
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 **Bosideng International Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy 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 REPURCHASE SHARES
AND TO ISSUE NEW 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 Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, August 26, 2011 at 10:00 a.m. is set out on pages 14 to 17 of 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 17M 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. 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.

July 28, 2011

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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 Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, August 26, 2011 at 10:00 a.m, the notice of which is set out on pages 14 to 17 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” | July 21, 2011, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |
| “Memorandum” | the memorandum of association of the Company |
| “PRC” | The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan |

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” | a share option scheme adopted by the Company on September 10, 2007 |
| “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
Dr. Kong Shengyuan
Ms. Gao Miaoqin
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

July 28, 2011

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW 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 and the special resolution 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 had 7,772,350,000 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 1,554,470,000 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 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 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

According to the Shareholders' resolution as approved in the AGM held on August 26, 2010, 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 had 7,772,350,000 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 777,235,000 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, Dr. Kong Shengyuan, Ms. Gao Miaoqin, 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. Wang Yunlei, 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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

NOTICE OF AGM

A notice convening the AGM to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on August 26, 2011 at 10:00 a.m. is set out on pages 14 to 17 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 17M 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.

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 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

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 7,772,350,000 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 777,235,000 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 AGM of the Company, (ii) the expiration of the period within which the next AGM of the Company is required by laws or the 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. 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.

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the Memorandum and the Articles for such purpose.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 March 31, 2011 in the results announcement of the Company dated June 28, 2011). 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, Kova Group Limited, Mr. Gao Dekang and Ms. Mei Dong (the *Controlling Shareholders*), together controlled the exercise of approximately 67.03% 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 74.48% 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 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.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

| | Price per Share (Note) | |
|--|-------------------------------|---------------|
| | Highest | Lowest |
| | <i>HK\$</i> | <i>HK\$</i> |
| 2010 | | |
| July | 2.50 | 2.00 |
| August | 2.72 | 2.30 |
| September | 3.44 | 2.54 |
| October | 4.11 | 3.15 |
| November | 4.10 | 3.40 |
| December | 3.98 | 2.96 |
| 2011 | | |
| January | 3.43 | 2.41 |
| February | 2.48 | 1.88 |
| March | 2.42 | 2.06 |
| April | 2.74 | 2.25 |
| May | 2.60 | 2.13 |
| June | 2.48 | 1.90 |
| July (up to the Latest Practicable Date) | 2.56 | 2.18 |

Source: The Stock Exchange

Shares repurchased by the Company

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)).

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. Gao Dekang, aged 59, is the Chairman of the Board and CEO of the Group. Mr. Gao is the representative of the 10th and the 11th National Congress and the National Model Worker (全國勞動模範). 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 30 years' experience in the apparel industry. He has also assumed leadership in various associations, such as being a member of Executive Committee of China Federation of Industry and Commerce since 2007, the Vice President of China National Light Industry Council since 2006, the President of Textile & Garment Chamber of Commerce, All-China Federation of Industry & Commerce since 2010, the Vice President of China National Garment Association since 2004, and the First Deputy Director of the Down Apparel and Related Products Committee of China National Garment Association since 2006. During the reporting period, Mr. Gao has been awarded numerous prizes and honors. In November 2009, he was elected as "Excellent Contributor of Chinese Socialism (優秀中國特色社會主義事業建設者)" jointly by the United Front Work Department of CPC Central Committee, Ministry of Industry and Information Technology of the PRC, Ministry of Human Resources and Social Security of the PRC, State Administration for Industry and Commerce of the PRC and All-China Federation of Industry and Commerce. In December 2009, he was elected as one of the "Outstanding Administrator of the 30th Anniversary of All-rounded National Quality Control" by China Association for Quality. In August 2009, he was elected as "National Economic Figure on the 60th Anniversary of the PRC" (新中國成立60周年全國經濟新聞人物) by the Association of China Economic Press. In November 2009, he was elected as "2009 China CEO" (2009 中國CEO年度人物) by the 2009 China CEO Summit Forum (中國CEO高峰論壇). In December 2009, he was elected as "Meritorious Entrepreneur of China Feather and Down Industry" (中國羽絨行業功勳企業家) by China Feather and Down Industrial Association and as one of the "60 Outstanding Brand Builders in Memory of the 60th Anniversary of the PRC" (建國60年60位功勳品牌人物) by Organizing Committee of Chinese Person of the Year 2009 (2009 品牌中國年度人物組委會). He is a senior economist and a senior engineer. Mr. Gao received an EMBA degree (majoring in Business Administration) from Phoenix International University in 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 September 15, 2007, which was renewed on September 8, 2010, where such contract shall continue until terminated by either party by giving a 3 month written notice. 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 March 31, 2011. 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).

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Gao is a shareholder and director of Kong Bo Investment Limited (a Controlling Shareholder). Save as disclosed above, there are no other matters concerning Mr. Gao's re-election that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Ms. Wang Yunlei, aged 31, a Director of the Company and CEO's Assistant and was appointed as an executive Director in September 2006. Since then, she has remained with the Group. Ms. Wang assists Mr. Gao Dekang in the overall management of the Group. She joined Shanghai Bingjie Fashion Co., Ltd., a member of the Group, in May 2005. Ms. Wang received a college certificate in Accounting from Shanghai Donghua University in 2001, a Bachelor of Arts degree in Business Administration from Upper Iowa University in the United States in 2004 and a Master's Degree in Business Administration from the New York Institute of Technology in 2004. Ms. Wang has not held any directorship in any other listed public companies in the last three years.

Pursuant to the existing service agreement between Ms. Wang and the Company, the appointment of Ms. Wang was for an initial fixed term of three years commencing from September 15, 2007 which was renewed on September 8, 2010, where such contract shall continue until terminated by either party by giving a 3 month written notice. The current director's fee payable to Ms. Wang is RMB180,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Ms. Wang is determined by reference to her duty, qualification and experience and the prevailing market rate.

Ms. Wang is not connected with any Directors, senior management, substantial Shareholders or the Controlling Shareholders. For Ms. Wang'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 March 31, 2011.

Save as disclosed above, there are no other matters concerning Ms. Wang's re-election that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Mr. Wang Yao, aged 52, 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 the vice president of the China General Chamber of Commerce, as well as Director of the China National Commercial Information Center. Over the past 19 years, he 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Pursuant to the existing appointment letter from the Company, the appointment of Mr. Wang was for a fixed term of three years commencing from September 15, 2007 which was renewed on September 8, 2010, where such contract shall continue until terminated by either party by giving a 3 month written notice. The current director's fee payable to Mr. Wang is RMB330,000 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 re-election that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

Mr. Ngai Wai Fung, aged 49, was appointed as an independent non-executive Director of the Company in September 2007. He is currently the Managing Director of MNCOR Consulting Limited, a specialty corporate and compliance services provider to companies in pre-IPO and post-IPO stages. Prior to that, he was 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. Mr. Ngai 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 obtained a Doctoral Degree in Finance at Shanghai University of Finance and Economics in 2011 and 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. Mr. Ngai has over 22 years of senior management experience, most of which are 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 September 15, 2007 which was renewed on September 8, 2010, where such contract shall continue until terminated by either party by giving a 3 month written notice. The current director's fee payable to Mr. Ngai is RMB385,000 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 director of LDK Solar Co., Ltd. (NYSE: LDK) and also an independent non-executive director of China Railway Construction Corporation Limited (01186), BaWang International (Group) Holding Limited (01338), Powerlong Real Estate Holdings Limited (01238), Biostime International Holdings Limited (0112), China Coal Energy Company Limited

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

(01898), SITC International Holdings Company Limited (01308) and Sany Heavy Equipment International Holdings Company Limited (00631). He was an independent non-executive director of Franshion Properties (China) Limited (0817) from May 2007 to June 2011 and China Life Insurance Company Limited (02628) from December 2006 to May 2009. Save as disclosed above, Mr. Ngai has not held any directorship in any other public listed companies in the past three years.

Mr. Ngai did 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 re-election that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2)(h) to (w) of the Listing Rules.

NOTICE OF AGM



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 Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Friday, August 26, 2011 at 10:00 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 March 31, 2011.
2. To declare a final dividend and special dividend.
3.
 - (i) To re-elect Mr. Gao Dekang as a director;
 - (ii) To re-elect Ms. Wang Yunlei 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 authorize the board of Directors (**Board**) to fix the directors' remuneration.
4. To appoint the Auditors and to authorize 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 an 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, grant, distribute and deal with additional shares

NOTICE OF AGM

of the Company (*Shares*) and to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion 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 option scheme adopted by the Company or similar arrangement for the time being adopted for the granting or issuance of Shares, 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 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

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- (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 authorized 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 authorization given to the Directors and shall authorize 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; and
- (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.”

- 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

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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, July 28 2011

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 17M 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 July 28, 2011 for the details of the retiring Directors subject to re-election at the AGM.