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波司登國際控股有限公司  
**Bosideng International Holdings Limited**

(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3998)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Bosideng International Holdings Limited (the “**Company**”) will be held at 10:30 am, Hong Kong on Friday, October 21, 2016 at Cliftons Hong Kong, 508-509 Hutchison House, 10 Harcourt Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company. Capitalized terms used herein without definition shall have the same meanings as in the circular issued by the Company on September 28, 2016 (the “**Circular**”), unless the context otherwise requires:

**ORDINARY RESOLUTION**

1. “**THAT:**

- (a) the agreement dated September 6, 2016 entered into between the Company and New Surplus International Investment Limited (“**New Surplus**”) in relation to a loan capitalization by subscription of an aggregate of 1,834,862,385 new shares of the Company (the “**Subscription Shares**”) at a subscription price of HKD0.93 per share (the “**Agreement**”) (copy of which has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (the “**Loan Capitalization**”) be and are hereby, confirmed, ratified and approved;
- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, Subscription Shares as a result of the Loan Capitalization, the directors of the Company be and is hereby authorised to allot and issue Subscription Shares to New Surplus credited or fully paid; and
- (c) any directors of the Company be and is hereby authorised to do all acts and things and execute any agreements, deeds, instruments and any other documents, under hand or under seal, or make such arrangement as he/she may determine to be appropriate, necessary or desirable to give effect to or in connection with the Loan Capitalization and the allotment and issue of the Subscription Shares and, subject to and in accordance with the applicable law and regulations, to approve and make such immaterial variation, amendment, supplement or waiver of immaterial matters relating to the Loan Capitalization in the interests of the Company and its shareholders as a whole.”

By order of the Board  
**Bosideng International Holdings Limited**  
**Gao Dekang**  
*Chairman of the Board*

Hong Kong, September 28, 2016

*Notes:*

1. Any Shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of his/her. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. Completion and return of the form of proxy will not preclude a shareholder from attending the meeting and voting in person. In such event, his/her form of proxy will be deemed to have been revoked.
2. Where there are joint holders of any Shares, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the meeting, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the instrument appointing a proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, 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.
4. In accordance with Chapter 14A of the Listing Rules, Mr. Gao Dekang and his associates are required to abstain from voting on the above ordinary resolution.
5. The ordinary resolution as set out above will be determined by way of a poll.

*As at the date of this notice, 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.*