
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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波司登國際控股有限公司
Bosideng International Holdings Limited
(incorporated in the Cayman Islands with limited liability)
(Stock code: 3998)

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (AGM) of Bosideng International Holdings Limited (**Company**) to be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, August 28, 2015 at 10:00 a.m. is set out on pages 14 to 17 of this circular.

A form of proxy is enclosed with this circular. Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

July 28, 2015

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, August 28, 2015 at 10:00 a.m.
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“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
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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”	July 21, 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Memorandum”	the memorandum of association of the Company
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan
“Repurchase Mandate”	a general and unconditional mandate to the Directors to repurchase the 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 Option Scheme”	a share option scheme adopted by the Company on September 10, 2007
“Share(s)”	the ordinary share(s) of USD0.00001 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“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



波司登國際控股有限公司
Bosideng International Holdings Limited
(incorporated in the Cayman Islands with limited liability)
(Stock code: 3998)

Executive Directors:

Mr. Gao Dekang (*Chairman of the Board*)
Ms. Mei Dong
Ms. Gao Miaoqin
Ms. Huang Qiaolian
Mr. Mak Yun Kuen
Mr. Rui Jinsong

Independent non-executive Directors:

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

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office:

25/F New Shanghai City Plaza
33 South Henan Road
Shanghai 200002
PRC

Place of business in Hong Kong:

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

July 28, 2015

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

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

LETTER FROM THE BOARD

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

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

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 had 8,007,350,000 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 1,601,470,000 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 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 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

At the annual general meeting of the Company held on August 28, 2014, a general mandate was granted by the Shareholders 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 had 8,007,350,000 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 Mandate in full would result in up to a maximum of 800,735,000 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 to this Circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

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

Pursuant to Article 87 of the Articles, Ms. Mei Dong, Ms. Gao Miaoqin, Mr. Rui Jinsong and Mr. Lian Jie shall retire by rotation. Ms. Mei Dong, Ms. Gao Miaoqin, Mr. Rui Jinsong and Mr. Lian Jie, being eligible, have offered themselves for re-election at the AGM.

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

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

NOTICE OF AGM

A notice convening the AGM to be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, August 28, 2015 at 10:00 a.m. is set out on pages 14 to 17 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at www.hkexnews.hk. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

LETTER FROM THE BOARD

RECOMMENDATION

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

Yours faithfully,
For and on behalf of the Board
Bosideng International Holdings Limited
Gao Dekang
Chairman of the Board

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

Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,007,350,000 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 800,735,000 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 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 the net asset value and/or earnings per Share. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

Funding of repurchase

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

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the Memorandum and the Articles for such purpose.

The exercise of the 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 March 31, 2015 in the results announcement of the Company dated June 29, 2015). 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, Kova Group Limited, Mr. Gao Dekang and Ms. Mei Dong (the "**Controlling Shareholders**"), together controlled the exercise of approximately 65.08% 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 72.32% of the Company's issued share capital. To the best knowledge and belief of the Directors, such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors also have no intention to repurchase Shares to such an extent which will result in the number of Shares held by the public being reduced to less than 25% as required under Rule 8.08 of the Listing Rules.

Share prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Price per Share (Note)	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2014		
July	1.33	1.16
August	1.32	1.22
September	1.29	1.09
October	1.21	1.10
November	1.46	1.12
December	1.20	1.01
2015		
January	1.10	0.99
February	1.01	0.81
March	0.92	0.78
April	1.44	0.82
May	1.37	1.14
June	1.23	0.92
July (up to the Latest Practicable Date)	1.00	0.64

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 close 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 622 of the Laws of Hong Kong)).

No core 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.

Ms. Mei Dong, aged 47, is an executive Director and the Executive Vice President of the Company and was appointed as an executive Director in July 2006. Ms. Mei is responsible for the operational management of the Group. She has nearly 20 years' experience in the down apparel industry. Ms. Mei obtained various awards and honours such as the recognition of "Successful Female Entrepreneur" (巾幗建功) in China and the National Model Worker (全國勞動模範). Ms. Mei joined Bosideng Corporation in June 1994. Since then, Ms. Mei has remained with Bosideng Corporation and, after the reorganization of the businesses of the Group prior to its listing, has remained with the Group. She received an EMBA degree (majoring in Business Administration) from Phoenix International University in New Zealand in 2002.

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

Save as being the spouse of Mr. Gao Dekang (a controlling Shareholder and a Director), Ms. Mei did not have any relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders. As at the Latest Practicable Date, Ms. Mei was interested and deemed to be interested in 6,514,054,898 Shares, representing approximately 81.35% of the issued share capital of the Company.

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

Ms. Gao Miaoqin, aged 64, is an executive Director and the consultant of the Chairman of Board of the Company and was appointed as an executive Director in July 2006. Ms. Gao is responsible for the special investment and public relations matters of the Group. She has over 20 years' experience in the down apparel industry. Ms. Gao joined Bosideng Corporation in June 1994. Since then, Ms. Gao has remained with Bosideng Corporation and, after the reorganization of the businesses of the Group prior to its listing, has remained with the Group. She graduated from Suzhou College of Education in China in 1985 and received a certificate of advanced English education for middle school English teachers.

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

Save as being the cousin of Mr. Gao Dekang (a controlling Shareholder and a Director), Ms. Gao does not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders. As at the Latest Practicable Date, Ms. Gao was interested in 1,003,697 Shares, representing approximately 0.01% of the issued share capital of the Company.

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

Mr. Rui Jinsong, aged 43, is an executive Director and the Vice President of the Company and the General Manager of the Group's retail business. He was appointed as an executive Director in May 2013. He is fully responsible for the overall management of the retail business of the Group's core apparel brands. Mr. Rui graduated from Wuxi Light Industry College majoring in Textile Engineering in 1994. He joined the Group in May 2004 and has been with the Group since then, from which he acquired practical experience in brand and retail management.

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

Mr. Rui did not have any relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders. As at the Latest Practicable Date, Mr. Rui was interested in 1,878,242 Shares, representing approximately 0.02% of the issued share capital of the Company.

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

Mr. Lian Jie, aged 41, was appointed as an independent non-executive Director in July 2013. Mr. Lian is currently the Partner of Primavera Capital Group which is a China focused private equity firm. He is also an independent non-executive director of Bona Film Group Limited which is a company listed on the NASDAQ Stock Market (Nasdaq Stock Code: BONA) and a non-executive director of China XLX Fertiliser Limited which is a company listed on the Singapore Exchange (“SGX”) and the Stock Exchange (SGX Stock Code: B9R; HKEx Stock Code: 1866). From 2009 to 2010, Mr. Lian served as the Managing Director in China International Capital Corporation (“CICC”) Investment Banking Division based in Hong Kong. Prior to joining CICC, Mr. Lian had been the Managing Director of the Investment Banking Division of Goldman Sachs in Hong Kong for more than seven years. Mr. Lian graduated with a MBA from the Tuck School of Management, Dartmouth College.

Save as disclosed above, Mr. Lian has not held any directorship in any other listed public companies during the three years preceding the Latest Practicable Date. Mr. Lian has entered into an appointment letter with the Company for an initial term of three years commencing from July 10, 2013, renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month notice. Mr. Lian is subject to retirement by rotation and re-election in accordance with the Articles. The current director’s fee payable to Mr. Lian is RMB330,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Lian is determined by reference to his duty, qualification and experience and the prevailing market rate.

Mr. Lian does not have any relationship with any Directors, senior management, substantial Shareholders or Controlling Shareholders. As at the Latest Practicable Date, Mr. Lian did not have any interest in the Shares within the meaning of Part XV of the SFO.

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

NOTICE OF ANNUAL GENERAL MEETING



波司登國際控股有限公司
Bosideng International Holdings Limited
(incorporated in the Cayman Islands with limited liability)
(Stock code: 3998)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the annual general meeting (**AGM**) of Bosideng International Holdings Limited (**Company**) will be held at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, August 28, 2015 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 March 31, 2015.
2. To declare a final dividend of HKD1.0 cent per ordinary share.
3.
 - (i) To re-elect Ms. Mei Dong as an executive director;
 - (ii) To re-elect Ms. Gao Miaoqin as an executive director;
 - (iii) To re-elect Mr. Rui Jinsong as an executive director;
 - (iv) To re-elect Mr. Lian Jie as an independent non-executive 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, grant, distribute and deal

NOTICE OF ANNUAL GENERAL MEETING

with additional shares of the Company (**Shares**) and to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; (iii) the exercise of any options granted under any option scheme adopted by the Company or similar arrangement for the time being adopted for the granting or issuance of Shares, or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the 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.”

NOTICE OF ANNUAL GENERAL MEETING

- 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.”

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

Hong Kong, July 28, 2015

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 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. Please refer to Appendix II of the circular of the Company dated July 28, 2015 for the details of the retiring Directors subject to re-election at the AGM.