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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 the Company, you should at once hand this circular 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 ISSUE SHARES AND
TO REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
PROPOSED MEANS OF RECEIPT OF CORPORATE
COMMUNICATIONS
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (*AGM*) of Bosideng International Holdings Limited (*Company*) to be held at Harbour View Ballroom II & III (Level 4), Four Seasons Hotel, Central, Hong Kong on 16 September 2009 at 10:00 a.m. is set out on pages 16 to 34 to 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 Rooms 1806-07, 18th 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.

22 July 2009

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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 Harbour View Ballroom II & III (Level 4), Four Seasons Hotel, Central, Hong Kong on 16 September 2009 at 10:00 a.m., the notice of which is set out on pages 16 to 34 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Bosideng International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Corporate Communications”	any document issued or to be issued by the Company for the information or action of the Shareholders as defined in Rule 1.01 of the Listing Rules, including but not limited to, (a) the directors’ report, its annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (b) the interim report and, where applicable, its summary interim report; (c) a notice of meeting; (d) a listing document; (e) a circular; and (f) a proxy form
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“General Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	17 July 2009, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Listing Date”	11 October 2007, the date on which dealings in the Shares on the Stock Exchange commenced
“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 Macao Special Administrative Region and Taiwan
“Prospectus”	the prospectus of the Company dated 27 September 2007
“Repurchase Mandate”	a general and unconditional mandate to the Directors to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of US\$0.00001 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 10 September 2007
“Share Scheme”	the share scheme of the Company, the principal terms of which are summarized in the section headed “Share Scheme” in Appendix VIII to the Prospectus
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



Bosideng International Holdings Limited

波司登國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3998)

Executive Directors:

Mr. Gao Dekang (Chairman)

Ms. Mei Dong

Ms. Gao Miaoqin

Dr. Kong Shengyuan

Ms. Huang Qiaolian

Ms. Wang Yunlei

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Non-executive Director:

Mr. Shen Jingwu

Head office:

25/F New Shanghai City Plaza

33 South Henan Road

Shanghai 200002

PRC

Independent non-executive Directors:

Mr. Dong Binggen

Mr. Jiang Hengjie

Mr. Wang Yao

Mr. Ngai Wai Fung

Place of business in Hong Kong:

Room 1703A, 17th Floor, Harcourt House

39 Gloucester Road

Wanchai

Hong Kong

22 July 2009

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
TO REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
PROPOSED MEANS OF RECEIPT OF CORPORATE
COMMUNICATIONS
PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION
AND
NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information regarding certain ordinary resolutions and the special resolution to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

At the AGM, resolutions will be proposed for the Shareholders to approve, among other things,

- (i) the grant of the General Mandate to the Directors;
- (ii) the grant of the Repurchase Mandate to the Directors;
- (iii) the proposed re-election of retiring Directors;
- (iv) the proposed means of receipt of Corporate Communications; and
- (v) the proposed amendments to the Articles.

GENERAL MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the General Mandate in order to provide flexibility and discretion to the Directors to allot, issue and deal with Shares with an aggregate value of not more than 20% of the aggregate nominal value of the share capital of the Company in issue. As at the Latest Practicable Date, the Company has 7,772,350,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed General Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed General Mandate in full would result in up to a maximum of 1,554,470,000 Shares, representing 20% of the total number of Shares in issue, being issued by the Company during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws or the Company's Articles to be held, or (iii) the date upon which the authority given to the Directors to exercise the proposed General Mandate is revoked or varied by way of an ordinary resolution of the Shareholders of the Company in general meeting. In addition, an ordinary resolution will also be proposed to extend the proposed General Mandate by adding to it the number of such Shares repurchased under the proposed Repurchase Mandate.

THE REPURCHASE MANDATE

As approved by the written shareholders' resolutions dated 26 September 2008, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company has 7,772,350,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed Repurchase Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, exercise of the proposed Repurchase

LETTER FROM THE BOARD

Mandate in full would result in up to a maximum of 777,235,000 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the proposed Repurchase Mandate is set out in Appendix I of this Circular.

RE-ELECTION OF DIRECTORS

The Board currently consists of eleven Directors. The executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Ms. Gao Miaoqin, Dr. Kong Shengyuan, Ms. Huang Qiaolian and Ms. Wang Yunlei, the non-executive Director is Mr. Shen Jingwu, and the independent non-executive Directors are Mr. Dong Binggen, Mr. Jiang Hengjie, Mr. Wang Yao and Mr. Ngai Wai Fung.

Pursuant to Article 87 of the Articles, Dr. Kong Shengyuan, Ms. Huang Qiaolian, Ms. Wang Yunlei and Mr. Shen Jingwu shall retire from office and be eligible to offer themselves for re-election at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II of this circular.

PROPOSED MEANS OF RECEIPT OF CORPORATE COMMUNICATIONS

For the protection of environment and cost saving, the Company intends to offer its Shareholders the choice to receive Corporate Communications (a) by electronic means through the Company's website (<http://company.bosideng.com>) and the Stock Exchange's website (www.hkexnews.hk); or (b) in printed form in English only, in Chinese only or in both English and Chinese. In accordance with Rule 2.07A(2A) of the Listing Rules, to the extent that:

- (a) the shareholders of the listed issuer have resolved in general meeting that the listed issuer may send or supply corporate communications to shareholders by making them available on the listed issuer's own website; or
- (b) the listed issuer's constitutional documents contain provision to that effect, a holder of the listed issuer's securities in relation to whom the following conditions are met is taken to have agreed that the listed issuer may send or supply corporate communications to him in that manner, provided that (a) the holder has been asked individually by the listed issuer to agree that the listed issuer may send or supply corporate communications generally, or the corporate communication in question, to him by means of the listed issuer's own website; and (b) the listed issuer has not received a response indicating the holder's objection within the period of 28 days beginning with the date on which the listed issuer's request was sent.

LETTER FROM THE BOARD

The Directors have proposed an ordinary resolution to be approved by the Shareholders at the AGM that the Shareholders may be given the choice either (i) to receive Corporate Communications which the Company may send or supply to the Shareholders in relation to whom certain conditions are met by making them available on the Company's website (<http://company.bosideng.com>) and the Stock Exchange's website (www.hkexnews.hk); or (ii) to receive Corporate Communications in printed forms (in English only, in Chinese only or in both English and Chinese). The Directors have also proposed to make certain amendments to the Articles for the purpose of allowing the Company to send and supply Corporate Communications to the Shareholders by making them available on the Company's website and the Stock Exchange's website. For details, please refer to the paragraph headed "Proposed Amendments to Articles of Association" in this circular.

The Company will make arrangements in due course to ask the Shareholders individually whether he or she or it agrees that the Company may send or supply Corporate Communications generally to him or her or it by means of the Company's website and the Stock Exchange's website. Further announcement will be made by the Company in accordance with Rule 2.07B of the Listing Rules stating the proposed arrangements for the proposed means of receipt of Corporate Communications.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Effective from 1 January 2009, various provisions of the Listing Rules relating to, among other things, the use of websites for communication with Shareholders, voting at general meetings and notice of general meetings have been amended. To align the provisions of the Articles with the requirements of the Listing Rules, a special resolution will be proposed at the AGM to amend the Articles primarily to the effect that:

- (a) at least 20 clear business days' notice shall be given in respect of annual general meeting of the Company and at least 10 clear business days' notice shall be given in respect of extraordinary general meeting of the Company;
- (b) all resolutions at general meetings of the Company shall be voted by poll;
- (c) subject to the Listing Rules, the Company may send or supply corporate communications (as defined in the Listing Rules) to Shareholders by making them available on the Company's own website; and
- (d) the application of section 8 of the Electronic Transactions Law of the Cayman Islands is excluded so that the Company can take advantage of delivery by electronic means to the fullest extent as allowed under the Listing Rules.

Please refer to the full text of the special resolution for details of the proposed amendments to the Articles as set out in the notice of the AGM.

LETTER FROM THE BOARD

NOTICE OF AGM

A notice convening the AGM to be held at Harbour View Ballroom II & III (Level 4), Four Seasons Hotel, Central, Hong Kong on 16 September 2009 at 10:00 a.m. is set out on pages 16 to 34 of this circular.

ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th 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.

VOTING BY POLL AT THE AGM

Pursuant to Article 66 of the Articles, every resolution submitted to a general meeting shall be determined on a show of hands in the first instance by the Shareholders present in person or by a duly authorised corporate representative, but a poll may be demanded (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) by:

- (i) the chairman of the meeting; or
- (ii) at least three Shareholders present in person or, if the Shareholder is a corporation, by a duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) any Shareholder or Shareholders present in person, if the Shareholder is a corporation, by a duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) any Shareholder or Shareholders present in person, if the Shareholder is a corporation, by a duly authorised representative or by proxy and holding the Shares in the Company conferring a right to vote at the meeting being the Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (v) if required by the rules of the Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at such meeting.

LETTER FROM THE BOARD

A demand by a person as proxy for a Shareholder, or in the case of a Shareholder being a corporation by its duly authorised representative, shall be deemed to be the same as a demand by a Shareholder.

However, since effective from 1 January 2009, pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at a general meeting of the Company must be taken by poll, the chairman of the AGM will demand a poll for every resolution put to the vote at the AGM.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the proposed General Mandate and the proposed Repurchase Mandate to the Directors, the re-election of retiring Directors, the proposed of the adoption of the means of receipt of Corporate Communications and the adoption of the proposed amendments of the Articles are in the interests of the Company, the Group and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM respectively.

Yours faithfully,
By Order of the Board
Bosideng International Holdings Limited
Gao Dekang
Chairman

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

Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,772,350,000 fully paid-up shares. As at the Latest Practicable Date, there were no outstanding shares granted under the Share Option Scheme.

Subject to the passing of the proposed ordinary resolution approving the proposed Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 777,235,000 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company during the period ending at the earliest of (i) the conclusion of the next 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 to be held, or (iii) the date upon which the authority given to the Directors to exercise the proposed Repurchase Mandate is revoked or varied by way of an ordinary resolution of the Shareholders of the Company in general meeting.

Reasons for Shares repurchase

The Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares may be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time. This may, depending on market conditions and funding arrangements at the time, result in an increase in net assets and/or earnings per share of the Company. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

Funding of repurchase

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds legally available for such purposes in accordance with the Memorandum, the Articles and the applicable laws of the Cayman Islands. The laws of the Cayman Islands provide that any repurchases may be made out of funds which would otherwise be available for dividend or distribution or out of proceeds of a fresh issue of shares made for the purpose, or if so authorised by the Articles and subject to the Companies Law of the Cayman Islands (*Companies Law*), out of capital. Any premium on a repurchase may be made out of

funds which would otherwise be available for dividend or distribution or out of the Company's share premium account, or if so authorised by the Articles and subject to the Companies Law, out of capital. It is envisaged that the funds required for any repurchase of the Shares would be derived from the capital paid up on the Shares being repurchased and from the distributable profits of the Company.

The exercise of the proposed Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended 31 March 2009 in the results announcement of the Company dated 6 July 2009). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

The number of the Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

Takeovers Code

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Kong Bo Investment Limited, Kong Bo Development Limited, HSBC International Trustee Limited, Kova Group Limited, Mr. Gao Dekang and Ms. Mei Dong (the *Controlling Shareholders*), together control the exercise of approximately 67.71% of the voting rights in the Company's general meeting. If the Directors fully exercise the proposed Repurchase Mandate, the percentage of voting rights in the Company's general meeting held by the Controlling Shareholders would increase to approximately 75.23% 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 have no present intention to repurchase Shares to such extent which will trigger the mandatory offer requirement 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 up to the Latest Practicable Date were as follows:

	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2008		
July	1.37	1.15
August	1.36	1.20
September	1.25	0.80
October	0.99	0.71
November	0.99	0.62
December	0.84	0.62
2009		
January	0.84	0.63
February	0.70	0.52
March	0.59	0.46
April	0.69	0.55
May	1.10	0.62
June	1.08	0.79
July (up to the Latest Practicable Date)	1.07	0.84

Source: The Stock Exchange

Shares repurchased by the Company

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

General

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

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)).

No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company nor has undertaken not to do so in the event that the proposed Repurchase Mandate is approved by the Shareholders.

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

Dr. Kong Shengyuan, aged 46, was first appointed as an executive Director of the Company in July 2006. Dr. Kong is responsible for the supervision and planning of the investment and finance of the Group. Dr. Kong joined Bosideng Corporation in March 2004 and acted as Director. Since then, Dr. Kong has remained with Bosideng Corporation and, pursuant to the reorganisation of businesses comprising the Group prior to its listing, has remained with the Group. Previously, from July 1987 to August 1994, Dr. Kong served as an Assistant Professor of the Economic School of the China University of Mining and Technology. From June 1997 to February 2002, he acted as the Director of the Assets Office of Hualian Development Group, a company engaged in the chemical and textile industries, and real estate development and management. From March 2002 to March 2004, he served as the Deputy General Manager of Union Holdings, a PRC company listed on the Shenzhen Stock Exchange (000036) and engaged in investment, the chemical and textile industries, and real estate development and management. Dr. Kong received a Master's Degree from China University of Mining and Technology in July 1987 and a Doctor's Degree from Renmin University of China in July 1997. Dr. Kong is a senior economist.

Dr. Kong has not held any directorship in any other listed public companies in the last three years. Pursuant to the existing service agreement between Dr. Kong and the Company, the appointment of Dr. Kong was for an initial fixed term of three years commencing from 15 September 2007. The current director's fee payable to Dr. Kong is RMB180,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Dr. Kong is determined by reference to his duty, qualification and experience and the prevailing market rate.

Dr. Kong is not connected with any Directors, senior management, substantial Shareholders or the Controlling Shareholders. For Dr. Kong's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to the "Report of Directors — Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares or Debentures" of the Company's annual report for the financial year ended 31 March 2009.

Save as disclosed above, there are no other matters concerning Dr. Kong's appointment 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 paragraphs (h) to (x) of Rule 13.51(2) of the Listing Rules.

Ms. Huang Qiaolian, aged 44, was first appointed as an executive Director of the Company in June 2007. Ms. Huang is the Group's chief designer and is in charge of designing the Group's branded down apparel products. Ms. Huang has over 20 years' experience in the fashion industry. She has been invited several times to exhibit her designed works in Korea, Canada, Russia and other countries. She joined Bosideng Corporation in March 1997, and has acted as Deputy General Manager and Chief Designer of Bosideng Corporation and, pursuant to the reorganisation of businesses comprising the Group prior to its listing, of the Group. Previously, Ms. Huang served as Chief Designer of Jiangsu Meierzi Group from 1988 to 1996. Ms. Huang has won several prizes and honours. In 2001, she was ranked among the Top Ten Fashion Designers in China by the China Fashion Designers' Association.

In 2002, she was appraised as one of the Most Popular Fashion Designers at the Hua Xia Classic Brands Fashion Festival by the Jiangsu Garment Association. In 2003, she was awarded the Scientific and Technological Progress Prize by the Changshu Municipal People's Government. In 2004, she received the Modern Fashion Master Medal from the Shanghai International Fashion Federation. In 2006, she won the title of Meritorious Designer in China's Fashion Trend Forecasts awarded by the China Fashion Designers' Association. Ms. Huang is an expert researcher on China's fashion trend. Ms. Huang is also popularly known as Ms. Zhu Lin in the fashion industry in the PRC.

Ms. Huang has not held any directorship in any other public listed companies in the past three years. Pursuant to the existing service agreement between Ms. Huang Qiaolian and the Company, the appointment of Ms. Huang was for an initial fixed term of three years commencing from 15 September 2007. 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.

Ms. Huang is not connected with any Directors, senior management, substantial Shareholders or the Controlling Shareholders. For Ms. Huang's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to the "Report of Directors — Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares or Debentures" of the Company's annual report for the financial year ended 31 March 2009. Save as disclosed above, there are no other matters concerning Ms. Huang Qiaolian's appointment 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 paragraphs (h) to (x) of Rule 13.51(2) of the Listing Rules.

Ms. Wang Yunlei, aged 29, was appointed as an executive Director of the Company in September 2006. Ms. Wang assists Mr. Gao Dekang in the overall management of the Group. Ms. Wang joined Shanghai Bingjie in May 2005 as Assistant to the Chief Executive Officer and has since then remained with the Group. Previously, she served as an accountant at Shanghai Hongguo Building Materials Co., Ltd., a wholly foreign-owned company engaged in architecture and engineering. Ms. Wang received a college certificate in Accounting from Shanghai Donghua University in July 2001, a Bachelor of Arts degree in Business Administration from Upper Iowa University in the United States in May 2004 and a Master's Degree in Business Administration from the New York Institute of Technology in December 2004.

Ms. Wang has not held any directorship in any other public listed companies in the past three years. Pursuant to the existing service agreement between Ms. Wang Yunlei and the Company, the appointment of Ms. Wang was for an initial fixed term of three years commencing from 15 September 2007. The current director's fee payable to Ms. Wang is RMB180,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Ms. Wang is determined by reference to her duty, qualification and experience and the prevailing market rate.

Ms. Wang is not connected with any Directors, senior management, substantial Shareholders or the Controlling Shareholders. For Ms. Wang's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to the "Report of Directors — Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares or Debentures" of the Company's annual report for the financial year ended 31 March 2009. Save as disclosed above, there are no other matters concerning Ms. Wang Yunlei's appointment 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 paragraphs (h) to (x) of Rule 13.51(2) of the Listing Rules.

Mr. Shen Jingwu, aged 40, is a non-executive Director of the Company. Mr. Shen joined the Company in September 2006 when he was appointed Director of the Company. Mr. Shen joined HSBC Private Equity (Asia) Limited ("HPEA") in 2005 and is currently a Managing Director and Head of Greater China of HPEA. Prior to joining HPEA, he was a Vice-President at Vertex China Investment, specialising in private equity investments in the Greater China region. Previously, he was the head of the Technology Investment Department of Shanghai Industrial Holdings Limited, managing the firm's venture capital investments. Prior to his appointment in Shanghai Industrial Holdings Limited, Mr. Shen was a consultant at Bain & Co. in the United States and Hong Kong, providing strategic consultancy services to multinational corporations. Mr. Shen received an MBA degree from Stanford University with a specialisation in strategy and venture capital investments in June 1997, and a Bachelor of Science degree in Economics from the Wharton School, University of Pennsylvania, graduating summa cum laude. Mr. Shen is registered as a Licensed Representative of HPEA with the SFC in Hong Kong.

Mr. Shen has not held any directorship in any other public listed companies in the past three years. Pursuant to the existing service agreement between Mr. Shen Jingwu and the Company, the appointment of Mr. Shen was for an initial fixed term of three years commencing from 15 September 2007. The current director's fee payable to Mr. Shen is RMB420,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Shen is determined by reference to her duty, qualification and experience and the prevailing market rate.

Mr. Shen is not connected with any Directors, senior management, substantial Shareholders or the Controlling Shareholders. Mr. Shen Jingwu does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, there are no other matters concerning Mr. Shen Jingwu's appointment that need to be brought to the attention of the Shareholders and the Hong Kong Stock Exchange and there are no other matters which shall be disclosed pursuant to paragraphs (h) to (x) of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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 Harbour View Ballroom II & III (Level 4), Four Seasons Hotel, Central, Hong Kong on 16 September 2009 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the financial statements and the reports of the directors (**Directors**) and auditors (**Auditors**) for the year ended 31 March 2009.
2. To declare a final dividend.
3.
 - (i) To re-elect Dr. Kong Shengyuan as a director;
 - (ii) To re-elect Ms. Huang Qiaolian as a director;
 - (iii) To re-elect Ms. Wang Yunlei as a director;
 - (iv) To re-elect Mr. Shen Jingwu as a director; and
 - (v) To authorise the board of Directors (**Board**) to fix the directors' remuneration.
4. To appoint the Auditors and to authorise the Board to fix the remuneration of the Auditors.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions, as an ordinary resolution of the Company:
 - A. **“THAT:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (**Directors**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the shares of the Company (**Shares**) or

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securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options 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 authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option 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 share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to the officers and/or employees of the Company and/or any of its subsidiaries of option to subscribe for, 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 of the Company in accordance with the articles of association of the Company from time to time

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution, and the said approval shall be limited accordingly;

- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and are hereby revoked; and
- (e) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws or the Company’s articles of association to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where it would or might be unlawful or impracticable to offer Shares in compliance with any legal or regulatory requirements or special formalities in such place under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of Shares or such other equity securities.”

B. “THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (*Stock Exchange*) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (*Listing Rules*) or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution, and the said approval under paragraph (a) above shall be limited accordingly;
- (c) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors; and
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and hereby revoked.”

- C. “**THAT** conditional upon the passing of resolutions A and B above, the general mandate granted to the Directors pursuant to resolution A above be and is hereby extended by the addition to it of an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate under resolution B above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.”

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D. “THAT:

- (a) conditional upon Resolution E being passed, the Company may send or supply Corporate Communications (as defined below) to its shareholders (in relation to whom the conditions set out below are met) by making such Corporate Communications available on the Company’s own website and the website of the Stock Exchange or in printed forms (in English only, in Chinese only or in both English and Chinese), and such arrangements be and are hereby approved, and any Director be and is hereby authorised for and on behalf of the Company to sign all such documents and/or do all such things and acts as he/she may consider necessary or expedient and in the interests of the Company for the purpose of effecting or otherwise in connection with the Company’s proposed communication with its shareholders through the Company’s website and the website of the Stock Exchange or in printed forms.

The supply of Corporate Communications by making such Corporate Communications available on the Company’s own website and the website of the Stock Exchange is subject to the fulfillment of the following conditions:

- (i) each shareholder of the Company has been asked individually by the Company to agree that the Company may send or supply Corporate Communications generally, or the Corporate Communication in question, to him by means of the Company’s own website; and
 - (ii) the Company has not received a response indicating objection from such shareholder within a period of 28 days starting from the date on which the Company’s request was sent.
- (b) for the purpose of this Resolution D:

“**Corporate Communication(s)**” means any document issued or to be issued by the Company for the information or action of the shareholders as defined in Rule 1.01 of the Listing Rules, including but not limited to, (i) the directors’ report, its annual accounts together with a copy of the auditor’s report and, where applicable, its summary financial report; (ii) the interim report and, where applicable, its summary interim report; (iii) a notice of meeting; (iv) a listing document; (v) a circular; and (vi) a proxy form.”

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SPECIAL RESOLUTION

- E. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

“**THAT** the articles of association (Articles) of the Company be amended in the following manner:

(a) Article 2

- (i) by inserting the following definition after the definition of ““Board” or “Directors””:

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”

- (ii) by inserting the following definitions after the definition of “dollars”:

““electronic” shall have the meaning given to it in the Electronic Transactions Law.

“electronic means” includes sending or otherwise making available to the intended recipients of the communication in electronic format.

“Electronic Transactions Law” means the Electronic Transactions Law (2003 Revision) of the Cayman Islands and any amendment thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor.

“Exchange” The Stock Exchange of Hong Kong Limited.”

- (iii) by inserting the following definition after the definition of “Law”:

““Listing Rules” the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited”

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- (iv) by deleting in its entirety the definition of “ordinary resolution” and replacing it with the following:

“a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.”

- (v) by inserting the following definition after the definition of “paid up”:

““published on the Exchange’s website” means published in English and Chinese on the Exchange’s website in accordance with the Listing Rules.”

- (vi) by deleting in its entirety the definition of “special resolution” and replacing it with the following:

“a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59;

a special resolution shall be effective for any purpose for which an ordinary resolution is expressed to be required under any provision of these Articles or the Statutes.”

- (vii) by inserting a new Article 2(2)(i), which shall provide as follows:

“Section 8 of the Electronic Transactions Law shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

- (b) Article 3

The existing Article 3(3) provides that:

“Except as allowed by the Law and subject further to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority the Company shall not give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

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It is proposed that Article 3(3) in their entirety be deleted and replaced with the following paragraph:

“Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

(c) Article 10

The existing Article 10(a), (b) and (c) provide that:

- “(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorized representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or in the case of a Member being a corporation, its duly authorized representative) or by proxy (whatever the number of shares held by them) shall be a quorum;
- (b) every holder of shares of the class shall be entitled on a poll to one vote for every such share held by him; and
- (c) any holder of shares of the class present in person or by proxy or authorized representative may demand a poll.”

It is proposed that Article 10(a), (b) and (c) in their entirety be deleted and replaced with the following paragraph:

- “(a) the necessary quorum (other than at an adjourned meeting) shall be two persons (or in the case of a Member being a corporation, its duly authorised representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting of such holders, two holders present in person (or in the case of a Member being a corporation, its duly authorised representative) or by proxy (whatever the number of shares held by them) shall be a quorum; and
- (b) every holder of shares of the class shall be entitled to one vote for every such share held by him.
- (c) [Intentionally deleted.]”

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(d) Article 44

The existing Article 44 provides that:

“The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

It is proposed that Article 44 in its entirety be deleted and replaced with the following paragraph:

“The Register and branch register of Members, as the case may be, shall be open to inspection for at least two (2) hours on every business day by Members without charge or by any other person, upon a maximum payment of \$2.50 or such lesser sum specified by the Board, at the Office or such other place at which the Register is kept in accordance with the Law or, if appropriate, upon a maximum payment of \$1.00 or such lesser sum specified by the Board at the Registration Office. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in newspapers in accordance with the requirements of any Designated Stock Exchange or by any electronic means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

(e) Article 51

The existing Article 51 provides that:

“The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in an appointed newspaper or any other newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

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It is proposed that Article 51 in its entirety be deleted and replaced with the following paragraph:

“The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers or by any other means in accordance with the requirements of any Designated Stock Exchange to that effect, be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

(f) Article 55

The existing Article 55(2)(c) provides that:

“the Company, if so required by the rules governing the listing of shares on the Designated Stock Exchange, has given notice to, and caused advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Designated Stock Exchange, and a period of three (3) months or such shorter period as may be allowed by the Designated Stock Exchange has elapsed since the date of such advertisement.”

It is proposed that Article 55(2)(c) in its entirety be deleted and replaced with the following paragraph:

“the Company, if so required by the Listing Rules or rules governing the listing of shares on the Designated Stock Exchange (as the case may be), has given notice to, and caused advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, or by advertisement in newspapers in accordance with the requirements of, the Designated Stock Exchange to be made of its intention to sell such shares in the manner required by the Exchange or the Designated Stock Exchange (as the case may be), and a period of three (3) months or such shorter period as may be allowed by the Exchange or the Designated Stock Exchange (as the case may be) has elapsed since the date of such advertisement.”

(g) Article 59

The existing Article 59(1) provides that:

“An annual general meeting and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty one (21) clear days’ Notice. All other extraordinary general meetings may be

NOTICE OF ANNUAL GENERAL MEETING

called by not less than fourteen (14) clear days' Notice but a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right."

It is proposed that Article 59(1) in its entirety be deleted and replaced with the following paragraph:

"An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right."

(h) Article 66

The existing Article 66 provides that:

"Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands every Member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have one vote and on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. A resolution put to the vote of a

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meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the Designated Stock Exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by a Member.”

It is proposed that Article 66 in its entirety be deleted and replaced with the following paragraph:

“Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll.”

- (i) Article 67

The existing Article 67 provides that:

“Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a

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particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.”

It is proposed that Article 67 in its entirety be deleted and replaced with the following paragraph:

“[Intentionally deleted]”

(j) Article 68

The existing Article 68 provides that:

“If a poll is duly demanded the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

It is proposed that Article 68 in its entirety be deleted and replaced with the following paragraph:

“The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”

(k) Article 69

The existing Article 69 provides that:

“A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken in such manner (including the use of ballot or voting papers or tickets) and either forthwith or at such time (being not later than thirty (30) days after the date of the demand) and place as the chairman directs. It shall not be necessary (unless the chairman otherwise directs) for notice to be given of a poll not taken immediately.”

It is proposed that Article 69 in its entirety be deleted and replaced with the following paragraph:

“A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) and at such time and place, not being more than 30 days from the date of the meeting or adjourned meeting at which the poll was taken as the Chairman directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.”

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(l) Article 70

The existing Article 70 provides that:

“The demand for a poll shall not prevent the continuance of a meeting or the transaction of any business other than the question on which the poll has been demanded, and, with the consent of the chairman, it may be withdrawn at any time before the close of the meeting or the taking of the poll, whichever is the earlier..”

It is proposed that Article 70 in its entirety be deleted and replaced with the following paragraph:

“[Intentionally deleted]”

(m) Article 73

The existing Article 73 provides that:

“All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.”

It is proposed that Article 73 in its entirety be deleted and replaced with the following paragraph:

“All questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by these Articles or by the Law. In the case of an equality of votes, the chairman of such meeting shall be entitled to a second or casting vote in addition to any other vote he may have.”

(n) Article 75

The existing Article 75(1) provides that:

“A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, whether on a show of hands or on a poll, by his receiver, committee, curator bonis or other person in the nature of a receiver, committee or curator bonis appointed by such court, and such receiver, committee, curator bonis or other person may vote on a poll by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such

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evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty eight (48) hours before the time appointed for holding the meeting, or adjourned meeting or poll, as the case may be.”

It is proposed that Article 75(1) in its entirety be deleted and replaced with the following paragraph:

“A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote by his receiver, committee, curator bonis or other person in the nature of a receiver, committee, curator bonis or other person appointed by such court, and such receiver, committee, curator bonis or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty-eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.”

(o) Article 80

The existing Article 80 provides that:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked”

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It is proposed that Article 80 in its entirety be deleted and replaced with the following paragraph:

“The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or, in the case of a poll taken subsequent to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.”

(p) Article 81

The existing Article 81 provides that:

“Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to demand or join in demanding a poll and to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”

It is proposed that Article 81 in its entirety be deleted and replaced with the following paragraph:

“Instruments of proxy shall be in any common form or in such other form as the Board may approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting. The instrument of proxy shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”

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(q) Article 82

The existing Article 82 provides that:

“A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, or the taking of the poll, at which the instrument of proxy is used”

It is proposed that Article 82 in its entirety be deleted and replaced with the following paragraph:

“A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or revocation of the instrument of proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation shall have been received by the Company at the Office or the Registration Office (or such other place as may be specified for the delivery of instruments of proxy in the notice convening the meeting or other document sent therewith) two (2) hours at least before the commencement of the meeting or adjourned meeting, at which the instrument of proxy is used.”

(r) Article 84

The existing Article 84(2) provides that:

“If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including the right to vote individually on a show of hands.”

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It is proposed that Article 84(2) in its entirety be deleted and replaced with the following paragraph:

“If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)).”

(s) Article 85

The existing Article 85 provides that:

“A resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.”

It is proposed that Article 85 in its entirety be deleted and replaced with the following paragraph:

“Unless required otherwise by the Listing Rules, a resolution in writing signed (in such manner as to indicate, expressly or impliedly, unconditional approval) by or on behalf of all persons for the time being entitled to receive notice of and to attend and vote at general meetings of the Company shall, for the purposes of these Articles, be treated as a resolution duly passed at a general meeting of the Company and, where relevant, as a special resolution so passed. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last Member to sign, and where the resolution states a date as being the date of his signature thereof by any Member the statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant Members.”

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(t) Article 161

The existing Article 161 provides that:

“Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appropriate newspapers in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”

It is proposed that Article 161 in its entirety be deleted and replaced with the following paragraph:

“Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement published on the Exchange’s website, or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as herein provided, or by advertisement in appropriate newspapers in accordance with the requirements of the

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Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"), or provided that the Company has obtained either (a) the Member's prior express positive confirmation in writing or (b) the Member's deemed consent, in the manner specified in the Listing Rules to receive or otherwise have made available to him notice and documents to be given or issued to him by the Company by such electronic means, or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. The notice of availability may be given to the Member by any of the means set out above. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

By Order of the Board of
Bosideng International Holdings Limited
Gao Dekang
Chairman

Hong Kong, 22 July 2009

Notes:

1. Resolution 5C will be proposed to the shareholders for approval provided that ordinary resolutions 5A and 5B are passed by the shareholders.
2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, a form of proxy must be deposited the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-07, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. Please refer to Appendix II of the circular of the Company dated 22 July 2009 for the details of the retiring Directors subject to re-election at the AGM.