

**Monthly Return of Equity Issuer on Movements in Securities**

For the month ended  
(dd/mm/yyyy) :

31/01/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

**Bosideng International Holdings Limited**

Date Submitted

**05/02/2020**

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>3998</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (US\$)	Authorised share capital (US\$)
Balance at close of preceding month	<u>20,000,000,000</u>	<u>0.00001</u>	<u>200,000</u>
Increase/(decrease)	<u>NIL</u>		<u>NIL</u>
Balance at close of the month	<u>20,000,000,000</u>	<u>0.00001</u>	<u>200,000</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/(decrease)	<u>N/A</u>		<u>N/A</u>
Balance at close of the month	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## 2. Preference Shares

Stock code : <u>  N/A  </u>	Description : <u>  N/A  </u>		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>  N/A  </u>	<u>  N/A  </u>	<u>  N/A  </u>
Increase/(decrease)	<u>  N/A  </u>		<u>  N/A  </u>
Balance at close of the month	<u>  N/A  </u>	<u>  N/A  </u>	<u>  N/A  </u>

## 3. Other Classes of Shares

Stock code : <u>  N/A  </u>	Description : <u>  N/A  </u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>  N/A  </u>	<u>  N/A  </u>	<u>  N/A  </u>
Increase/(decrease)	<u>  N/A  </u>		<u>  N/A  </u>
Balance at close of the month	<u>  N/A  </u>	<u>  N/A  </u>	<u>  N/A  </u>

Total authorised share capital at the end of the month (US\$):   200,000  

## II. Movements in Issued Share Capital

	No. of ordinary shares (1)	(2)	No of preference shares	No. of other classes of shares
Balance at close of preceding month	<u>  10,850,230,385  </u>	<u>  N/A  </u>	<u>  N/A  </u>	<u>  N/A  </u>
Increase/ (decrease) during the month	<u>  600,000  </u>	<u>  N/A  </u>	<u>  N/A  </u>	<u>  N/A  </u>
Balance at close of the month	<u>  10,850,830,385  </u>	<u>  N/A  </u>	<u>  N/A  </u>	<u>  N/A  </u>

### III. Details of Movements in Issued Share Capital

#### Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
<b>1. 2007 Scheme</b>						
<b>Exercise price of HK\$0.71</b>						
<b>(10/09/2007)</b>						
<b>Ordinary shares</b>	<b>NIL</b>	<b>600,000</b>	<b>NIL</b>	<b>NIL</b>	<b>600,000</b>	<b>29,744,000</b>
<i>(Note 1)</i>						
<b>2. 2017 Scheme</b>						
<b>Exercise price of HK\$0.69</b>						
<b>(25/08/2017)</b>						
<b>Ordinary shares</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>4,486,000</b>
<i>(Note 1)</i>						<b>(Remarks 1)</b>
<b>3. 2017 Scheme</b>						
<b>Exercise price of HK\$1.07</b>						
<b>(25/08/2017)</b>						
<b>Ordinary shares</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>4,713,333</b>
<i>(Note 1)</i>						<b>(Remarks 2)</b>
				Total A. (Ordinary shares)	<b>600,000</b>	
				(Preference shares)	<b>N/A</b>	
				(Other class)	<b>N/A</b>	
Total funds raised during the month from exercise of options (State currency)				<b>HK\$426,000</b>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <b>N/A</b>						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
2. <b>N/A</b>						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
3. <b>N/A</b>						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
4. <b>N/A</b>						
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )						
				Total B.	(Ordinary shares) _____ <b>N/A</b>	
					(Preference shares) _____ <b>N/A</b>	
					(Other class) _____ <b>N/A</b>	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as of close of the month
<b>1. US\$275,000,000</b> <b>Convertible bonds due 2024</b>						
						438,470,977
	US\$	N/A	N/A	275,000,000	N/A	<b>(Remarks 3)</b>
Stock code (if listed)	40107					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$4.91 per share					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>2. N/A</b>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>3. N/A</b>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
<b>4. N/A</b>						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
			Total C. (Ordinary shares)		<b>N/A</b>	
			(Preference shares)		<b>N/A</b>	
			(Other class)		<b>N/A</b>	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <b>N/A</b>		
2. <b>N/A</b>		
3. <b>N/A</b>		
Total D. (Ordinary shares)	<b>N/A</b>	
(Preference shares)	<b>N/A</b>	
(Other class)	<b>N/A</b>	

## Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
2. Open offer	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
3. Placing	At price :	State currency _____	Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>
4. Bonus issue			Class of shares _____ issuable (Note 1) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / / ) ( / / )	<u>N/A</u> <u>N/A</u>

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
5.	Scrip dividend	At price :	State currency _____	Class of shares _____ issuable ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
6.	Repurchase of shares <b>(Remarks 4)</b>			Class of shares _____ repurchased ( <i>Note 1</i> )  Cancellation date : ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
7.	Redemption of shares			Class of shares _____ redeemed ( <i>Note 1</i> )  Redemption date : ( / / ) (dd/mm/yyyy)  EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
8.	Consideration issue	At price :	State currency _____	Class of shares _____ issuable ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>



Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares _____ issuable ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
10. Other (Please specify)	At price : _____ State currency _____ Class of shares _____ issuable ( <i>Note 1</i> )  Issue and allotment date : (dd/mm/yyyy) ( / / )  EGM approval date: ( / / ) ( / / ) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
		Total E. (Ordinary shares)	<u>N/A</u>
		(Preference shares)	<u>N/A</u>
		(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<b>600,000</b>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

#### IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- ~~(v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;~~
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- ~~(vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and~~
- ~~(viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.~~

Remarks (if any):

**The Company has a total of 325,680,000 outstanding Share Options, of which:**

- **29,744,000 Share Options were granted on August 5, 2016 under the 2007 Scheme and have been fully vested;**
- **49,366,000 Share Options were granted on March 5, 2018 under the 2017 Scheme; and**
- **246,570,000 Share Options were granted on October 26, 2018 under the 2017 Scheme.**

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**1) Out of the 49,366,000 Share Options:**

- **4,486,000 Share Options have been vested;**
  - **28,140,000 Share Options shall be vested during the period commencing from March 5, 2020 and ending on March 4, 2021; and**
  - **16,740,000 Share Options shall be vested during the period commencing from March 5, 2021 and ending on March 4, 2022.**
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**2) Out of the 246,570,000 Share Options:**

- 4,713,333 Share Options have been vested;
- 17,763,333 Share Options shall be vested during the period commencing from October 26, 2020 and ending on October 25, 2021;
- 32,013,333 Share Options shall be vested during the period commencing from October 26, 2021 and ending on October 25, 2022;
- 32,013,333 Share Options shall be vested during the period commencing from October 26, 2022 and ending on October 25, 2023;
- 32,013,333 Share Options shall be vested during the period commencing from October 26, 2023 and ending on October 25, 2024;
- 32,013,333 Share Options shall be vested during the period commencing from October 26, 2024 and ending on October 25, 2025;
- 32,013,333 Share Options shall be vested during the period commencing from October 26, 2025 and ending on October 25, 2026;
- 32,013,333 Share Options shall be vested during the period commencing from October 26, 2026 and ending on October 25, 2027; and
- 32,013,336 Share Options shall be vested during the period commencing from October 26, 2027 and ending on October 25, 2028.

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**3) Assuming full conversion of the Convertible Bonds at the initial Conversion Price of HK\$4.91 per ordinary Share, the Convertible Bonds will be convertible into 438,470,977 ordinary Shares, which can be converted during the period from January 27, 2020 up to the close of business on the date falling ten days prior to December 17, 2024, being the maturity date on which the convertible bonds mature. For details, please refer to the announcement of the Company dated December 5, 2019.**

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**4) Repurchases of a total of 43,000,000 ordinary shares were made during the period commencing from December 23, 2019 to January 31, 2020 but such shares are not yet cancelled as at January 31, 2020.**

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Submitted by:           **Liang Shuang**          

Title:           **Company Secretary**            
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *“Identical” means in this context:*
  - *the securities are of the same nominal value with the same amount called up or paid up;*
  - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
  - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*