Ten Pioneer Entrepreneurs (中國十大創業領袖) by the “Contemporary Manager” magazine. Mr. Gao is a senior economist and a senior engineer. Mr. Gao received an EMBA degree (majoring in Business Administration) from Phoenix International University in December 2002.

Pursuant to the existing service agreement between Mr. Gao and the Company, the appointment of Mr. Gao was for fixed term of three years commencing from 15 September 2007. The current director's fee payable to Mr. Gao is RMB480,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Gao is determined by reference to his duty, qualification and experience and the prevailing market rate.

Mr. Gao has not held any directorship in any other public listed companies in the past three years. For Mr. Gao's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to the “Report of Directors — Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares or Debentures” of the Company's annual report for the financial year ended 31 March 2008. Mr. Gao is the spouse of Ms. Mei Dong (a Controlling Shareholder and Director), father of Mr. Gao Xiaodong (a Controlling Shareholder), and cousin of Ms. Gao Miaoqin (a Director). Mr. Gao is shareholder and director of Kong Bo Investment Limited (a Controlling Shareholder). Save

as disclosed above, there are no other matters concerning Mr. Gao's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. Gao Miaoqin, aged 57, was appointed as an executive Director of the Company in July 2006. Ms. Gao is mainly responsible for the overall administrative management and coordination of the Group's operations. Ms. Gao has over ten years' experience in the down apparel industry. She joined Bosideng Corporation in June 1994, and acted as Director and Deputy General Manager. Since she joined Bosideng Corporation, Ms. Gao has remained in the Bosideng Group (as defined in the Prospectus) and, pursuant to the Reorganisation, in the Group. Previously, she served as a teacher in various middle schools in Changshu and won several recognitions and honors as an excellent teacher. In 2004, she was ranked among 100 Outstanding Chinese Corporate Culture Researchers by the China Association for Corporate Culture Exchange. In January 2007, she won the title of Meritorious Contributor to the Construction of Dezhou Economic Development Zone. In March 2008, she won the title of "Outstanding Person for Listing Work 2006/2007" awarded by the Suzhou Municipal Government. Ms. Gao received a certificate of advanced English education for middle school English teachers from Suzhou University of China in August 1985.

Pursuant to the existing service agreement between Ms. Gao and the Company, the appointment of Ms. Gao was for a fixed term of three years commencing from 15 September 2007. The current directors' fee payable to Ms. Gao is RMB180,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Ms. Gao is determined by reference to her duty, qualification and experience and the prevailing market rate.

Ms. Gao has not held any directorship in any other public listed companies in the past three years. For Ms. Gao's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to the "Report of Directors — Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares or Debentures" of the Company's annual report for the financial year ended 31 March 2008. Ms. Gao is the cousin of Mr. Gao Dekang (a Controlling Shareholder and Director), and aunt of Mr. Gao Xiaodong (a Controlling Shareholder). Save as disclosed above, there are no other matters concerning Ms. Gao's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Wang Yao, aged 50, was appointed as an independent non-executive Director of the Company in September 2007. Since 1989, Mr. Wang has worked for the Commercial Information Center of the Ministry of Commerce, Commercial Information Center of the PRC Ministry of Domestic Trade, China National Commercial Information Center and China General Chamber of Commerce. He now serves as Deputy Secretary and concurrently Head of the Industry Development Department and Information Department of the China General Chamber of Commerce, as well as Deputy Director of the China National Commercial Information Centre. Over the past 15 years, Mr. Wang has focused his research efforts on China's retail market, macro-economy and statistics and analysis of retail data. He has also provided consulting services concerning the retail market for industrial and commercial enterprises and government departments. Since 1992, he has published periodic monitoring reports on the national consumable retail market annually. Mr. Wang received a Ph.D. degree in Engineering from Harbin Institute of Technology in March 1989.

Pursuant to the existing appointment letter from the Company, the appointment of Mr. Wang was for a fixed term of three years commencing from 15 September 2007. The current director's fee payable to Mr. Wang is RMB300,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Wang is determined by reference to his duty, qualification and experience and the prevailing market rate.

Currently, Mr. Wang is a director of Golden Eagle Retail Group Ltd., a company listed on the Hong Kong Stock Exchange (3308). Save as disclosed above, Mr. Wang has not held any directorship in any other public listed companies in the past three years. He does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. Mr. Wang is not connected with any Directors, senior management, substantial Shareholders or the Controlling Shareholders of the Company. Save as disclosed above, there are no other matters concerning Mr. Wang's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Ngai Wai Fung, aged 46, was appointed as an independent non-executive Director of the Company in September 2007. He is currently the Director and Head of Listing Services of KCS Hong Kong Limited, an independent integrated corporate services provider, Vice President of the Hong Kong Institute of Chartered Secretaries and the Chairman of its Membership Committee. He was the Company Secretary of Industrial and Commercial Bank of China (Asia) Limited in 2005, Executive Director of Top Orient Capital (Asia) Ltd from 2003 to 2005, the Company Secretary of China Unicom Limited from 2001 to 2003, the Executive Director, the Company Secretary and the Chief Financial Officer of Oriental Union Holdings Limited from 1999 to 2001. Mr. Ngai is an associate of the Association of Chartered Certified Accountants in the United Kingdom, an associate of the Hong Kong Institute of Certified Public Accountants, a fellow of the Institute of Chartered Secretaries and Administrators and a fellow of the Hong Kong Institute of Chartered Secretaries. Mr. Ngai received a Master's Degree in Corporate Finance from Hong Kong Polytechnic University in 2002 and a Master's Degree in Business Administration from Andrews University of Michigan in 1992. He is a doctoral candidate in Finance at Shanghai University of Finance and Economics. Mr. Ngai has over 18 years of senior management experience, most of which is in the areas of finance, accounting, internal control and regulatory compliance for issuers including major red chips companies.

Pursuant to the existing appointment letter from the Company, the appointment of Mr. Ngai was for a fixed term of three years commencing from 15 September 2007. The current director's fee payable to Mr. Ngai is RMB360,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Ngai is determined by reference to his duty, qualification and experience and the prevailing market rate.

Mr. Ngai is currently an independent non-executive director and a member of the Audit Committee of China Life Insurance Company Limited (02628), Franshion Properties (China) Limited (0817) and China Railway Construction Corporation Limited (01186), shares of which are listed on the Hong Kong Stock Exchange.

Save as disclosed above, Mr. Ngai has not held any directorship in any other public listed companies in the past three years. He does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. Mr. Ngai is not connected with any Directors, senior management,

substantial Shareholders or the Controlling Shareholders of the Company. Save as disclosed above, there are no other matters concerning Mr. Ngai's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Bosideng International Holdings Limited

波司登國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3998)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting (*AGM*) of Bosideng International Holdings Limited (*Company*) will be held at Tianshan Room, Level 5, Island Shangri-La, Pacific Place, Supreme Court Road, Central, Hong Kong on 26 September 2008 at 10 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the financial statements and the reports of the directors (*Directors*) and auditors (*Auditors*) for the year ended 31 March 2008.
2. To declare a final dividend and a special dividend for the year ended 31 March 2008.
3.
 - (i) To re-elect Mr. Gao Dekang as a director;
 - (ii) To re-elect Ms. Gao Miaoqin as a director;
 - (iii) To re-elect Mr. Wang Yao as a director;
 - (iv) To re-elect Mr. Ngai Wai Fung as a director; and
 - (v) To authorised the board of Directors (*Board*) to fix the directors' remuneration.
4. To appoint the Auditors and to authorise the Board to fix the remuneration of the Auditors.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions, as ordinary resolution of the Company:
 - A. "THAT:
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (*Directors*) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the shares of the Company (*Shares*) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to
 - (i) a Rights Issue (as hereinafter defined);
 - (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares;
 - (iii) the exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of option to subscribe for, or rights to acquire Shares; or
 - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the articles of association of the Company from time to time

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws or the Company’s articles of association to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where it would or might be unlawful or impracticable to offer Shares in compliance with any legal or regulatory requirements or special formalities in such place under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of Shares or such other equity securities.”

B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued Shares on the Stock Exchange of Hong Kong Limited (*Stock Exchange*) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (*Listing Rules*) or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution, and the said approval under paragraph (a) above shall be limited accordingly;
- (c) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and hereby revoked; and

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- C. “**THAT** conditional upon the passing of resolutions A and B above, the general mandate granted to the Directors pursuant to resolution A above be and is hereby extended by the addition to it of an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate under resolution B above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.”

By Order of the Board of
Bosideng International Holdings Limited
Gao Dekang
Chairman

Hong Kong, 31 July 2008

Notes:

1. Resolution 5C will be proposed to the shareholders for approval provided that ordinary resolutions 5A and 5B are passed by the shareholders.
2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, a form of proxy must be deposited the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806–07, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. Please refer to Appendix II of the circular of the Company dated 31 July 2008 for the details of the retiring Directors subject to re-election at the AGM.