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

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

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LI NING COMPANY LIMITED

李寧有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2331)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
(2) PROPOSED FINAL DIVIDEND,
(3) RE-ELECTION OF DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Li Ning Company Limited (the “AGM”) to be held at Star Room, Level 42, Cordis Hong Kong at Langham Place, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 14 June 2019 at 11:00 a.m. is set out in Appendix III to this circular. If you are not able to attend and/or vote at the AGM, you are strongly urged to complete and return the form of proxy, a copy of which is enclosed, in accordance with the instructions printed thereon as soon as possible and 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 form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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DEFINITIONS

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

“2013 Open Offer”	the open offer of convertible securities issued by the Company as set out in the listing document of the Company dated 27 March 2013
“2015 Open Offer”	the open offer of offer securities issued by the Company as set out in the listing document of the Company dated 9 January 2015
“AGM”	the annual general meeting of the Company to be held at Star Room, Level 42, Cordis Hong Kong at Langham Place, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 14 June 2019 at 11:00 a.m.
“Annual Report 2018”	the annual report of the Company for the year ended 31 December 2018 despatched to the Shareholders together with this circular
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	Li Ning Company Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Hong Kong Stock Exchange
“CS”	convertible securities issued under 2013 Open Offer or 2015 Open Offer
“CS Holder(s)”	holder(s) of CS
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of the Company of RMB8.78 cents per Share issued or to be issued upon conversion of convertible securities for the year ended 31 December 2018 to be paid to the Shareholders whose names are shown on the register of members of the Company and the CS Holders whose names are shown on the register of CS Holders of the Company whose convertible securities remain outstanding at the close of business on the Final Dividend Record Date
“Final Dividend Record Date”	Friday, 21 June 2019, being the record date for determining entitlement of the Shareholders and CS Holders to the proposed Final Dividend

DEFINITIONS

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong Dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to authorise them to allot, issue and otherwise deal with additional Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM or any adjournment thereof
“Latest Practicable Date”	28 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Notice of AGM”	the notice dated 11 April 2019 convening the AGM as set out in Appendix III to this circular
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Code”	The Hong Kong Code on Share Buy-backs
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to authorise them to repurchase Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM or any adjournment thereof
“Restricted Share Award Schemes”	the former restricted share award scheme adopted by the Company on 14 July 2006 (as amended on 30 April 2009 and 4 July 2012) and expired on 14 July 2016 and the new restricted share award scheme adopted by the Company on 14 July 2016
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Share Option Schemes”	the former share option scheme adopted by the Company on 5 June 2004 (as amended on 15 May 2009 and 11 October 2012) and terminated on 30 May 2014 and the new share option scheme adopted by the Company on 30 May 2014
“subsidiary(ies)”	subsidiary(ies) within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented and replaced from time to time
“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



LI NING COMPANY LIMITED

李寧有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2331)

Executive Directors

Mr. LI Ning (*Executive Chairman and
Interim Chief Executive Officer*)

Mr. LI Qilin

Independent Non-executive Directors

Mr. KOO Fook Sun, Louis

Ms. WANG Ya Fei

Dr. CHAN Chung Bun, Bunny, *GBS, JP*

Mr. SU Jing Shyh, Samuel

Registered office

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

Suites 1, 7-15, Level 45

Office Tower, Langham Place

8 Argyle Street, Mongkok

Kowloon, Hong Kong

11 April 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE NEW SHARES AND REPURCHASE SHARES,
(2) PROPOSED FINAL DIVIDEND,
(3) RE-ELECTION OF DIRECTORS
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the AGM for the grant of the Issue Mandate and the Repurchase Mandate, declaration of a Final Dividend for the year ended 31 December 2018 and the re-election of retiring Directors, and to give you Notice of AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (a) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM or any adjournment thereof; and
- (b) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM or any adjournment thereof,

and to authorize an extension of the limit of the Issue Mandate granted by adding to it an amount representing the aggregate nominal amount of Shares repurchased by the Company under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Issue Mandate

The Company had 2,192,745,449 Shares in issue as at the Latest Practicable Date. Subject to the passing of the proposed resolutions approving the Issue Mandate and in accordance with the terms therein, on the basis of 2,192,745,449 existing Shares in issue and assuming that such number of issued Shares remains the same at the date of passing the proposed resolutions, the Company could under the Issue Mandate allot, issue and deal with up to 219,274,544 new Shares, representing 10% of the aggregate nominal amount of the total issued Shares of the Company at the date of passing of the resolution approving the Issue Mandate.

As at the Latest Practicable Date, save for the Shares to be issued and allotted by the Company upon the exercise of (i) the share options granted under the Share Option Schemes and (ii) the conversion rights attaching to the convertible securities issued by the Company, the Directors have no immediate plans to issue any Shares under the Issue Mandate.

Details of the Issue Mandate are set out in Resolutions No. 5 and No. 7 respectively in the Notice of AGM.

LETTER FROM THE BOARD

Repurchase Mandate

Subject to the passing of the proposed resolution approving the Repurchase Mandate and in accordance with the terms therein, on the basis of 2,192,745,449 existing Shares in issue and assuming that such number of issued Shares remains the same at the date of passing the proposed resolution, the Company could under the Repurchase Mandate repurchase up to 219,274,544 Shares, representing 10% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the Listing Rules to be sent to Shareholders with respect to the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

Details of the Repurchase Mandate are set out in Resolution No. 6 in the Notice of AGM.

3. PROPOSED FINAL DIVIDEND

As stated in the announcement issued by the Company dated 21 March 2019 relating to the annual results of the Group for the year ended 31 December 2018, the Board recommended the payment of a Final Dividend of RMB8.78 cents per Share issued or to be issued upon conversion of convertible securities in cash in respect of the year ended 31 December 2018 to (i) the Shareholders whose names appear on the register of members of the Company on the Final Dividend Record Date; and (ii) the CS Holder(s) whose convertible securities remain outstanding on the Final Dividend Record Date. Such Final Dividend will not be subject to any withholding tax.

The proposed Final Dividend shall be declared in RMB and paid in Hong Kong Dollars based on the official exchange rate of Renminbi against Hong Kong Dollars as quoted by the People's Bank of China on 14 June 2019, being the date of the AGM on which the Final Dividend is proposed to the Shareholders for approval.

The proposed Final Dividend is subject to approval by the Shareholders at the AGM and a resolution in respect of the proposed Final Dividend will be proposed to the Shareholders for voting at the AGM. If the resolution for the proposed Final Dividend is passed at the AGM, the proposed Final Dividend is expected to be paid:

- (i) on 2 July 2019 to Shareholders whose names shall appear on the register of members of the Company on 21 June 2019;
- (ii) on 2 July 2019 to CS Holders issued under the 2015 Open Offer and remain outstanding on 21 June 2019; and
- (iii) on 5 July 2019 (i.e. the third business day after 2 July 2019) to CS Holders issued under the 2013 Open Offer and remain outstanding on 21 June 2019.

LETTER FROM THE BOARD

For the avoidance of doubt, any CS subject to a conversion notice completed, executed and deposited on or before final dividend record date (being 21 June 2019) shall be entitled to the distribution of Final Dividend. For details of calculation of distribution of the Final Dividend entitled to the CS, please refer to the listing documents of the Company dated 27 March 2013 and 9 January 2015 respectively.

For ascertaining entitlement to the proposed Final Dividend to be approved at the AGM, the register of members of the Company and CS Holders will be closed as set out below:

Latest time to lodge transfers	4:30 p.m. on 19 June 2019 (Wednesday)
Period of closure of register of members and register of CS Holders	20 June 2019 (Thursday) to 21 June 2019 (Friday) (both days inclusive)
Final Dividend Record Date	21 June 2019 (Friday)

In order to qualify for the proposed Final Dividend, all transfer documents must be lodged with the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 19 June 2019. During the above closure period, no transfer of Shares or CS will be registered.

4. RE-ELECTION OF DIRECTORS

In accordance with Article 87 of the Articles of Association and the Corporate Governance Code set out in Appendix 14 to the Listing Rules, Mr. Koo Fook Sun, Louis and Mr. Su Jing Shyh, Samuel shall retire from the office by rotation and, being eligible, will offer themselves for re-election as Directors at the AGM.

Pursuant to the code provision in paragraph A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules, any further appointment of independent non-executive director serving more than nine years should be subject to a separate resolution to be approved by shareholders. Mr. Koo Fook Sun, Louis has served on the Board for more than nine years. The Board considers that Mr. Koo to be independent of management and free of any relationship which could materially affect the exercise of his independent judgment. The Board has assessed and reviewed the annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules, and affirmed that Mr. Koo remains independent. The Board considers that in a complex and competitive business environment with international and local sports brand companies in the PRC, it is essential that independent non-executive Directors have the opportunity to acquire, over a number of years, the experience and knowledge of the business and the sectors within which the Company operates. Hence, the Board considers that the long service provided by Mr. Koo would not affect his exercise of independent judgment when serving the Company, and recommends Mr. Koo for re-election as an independent non-executive Director at the AGM.

The biographical details, interests in the Shares and other information required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING

A notice convening the AGM for the purpose of considering, inter alia, (i) the Issue Mandate; (ii) the Repurchase Mandate; (iii) the proposed Final Dividend; and (iv) the re-election of the retiring Directors is set out on pages 17 to 20 of this circular.

For ascertaining shareholders' right to attend and vote at the AGM, the register of members of the Company will be closed as set out below:

Latest time to lodge transfers	4:30 p.m. on 10 June 2019 (Monday)
Period of closure of register of members	11 June 2019 (Tuesday) to 14 June 2019 (Friday) (both days inclusive)
Record date	14 June 2019 (Friday)
AGM date	14 June 2019 (Friday)

In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer documents must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before the above latest time. During the above closure period, no transfer of shares will be registered.

If you are not able to attend and/or vote at the AGM, you are strongly urged to complete and return the form of proxy, a copy of which is enclosed, in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company on the poll results of the AGM as soon as possible after the conclusion of the AGM.

6. 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 this circular or any statement herein misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Board is of the opinion that the proposed grant of the Issue Mandate and the Repurchase Mandate, the proposed Final Dividend and the proposed re-election of Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

8. GENERAL

Your attention is drawn to the information set out in the appendices to this circular.

Yours faithfully
For and on behalf of the Board of
Li Ning Company Limited
Li Ning
Executive Chairman and
Interim Chief Executive Officer

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

1. REPURCHASE OF SECURITIES FROM CONNECTED PERSONS

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,192,745,449 Shares. On the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the AGM and subject to the passing of Resolution No. 6 approving the Repurchase Mandate as set out in the Notice of AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 219,274,544 Shares, representing 10% of the aggregate nominal amount of the total issued Shares.

3. REASON FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an increase of the net asset value of the Company and its assets and/or its earnings per Share and will only be made as and when the Directors believe such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with its financial position as disclosed in the Annual Report 2018) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. The Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital position of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Hong Kong Stock Exchange during each of the 12 months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
March	8.73	6.85
April	9.82	7.91
May	9.80	8.35
June	9.99	8.20
July	9.39	7.91
August	9.14	7.92
September	8.38	6.58
October	7.44	6.33
November	8.57	7.39
December	8.86	7.86
2019		
January	10.50	8.13
February	11.20	9.67
March (up to and including the Latest Practicable Date)	13.08	10.86

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM and exercised.

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

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code and Rule 6 of the Repurchase Code. As a result, a Shareholder or group of shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the substantial Shareholders of the Company having interests in 10% or more of the issued share capital of the Company under the register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO were:

Name of Shareholders	Note	Number of Shares held	Number of underlying Shares held	Approximate percentage of existing shareholding
Mr. Li Ning	1	159,363,742	–	7.27%
	1	–	259,282,277	11.82%
		159,363,742	259,282,277	19.09%
Mr. Li Qilin	2	151,374,000	–	6.90%
	2	–	250,903,543	11.44%
		151,374,000	250,903,543	18.34%
Mr. Li Chun	3	151,374,000	–	6.90%
	3	–	249,827,543	11.39%
		15,374,000	249,827,543	18.29%

Notes:

1. Mr. Li Ning is interested in 159,363,742 Shares, among which 7,989,742 Shares are held as personal interest, and he is deemed to be interested in an aggregate of 151,374,000 Shares held by Viva China Holdings Ltd (“**Viva China BVI**”). Moreover, Mr. Li Ning is deemed to be interested in 259,282,277 underlying Shares, among which (i) 9,454,734 Shares are unvested restricted shares granted by the Company, and (ii) convertible securities in the total amount of HK\$722,478,136 which is convertible into 249,827,543 Shares, is held by Viva China BVI. Details are as follows:
 - (a) Viva China BVI, a wholly-owned subsidiary of Viva China Holdings Limited (“**Viva China**”), is interested in 151,374,000 Shares, and 249,827,543 underlying Shares, which comprise of (i) convertible securities in the total amount of HK\$398,156,304 which is convertible into 125,088,377 Shares at the conversion price of HK\$3.183 each, and (ii) convertible securities in the total amount of HK\$324,321,831.60 which is convertible into 124,739,166 Shares at the conversion price of HK\$2.60 each. Viva China is owned as to approximately 18.98% by Victory Mind Assets Limited (“**Victory Mind**”), approximately 24.09% by Lead Ahead Limited (“**Lead Ahead**”) and approximately 22.59% by Dragon City Management (PTC) Limited (“**Dragon City**”) respectively. Mr. Li Ning has personal interest of approximately 0.24% shareholding in Viva China. Each of Lead Ahead and Dragon City is owned as to 60% by Mr. Li Ning and 40% by his brother, Mr. Li Chun respectively. Victory Mind is owned as to 57% by Ace Leader Holdings Limited (which is wholly-owned by a discretionary trust of which Mr. Li Ning is a settlor) and 38% by Jumbo Top Group Limited (which is wholly-owned by a discretionary trust of which Mr. Li Chun is a settlor). As a result, by virtue of the SFO, Mr. Li Ning is deemed to be interested in the 151,374,000 Shares and the 249,827,543 underlying Shares held by Viva China.
 - (b) Mr. Li Ning is interested in a total of 9,454,734 unvested restricted shares under the Restricted Share Award Schemes.

2. Mr. Li Qilin is interested in 1,076,000 unvested restricted shares under the Restricted Share Award Schemes. Moreover, Mr. Li Qilin is deemed to be interested in 151,374,000 Shares and the 249,827,543 underlying Shares held by Viva China by virtue of the SFO. He is the nephew of Mr. Li Ning and the son of Mr. Li Chun, a substantial shareholder of the Company. He is also an executive director of Viva China.
3. As disclosed in Note 1(a) above, Mr. Li Chun is deemed to be interested in 151,374,000 Shares and the 249,827,543 underlying Shares held by Viva China. He is the brother of Mr. Li Ning and the father of Mr. Li Qilin.

Subject to passing of the resolution granting the Repurchase Mandate and in the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the voting rights of Messrs. Li Ning, Li Chun and Li Qilin and any parties acting in concert (collectively, the “**Interested Shareholders**”) under different shareholding position will be as follows:

Shareholding position	Number of Shares held	Approximate percentage of shareholding before full exercise of the Repurchase Mandate	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
1	159,363,742	7.27%	8.08%
2	409,191,285	16.75%	18.40%
3	419,722,019	17.18%	18.88%

Shareholding position:

1. *Assuming no issue or repurchase of Shares by the Company before the AGM and no conversion of convertible securities and no exercise of share options by the Interested Shareholders and the restricted shares remain unvested.*
2. *Assuming full exercise of the conversion rights attaching to the convertible securities of the Company as set forth in Note 1(a) above before the AGM and except as aforesaid, no further Shares are issued or repurchased before the AGM.*
3. *Assuming that the underlying interests as disclosed in Note 1(a), Note 1(b) and Note 2 above are vested and/or exercised in full before the AGM, and except as aforesaid, no further Shares are issued or repurchased before the AGM.*

The increase in voting rights of the Interested Shareholders under different shareholding position is not expected to give rise to an obligation to make a mandatory offer pursuant to Rule 26 and Rule 32 of the Takeovers Code. The Directors are also not aware of any consequence of repurchases which would result in the amount of Shares held by public being reduced to less than 25%.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than 25% of the issued share capital of the Company.

7. SHARE REPURCHASES MADE BY THE COMPANY

The Company did not purchase any Share (whether on the Hong Kong Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

The details of the Directors who will retire from office at the AGM and, being eligible, would offer themselves for re-election at the AGM, are set out below:

MR. KOO FOOK SUN, LOUIS – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Koo Fook Sun, Louis, aged 62, is an independent non-executive Director and chairman of the audit committee of the Company. Mr. Koo joined the Group in June 2004, he is currently the managing director of Hercules Capital Limited, a corporate finance advisory firm. Prior to the founding of Hercules Capital Limited, Mr. Koo served as the managing director and the head of corporate finance department of a major international bank, and a director and chief executive officer of a company listed on the Main Board of Hong Kong Stock Exchange. Mr. Koo serves as an independent non-executive director of Good Friend International Holdings Inc., Xingda International Holdings Limited and Winfull Group Holdings Limited, all of which are listed on the Main Board of the Hong Kong Stock Exchange. Mr. Koo also served as an independent non-executive director of Midland Holdings Limited, a company listed on the Main Board of Hong Kong Stock Exchange, from 2004 to 2017. Mr. Koo graduated with a bachelor's degree in business administration from the University of California at Berkeley in the United States and is a certified public accountant.

Save as disclosed above, Mr. Koo did not hold directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor did he hold any other major appointments as at the Latest Practicable Date. Mr. Koo is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Koo does not have any interest in the Company's securities within the meaning of Part XV of the SFO.

Mr. Koo has entered into a service agreement with the Company with a term of 3 years. He is entitled to an annual remuneration of RMB270,000 and participate in the Company's share schemes and other benefits and allowances which are determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition and are subject to review and revision by the remuneration committee of the Company (the "**Remuneration Committee**") and the Board from time to time.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Koo that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

MR. SU JING SHYH, SAMUEL – INDEPENDENT NON-EXECUTIVE DIRECTOR

Mr. Su Jing Shyh, Samuel, aged 66, is an independent non-executive Director and chairman of the nomination committee of the Company. Mr. Su joined the Group in July 2012, he has retired from Yum! Brands, Inc. ("**Yum!**"), a company listed on the New York Stock Exchange, in 2016. He was the chairman and chief executive officer of the China Division of Yum! as well as the vice chairman and an executive director of board of directors of Yum!. Mr. Su earned his undergraduate degree at the National Taiwan University, a M.Sc. degree of Chemical Engineering at Pennsylvania State University and an MBA at the Wharton School. Before joining Yum!, Mr. Su worked with Procter & Gamble in Germany and Taiwan. Mr.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Su started his career with Yum! in 1989 as KFC International's director of marketing for the North Pacific region. In 1993, he became vice president of North Asia for both KFC and Pizza Hut. Mr. Su was named president of Greater China for Tricon Global Restaurants International upon Pepsi's spin-off of the restaurant business in 1997. Yum!'s China Division today leads the development of the KFC, Pizza Hut Dine-in Restaurants, Pizza Hut Home Service, East Dawning and Little Sheep brands in mainland China. Mr. Su was a non-executive director of Little Sheep Group Limited from June 2009 to February 2012, which was delisted from the Main Board of the Hong Kong Stock Exchange in February 2012.

Save as disclosed above, Mr. Su did not hold directorships in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years nor did he hold any other major appointments as at the Latest Practicable Date. Mr. Su is not related to any Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Su does not have any interest in the Company's securities within the meaning of Part XV of the SFO.

Mr. Su has entered into a service agreement with the Company with a term of 3 years. He is entitled to an annual remuneration of RMB270,000 and participate in the Company's share schemes and other benefits and allowances which are determined with reference to his duties and responsibilities with the Company, the Company's performance and the prevailing market condition and are subject to review and revision by the Remuneration Committee and the Board from time to time.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Su that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**LI NING COMPANY LIMITED****李寧有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2331)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “AGM”) of Li Ning Company Limited (the “Company”) will be held at Star Room, Level 42, Cordis Hong Kong at Langham Place, 555 Shanghai Street, Mongkok, Kowloon, Hong Kong on Friday, 14 June 2019 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2018.
2. To declare a final dividend for the year ended 31 December 2018.
- 3(i). (a) To re-elect Mr. Koo Fook Sun, Louis as an independent non-executive director of the Company (the “**Director**”); and
(b) To re-elect Mr. Su Jing Shyh, Samuel as an independent non-executive Director.
- 3(ii). To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To re-appoint Messrs. PricewaterhouseCoopers, Certified Public Accountants, as the auditor of the Company and to authorise the Board to fix their remuneration.
5. “**THAT:**
 - (a) subject to paragraph (c) below, a general mandate be and is hereby unconditionally granted to Directors to exercise during the Relevant Period (as defined in paragraph (d) below) all the powers of the Company to allot, issue and deal with additional shares in the Company and to make or grant offers, agreements, options or warrants and other securities which would or might require the exercise of such powers;
 - (b) the mandate in paragraph (a) shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements, options and warrants and other securities which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
 - (c) the aggregate nominal value of shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any option scheme or similar

arrangement for the time being adopted by the Company for the purpose of granting or issuing shares or rights to acquire shares of the Company to the directors, employees, officers, agents, consultants or representatives of the Company and/or any of its subsidiaries; or (iii) the exercise of rights of subscription or conversion attaching to any securities which are convertible into shares of the Company from time to time; or (iv) any scrip dividend or similar arrangement pursuant to the Articles of Association of the Company from time to time, shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said mandate shall be limited accordingly;

(d) for the purpose 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 the Company’s Articles of Association or any applicable law to be held; and
- (iii) the date on which authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company or issue of options, warrants, or other securities giving the right to subscribe for shares of the Company, open for a period fixed by the Directors to holders of shares of the Company whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities), subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or having regard to any restrictions or obligations under the laws of, or the requirements of or any recognized regulatory body or any stock exchange in, any territory outside Hong Kong.”

6. “**THAT:**

- (a) a general mandate be and is hereby unconditionally given to the Directors to exercise during the Relevant Period (as defined in paragraph (b) below) all the powers of the Company to repurchase or otherwise acquire shares of HK\$0.10 each in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited,

provided that the aggregate nominal amount of shares so repurchased or otherwise acquired shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution;

(b) for the purpose 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 the Company’s Articles of Association or any applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

7. “**THAT**, conditional upon the passing of the Resolutions No. 5 and No. 6 of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the Resolution No. 5 of the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the Resolution No. 6 above of the notice convening this meeting, 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 this Resolution.”

By order of the Board
Li Ning Company Limited
Li Ning
Executive Chairman and
Interim Chief Executive Officer

Hong Kong, 11 April 2019

Notes:

1. A shareholder entitled to attend and vote at the AGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association of the Company, vote in his/her stead. A proxy need not be a shareholder of the Company.
2. A form of proxy for use at the AGM (or at any adjournment thereof) is despatched together with this notice of meeting. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, must be deposited at the offices of 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 not less than 48 hours before the time for holding the meeting or any adjournment thereof.

3. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the AGM or any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Share(s), any one of such joint holders may attend and vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting or any adjournment thereof (as the case may be), the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. For ascertaining shareholders' right to attend and vote at AGM:

Latest time to lodge transfers	4:30 p.m. on 10 June 2019 (Monday)
Period of closure of register of members	11 June 2019 (Tuesday) to 14 June 2019 (Friday) (both days inclusive)
Record date	14 June 2019 (Friday)
AGM date	14 June 2019 (Friday)

In order to qualify for the right to attend and vote at the AGM, all relevant share certificates and properly completed transfer documents must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before the above latest time.

6. If typhoon signal No.8 or above remains hoisted or a black rainstorm warning signal is in force at 8:00 a.m. at the date of the AGM, the AGM will be postponed.

Shareholders are requested to visit the website of the Company at <http://ir.lining.com> for details of alternative meeting arrangements.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

Shareholders who have any queries concerning the alternative meeting arrangements, please call the Company at (852) 3541 6000 during business hours from 9:00 a.m. to 5:00 p.m. on Mondays to Fridays, excluding public holidays.

Shareholders should make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

7. As at the date hereof, the executive directors of the Company are Mr. Li Ning and Mr. Li Qilin. The independent non-executive directors of the Company are Mr. Koo Fook Sun, Louis, Ms. Wang Ya Fei, Dr. Chan Chung Bun, Bunny and Mr. Su Jing Shyh, Samuel.