
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 Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, August 26, 2016 at 10:00 a.m. is set out on pages 15 to 18 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 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.

July 26, 2016

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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 Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, August 26, 2016 at 10:00 a.m.
“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 of the Company
“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
“Consideration Shares”	850,000,000 new Shares to be issued at HKD0.652 per Share, as part of the consideration for the proposed acquisition (as disclosed in the announcement of the Company dated July 8, 2016) by the Company, upon completion of such acquisition
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof

DEFINITIONS

“Latest Practicable Date”	July 20, 2016, 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
“Repurchase Mandate”	a general and unconditional mandate to the Directors to repurchase the Shares up to 10% of the total number of Shares 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 USD0.00001 each in the share capital of the Company
“Share Option Scheme”	a share option scheme adopted by the Company on September 10, 2007
“SSE”	the Shanghai Stock Exchange
“Shareholders”	the holder(s) of the Share(s)
“Stock Exchange” or “SEHK”	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 of the Board and
Chief Executive Officer*)
Ms. Mei Dong
Ms. Gao Miaoqin
Ms. Huang Qiaolian
Mr. Mak Yun Kuen
Mr. Rui Jinsong

Independent non-executive Directors:

Mr. Dong Binggen
Mr. Wang Yao
Dr. Ngai Wai Fung
Mr. Lian Jie

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

*Principal Place of business
in Hong Kong:*

Unit 5709, 57/F., The Center
99 Queen's Road Central
Central, Hong Kong

July 26, 2016

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

GENERAL MANDATE TO ISSUE AND REPURCHASE SHARES

The Directors wish to propose two ordinary resolutions at the AGM to give the Directors new general mandates:

- (i) to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM; and
- (ii) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM.

As at the Latest Practicable Date, the Company had 7,997,698,000 Shares in issue. Subject to the passing of an ordinary resolution approving the grant of the Issue Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed to issue and allot up to a maximum of 1,599,539,600 Shares under the Issue Mandate. In addition, subject to the passing of the ordinary resolution approving the grant of the Repurchase Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed to repurchase up to a maximum of 799,769,800 Shares under the Repurchase Mandate.

As disclosed in the announcement of the Company dated July 8, 2016, the Company has agreed to issue 850,000,000 Consideration Shares as part of the consideration for the proposed acquisition. Assuming that the Consideration Shares are issued and allotted before the AGM, the total number of Shares in issue as at the date of AGM will be 8,847,698,000. Subject to the passing of the proposed resolution for the grant of the Issue Mandate and on the basis that no further Shares (other than the Consideration Shares) are issued or repurchased by the Company prior to the AGM, the Company would be allowed to issue and allot up to a maximum of 1,769,539,600 new Shares under the Issue Mandate. In addition, subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and on the basis that no further Shares (other than the Consideration Shares) are issued or repurchased by the Company prior to the AGM, the Company would be allowed to repurchase up to a maximum of 884,769,800 Shares under the Repurchase Mandate.

LETTER FROM THE BOARD

The Issue Mandate and the Repurchase Mandate will remain in force until 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 Issue Mandate and the Repurchase 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 Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this Circular.

RE-ELECTION OF DIRECTORS

The Board currently consists of ten Directors. The executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Ms. Gao Miaoqin, Ms. Huang Qiaolian, Mr. Mak Yun Kuen and Mr. Rui Jinsong, and the independent non-executive Directors are Mr. Dong Binggen, Mr. Wang Yao, Dr. Ngai Wai Fung and Mr. Lian Jie.

Pursuant to Article 87 of the Articles, Ms. Huang Qiaolian, Mr. Mak Yun Kuen, Mr. Wang Yao and Dr. Ngai Wai Fung shall retire by rotation. Ms. Huang Qiaolian, Mr. Mak Yun Kuen, Mr. Wang Yao and Dr. Ngai Wai Fung, being eligible, have offered 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 to 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 Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, August 26, 2016 at 10:00 a.m. is set out on pages 15 to 18 of this circular.

LETTER FROM THE BOARD

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 Issue Mandate and the 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,
For and on behalf of the Board
Bosideng International Holdings Limited
Gao Dekang
Chairman of the Board

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 grant of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue was 7,997,698,000. As at the Latest Practicable Date, there were no outstanding options granted under the Share Option Scheme.

Subject to the passing of the ordinary resolution approving the Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed to repurchase up to a maximum of 799,769,800 Shares, representing 10% of the total number of Shares in issue as at the date of AGM.

Assuming that the Consideration Shares are issued and allotted before the AGM, the total number of Shares in issue as at the date of AGM will be 8,847,698,000. Subject to the passing of the resolution for the grant of the Repurchase Mandate at the AGM and on the basis that no further Shares (other than the Consideration Shares) are issued or repurchased by the Company prior to the AGM, the Company would be allowed to repurchase a maximum of 884,769,800 Shares under the Repurchase Mandate.

REASONS FOR SHARES REPURCHASE

The Directors believe that the flexibility afforded by the 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 the net asset value 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 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.

The exercise of the 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, 2016 in the results announcement of the Company dated June 29, 2016). 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 of the Company, namely Mr. Gao Dekang and his associates (the "**Controlling Shareholders**"), together controlled the exercise of approximately 65.16% of the voting rights in the Company's general meeting. If the Directors fully exercise the Repurchase Mandate, the percentage of voting rights in the Company's general meeting held by the Controlling Shareholders would increase to approximately 72.40% 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.

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, and up to the Latest Practicable Date were as follows:

	Price per Share (Note)	
	Highest HKD	Lowest HKD
2015		
July	1.00	0.64
August	0.81	0.63
September	0.75	0.66
October	0.78	0.70
November	0.77	0.67
December	0.71	0.64
2016		
January	0.67	0.56
February	0.64	0.56
March	0.65	0.61
April	0.67	0.62
May	0.63	0.59
June	0.66	0.57
July (up to the Latest Practicable Date)	0.66	0.63

Source: The Stock Exchange

SHARES REPURCHASED BY THE COMPANY

The Company had repurchased the following Shares on the Stock Exchange during the six months period preceding the Latest Practicable Date:

Trading day	Number of Shares repurchased	Price per Share paid	
		Highest price (HKD)	Lowest price (HKD)
January 19, 2016	616,000	0.60	0.60
January 25, 2016	338,000	0.61	0.61
January 26, 2016	3,300,000	0.61	0.60
February 12, 2016	1,518,000	0.60	0.58
May 16, 2016	592,000	0.60	0.60
May 18, 2016	2,162,000	0.60	0.60
May 19, 2016	1,126,000	0.60	0.60
Total	9,652,000*		

* 5,772,000 Shares repurchased were cancelled in February 2016 and 3,880,000 Shares were cancelled in June 2016, respectively.

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 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 close associates has any present intention, in the event that the grant of the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

No core connected person 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 grant of the 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.

Ms. Huang Qiaolian, aged 51, is an executive Director and the Vice President of the Company and the General Manager of Shanghai Bosideng Fashion Design and Development Centre Co., Ltd. (a subsidiary of the Company) and was appointed as an executive Director in June 2007. Ms. Huang is responsible for conducting the monographic study on the fashion trend of down apparel, unveiling the fashion trend and designing high-end down apparel products. Her works have been displayed in numerous exhibitions in countries such as Korea, Canada and Russia. She received various honours such as contemporary renowned designer, one of the top ten fashion designers in China and the contributing designer in publishing the research on the garment trend in China. She has over 20 years' experience in the fashion industry. She serves various positions in different associations and organizations, such as the Council Member of the Fashion Art Committee of China Fashion Association (中國服裝設計師協會時裝藝術委員會) and the special researcher for the fashion trend of China Fashion. Ms. Huang joined Bosideng Corporation in March 1997 and remained with the Group after the reorganization of the businesses of the Group prior to its listing. She graduated from the School of Fashion Design in Jiangsu (江蘇服裝設計學校) in 1987 and further studied in Donghua University majoring in High Fashion in 1994 and the Public School of High Fashion in Paris, France (法國巴黎高級時裝公學院) in 1999. She studied in East China Normal University in Shanghai majoring in Business Administration in 2004.

Ms. Huang had not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date. Pursuant to the service agreement between Ms. Huang and the Company, the appointment of Ms. Huang was for a fixed term of three years commencing from September 15, 2010, renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Ms. Huang is subject to retirement by rotation and re-election in accordance with the Articles. The current Director's fee payable to Ms. Huang is RMB180,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Ms. Huang is determined by reference to her duty, qualification and experience and the prevailing market rate.

As at the Latest Practicable Date, (i) Ms. Huang did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) Ms. Huang was deemed to be interested in 2,763,697 Shares (within the meaning of Part XV of the SFO), representing approximately 0.03% of the issued share capital of the Company.

Save as disclosed above, there are no other matters concerning Ms. Huang'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) of the Listing Rules.

Mr. Mak Yun Kuen, aged 40, is an executive Director, the company secretary and the chief financial officer of the Company. Mr. Mak is responsible for the overall financial and accounting affairs, investor relations and company secretarial affairs of the Company. In addition, Mr. Mak is the director and/or company secretary of certain subsidiaries in the Group. He joined the Company in July 2008 and was appointed as an executive Director with effect from May 2013. Mr. Mak graduated from Lingnan University with a Bachelor's Degree in Business Administration (Honours), and is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of the Association of Chartered Certified Accountants. Before joining the Group, Mr. Mak was the qualified accountant and company secretary of Golden Eagle Retail Group Limited (SEHK, Stock Code: 03308), a company listed on the Stock Exchange.

Mr. Mak had not held any directorship in any other listed public companies during the three years preceding the Latest Practicable Date. Mr. Mak has entered into a service agreement with the Company for an initial term of three years commencing from May 1, 2013 renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Mr. Mak is subject to retirement by rotation and re-election in accordance with the Articles. The current Director's fee payable to Mr. Mak is RMB180,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Mak is determined by reference to his duty, qualification and experience and the prevailing market rate.

As at the Latest Practicable Date, (i) Mr. Mak did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) Mr. Mak did not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters concerning the re-election of Mr. Mak as a Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Wang Yao, aged 57, was appointed as an independent non-executive Director in September 2007. He currently serves as the director of the China National Commercial Information Center and Vice President of the China General Chamber of Commerce. He received a Ph.D. degree in Engineering from Harbin Institute of Technology in 1989. He also obtained the qualification as a professor-grade senior engineer. He has been an independent non-executive director of each of Hosa International Limited (SEHK, Stock Code: 02200) and Golden Eagle Retail Group Ltd. (SEHK, Stock Code: 03308).

Save as disclosed above, Mr. Wang had not held any directorship in any other listed public companies during the three years preceding the Latest Practicable Date. Mr. Wang has entered into an appointment letter with the Company for a term of three years commencing from September 15, 2010 renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Mr. Wang is subject to

retirement by rotation and re-election in accordance with the Articles. 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.

As at the Latest Practicable Date, (i) Mr. Wang did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) Mr. Wang did not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters concerning the re-election of Mr. Wang as a Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Dr. Ngai Wai Fung, aged 54, was appointed as an independent non-executive Director in September 2007. He is currently the director and chief executive officer of SW Corporate Services Group Limited, a specialty company secretarial, corporate governance 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 an independent integrated corporate services provider. Dr. Ngai has over 20 years of senior management experience including acting as the executive director, chief financial officer and company secretary, most of which are in the areas of finance, accounting, internal control, regulatory compliance, corporate governance and secretarial work for listed issuers including major red chips companies. He had led or participated in a number of significant corporate finance projects including listings, mergers and acquisitions as well as issuance of debt securities. Dr. Ngai is the Immediate Past President of the Hong Kong Institute of Chartered Secretaries, a member of Qualification and Examination Board of the Hong Kong Institute of Certified Public Accountants, the Adjunct Professor of Law at Hong Kong Shue Yan University, a member of the General Committee of the Chamber of Hong Kong Listed Companies and Finance Expert Consultant of Ministry of Finance of the People's Republic of China. Dr. Ngai was appointed by the Chief Executive of The Hong Kong Special Administrative Region as a member of Working Group on Professional Services under the Economic Development Commission for two years in 2013 and reappointed for further two years in 2015. He is a fellow of the Association of Chartered Certified Accountants in the United Kingdom, a member of the Hong Kong Institute of Certified Public Accountants, a fellow of the Institute of Chartered Secretaries and Administrators, a fellow of the Hong Kong Institute of Chartered Secretaries, a fellow of Hong Kong Institute of Directors and a member of Hong Kong Securities and Investment Institute. Dr. 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 and a Bachelor's Degree in Law at University of Wolverhampton in 1994.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Dr. Ngai is currently an independent non-executive director of three dual-listing companies whose shares are listed on the Stock Exchange and the SSE, namely China Railway Group Limited (SEHK, Stock Code: 00390; SSE, Stock Code: 601390), China Coal Energy Company Limited (SEHK, Stock Code: 01898; SSE, Stock Code: 601898) and BBMG Corporation (SEHK, Stock Code: 02009; SSE, Stock Code: 601992). In addition, Dr. Ngai is the independent non-executive director of the following companies, namely BaWang International (Group) Holding Limited (SEHK, Stock Code: 01338), Biostime International Holdings Limited (SEHK, Stock Code: 01112), Beijing Capital Juda Limited (SEHK, Stock Code: 01329), Powerlong Real Estate Holdings Limited (SEHK, Stock Code: 01238), SITC International Holdings Company Limited (SEHK, Stock Code: 01308), Yangtze Optical Fibre and Cable Joint Stock Limited Company (SEHK, Stock Code: 06869), TravelSky Technology Limited (SEHK, Stock Code: 00696) and Topsearch International (Holdings) Limited (Stock Code: 02323). Dr. Ngai is also an independent director of LDK Solar Co., Ltd. (stock code: LDKYQ) and SPI Energy Co., Ltd. (listed on the Nasdaq Stock Market, Stock Code: SPI). He was the independent non-executive director of Franshion Properties (China) Limited (SEHK, Stock Code: 00817) from May 2007 to June 2011, the independent non-executive director of China Life Insurance Company Limited (SEHK, Stock Code: 02628) from December 2006 to May 2009, the independent non-executive director of China Railway Construction Corporation Limited (SEHK, Stock Code: 01186; SSE, Stock Code: 601186) from November 2007 to October 2014 and the independent non-executive director of Sany Heavy Equipment International Holdings Company Limited (SEHK, Stock Code: 00631) from November 2009 to December 2015.

Save as disclosed above, Dr. Ngai had not held any directorship in any other listed public companies during the three years preceding the Latest Practicable Date. Dr. Ngai has entered into an appointment letter with the Company for a term of three years commencing from September 15, 2010 renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Dr. Ngai is subject to retirement by rotation and re-election in accordance with the Articles. The current Director's fee payable to Dr. Ngai is RMB385,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Dr. Ngai is determined by reference to his duty, qualification and experience and the prevailing market rate.

As at the Latest Practicable Date, (i) Dr. Ngai did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) Dr. Ngai did not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters concerning the re-election of Dr. Ngai as a Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) 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 Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, August 26, 2016 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**”) of the Company for the year ended March 31, 2016.
2. To declare a final dividend of HKD2.6 cents per ordinary share of the Company (“**Share**”).
3.
 - (i) To re-elect Ms. Huang Qiaolian as an executive Director;
 - (ii) To re-elect Mr. Mak Yun Kuen as an executive Director;
 - (iii) To re-elect Mr. Wang Yao as an independent non-executive Director;
 - (iv) To re-elect Dr. Ngai Wai Fung as an independent non-executive Director; and
 - (v) To authorize the board of Directors of the Company (“**Board**”) to fix the Directors’ remuneration.
4. To appoint the Auditors and to authorize the Board to fix the remuneration of the Auditors.

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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 during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and deal with additional 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 total number of Shares 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 total number of Shares in issue as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and

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(d) 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
- (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 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 total number of Shares which are authorized to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing of this Resolution, and the said approval under paragraph (a) above shall be limited accordingly; and
- (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.”

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- C. “**THAT** conditional upon the passing of resolutions 5A and 5B above, the General Mandate granted to the Directors pursuant to resolution 5A above be and is hereby extended by the addition to it of the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate under resolution 5B above, provided that such repurchase shall not exceed 10% of the total number of Shares in issue as at the date of passing of this Resolution.”

By Order of the Board
BOSIDENG INTERNATIONAL HOLDINGS LIMITED
Gao Dekang
Chairman of the Board

Hong Kong, July 26, 2016

Notes:

1. 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.
2. 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.
3. 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.
4. Please refer to Appendix II of the circular of the Company dated July 26, 2016 for the details of the retiring Directors subject to re-election at the AGM.