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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 **Bosideng International Holdings Limited**, 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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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 REPURCHASE SHARES AND
TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Bosideng International Holdings Limited (the “Company”) to be held at 10:00 a.m., on Friday, August 25, 2017 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 28 to 32 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 26, 2017

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DEFINITIONS

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

“Adoption Date”	the date on which the New Share Option Scheme is adopted pursuant to an ordinary resolution to be passed by the Shareholders at the AGM
“AGM”	the annual general meeting of the Company to be convened and held at 10:00 a.m., on Friday, August 25, 2017 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong
“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
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time
“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
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Eligible Person”	any director (including independent non-executive director), employee (whether full-time or part-time), consultant or advisor of the Group who in the sole discretion of the Board has contributed or will contribute to the Group
“Existing Share Option Scheme”	the existing share option scheme conditionally adopted by the Board on September 15, 2007 and effective from October 11, 2007

DEFINITIONS

“General Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof
“Grantee”	any Eligible Person who accepts the Offer in accordance with the terms of the New Share Option Scheme and, where the context so permits, a person or persons who is entitled to exercise any such Option in consequence of the death of the original Grantee
“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
“Inside Information”	has the same meaning ascribed to it under the SFO from time to time
“Latest Practicable Date”	July 19, 2017, 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
“Memorandum”	the memorandum of association of the Company
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“New Share Option Scheme”	the new share option scheme to be adopted by the Shareholders at the AGM
“Offer”	an offer of the grant of an Option made in accordance with the terms of the Existing Share Option Scheme, the New Share Option Scheme and any other share option scheme(s) of the Company
“Offer Date”	the date on which an Offer is made to any Eligible Person, which must be a business day

DEFINITIONS

“Option”	a right to subscribe for Shares granted pursuant to the terms of the Existing Share Option Scheme, the New Share Option Scheme and any other share option scheme(s) of the Company
“Option Period”	in respect of any particular Option, the period during which the Option may be exercised as determined by the Board and notified to each Grantee in accordance with the terms of the Existing Share Option Scheme, the New Share Option Scheme and any other share option scheme(s) 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 Shares up to 10% of the total number of Shares 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 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



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 of the Board*)

Ms. Mei Dong

Ms. Gao Miaoqin

Ms. Huang Qiaolian

Mr. Mak Yun Kuen

Mr. Rui Jinsong

Mr. Gao Xiaodong

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
Central, Hong Kong

July 26, 2017

To the Shareholders,

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES,
RE-ELECTION OF DIRECTORS,
PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME
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;
- (iii) the proposed re-election of retiring Directors; and
- (iv) the proposed adoption of the New Share Option Scheme.

GENERAL MANDATES

The Directors wish to propose two ordinary resolutions at the AGM to give the Directors new general mandates:

- (i) to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM; and
- (ii) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM.

As at the Latest Practicable Date, the Company had 10,682,560,385 Shares in issue. Subject to the passing of an ordinary resolution approving the grant of the Issue Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed to issue and allot up to a maximum of 2,136,512,077 Shares under the Issue Mandate. In addition, subject to the passing of an ordinary resolution approving the grant of the Repurchase Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed to repurchase up to a maximum of 1,068,256,038 Shares under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will remain in force until 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 Issue Mandate and the Repurchase 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 Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to 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, Ms. Huang Qiaolian, Mr. Mak Yun Kuen, Mr. Rui Jinsong and Mr. Gao Xiaodong, and the independent non-executive Directors are Mr. Dong Binggen, Mr. Wang Yao, Dr. Ngai Wai Fung and Mr. Lian Jie.

Pursuant to Article 86 of the Articles, Mr. Gao Xiaodong, who was appointed as an executive Director with effect from March 28, 2017, will hold office only until the AGM and will then be eligible for re-election at the AGM. Pursuant to Article 87 of the Articles, Mr. Gao Dekang, Mr. Rui Jinsong and Mr. Dong Binggen, being eligible, have offered themselves for re-election at the AGM. Due to retirement, Ms. Gao Miaoqin will not offer herself for re-election.

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

PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

The Existing Share Option Scheme

As the Existing Share Option Scheme will soon expire on October 10, 2017, the Board considers that it is in the interest of the Company to adopt the New Share Option Scheme so as to continue to provide incentives or rewards to the Eligible Persons as the Board may in its absolute discretion select for their contributions to the success of the Group. Apart from the Existing Share Option Scheme, the Company had no other subsisting share option scheme as at the Latest Practicable Date. The Company had 180,900,000 outstanding Options granted (but unvested) under the Existing Share Option Scheme as at the Latest Practicable Date. The adoption of the New Share Option Scheme will not affect the 180,900,000 outstanding Options which shall continue to be exercisable in accordance with the terms of issue under the Existing Share Option Scheme.

As disclosed in the announcement of the Company dated August 5, 2016, 40% of the 180,900,000 outstanding Options shall be vested during the period commencing from the first anniversary date from August 5, 2016 (the “**Date of Grant**”) and ending on the last trading date of the 24-month period from the Date of Grant. 30% of the 180,900,000 outstanding Options shall be vested during the period commencing from the first trading day after expiry of the 24-month period from the Date of Grant and ending on the last trading day of the 36-month period from the Date of Grant. 30% of the 180,900,000 outstanding Options shall be vested during the period commencing from the first trading day after expiry of the 36-month period from the Date of Grant and ending on the last trading day of the 48-month period from the Date of Grant.

LETTER FROM THE BOARD

Adoption of the New Share Option Scheme

The Board proposes the adoption of the New Share Option Scheme, which will be valid for ten years from the Adoption Date.

The purpose of the New Share Option Scheme is to replace the Existing Share Option Scheme and to attract skilled and experienced personnel, to incentivise them to remain with the Company and to give effect to the customer-focused corporate culture of the Company, and to motivate them to strive for the future development and expansion of the Company, by providing them with the opportunity to acquire equity interests in the Company. A summary of the principal rules of the New Share Option Scheme is set out in Appendix III of this circular.

In addition, the adoption of the New Share Option Scheme is in line with modern commercial practice that employees of the Group be given incentives to work towards the goal of enhancing the enterprise value and attaining the long-term objectives of the Company for the benefit of the Group as a whole. As such, the Directors consider that the adoption of the New Share Option Scheme is in the interests of the Company and the Shareholders as a whole. The provisions of the New Share Option Scheme will comply with the requirements of Chapter 17 of the Listing Rules.

The rules of the New Share Option Scheme provide that the Board may, at its absolute discretion, specify the Eligible Persons to whom Options shall be granted, the number of Shares subject to each Option and the date on which the Options shall be granted. The basis for determining the exercise price is also specified precisely in the rules of the New Share Option Scheme. There is no performance target specified in the New Share Option Scheme. The Company does not at present intend to appoint a trustee to the New Share Option Scheme.

As at the Latest Practicable Date, there were 10,682,560,385 Shares in issue. Assuming that no further Share will be allotted, issued, repurchased or cancelled prior to the AGM, the total number of Shares that may fall to be allotted and issued under the New Share Option Scheme after the resolution regarding the proposed adoption of the New Share Option Scheme is passed at the AGM would be 1,068,256,038 Shares, representing approximately 10% of the total number of Shares in issue.

The Directors consider that it is not appropriate to state the value of the Options which may be granted under the New Share Option Scheme as if they had been granted as at the Latest Practicable Date. The Directors believe that any statement regarding the value of the Options as at the Latest Practicable Date will not be meaningful to the Shareholders, since the Options to be granted shall not be assignable, and no holder of the Options shall in any way sell, transfer, charge, mortgage or create any interest (legal or beneficial) in favour of any third party over or in relation to any Option.

LETTER FROM THE BOARD

In addition, any such valuation would have to be made on the basis of certain option pricing model or other methodology, which depends on various assumptions, including the subscription price, the exercise period, lock-up period (if any), interest rate, expected volatility and other variables. As no Option had been granted as at the Latest Practicable Date under the New Share Option Scheme, certain variables are not available for calculating the value of the Options thereunder, the Directors believe that any calculation of the value of the Options under the New Share Option Scheme as at the Latest Practicable Date based on a great number of speculative assumptions would not be meaningful and may be misleading to the Shareholders and the investors of the Company.

None of the Directors is a trustee of the New Share Option Scheme nor has a direct or indirect interest in the trustee of the New Share Option Scheme (if any).

Conditions precedent of the New Share Option Scheme

The adoption of the New Share Option Scheme is conditional upon:

- (i) the passing of ordinary resolution(s) by the Shareholders at the AGM to (1) approve and adopt the New Share Option Scheme; (2) authorize the Board to grant Options under the New Share Option Scheme; and (3) authorize the Board to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the New Share Option Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Share on the Stock Exchange which may fall to be allotted and issued by the Company pursuant to the exercise of the Options in accordance with the terms and conditions of the New Share Option Scheme.

Subject to the obtaining of the Shareholders' approval with respect to the adoption of the New Share Option Scheme at the AGM, the total number of Shares which may be issued upon exercise of all Options to be granted under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date unless the Company obtains a fresh approval from Shareholders to renew the 10% limit on the basis that the maximum number of Shares in respect of which Options may be granted under the New Share Option Scheme together with any Options outstanding and yet to be exercised under the New Share Option Scheme and any other share option schemes shall not exceed 30% of the total number of Shares in issue from time to time. The 180,900,000 outstanding Options granted under the Existing Share Option Scheme accounted for 1.69% of the total number of Shares in issue as at the Latest Practicable Date. Therefore, Options which may be granted under the New Share Option Scheme together with any Options outstanding and yet to be exercised under the New Share Option Scheme and the 180,900,000 outstanding Options granted under the Existing Share Option Scheme account for 11.69% of the total number of Shares in issue at most, and do not exceed 30% of the total number of Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

A summary of the principal rules of the New Share Option Scheme is set out in Appendix III to this circular. A copy of the New Share Option Scheme is available for inspection at the Company's principal place of business in Hong Kong at Unit 5709, 57/F., The Center, 99 Queen's Road Central, Central, Hong Kong during normal business hours from the date hereof up to the date of AGM.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the Options granted under the New Share Option Scheme.

As at the Latest Practicable Date, no Shareholder had a material interest in the adoption of the New Share Option Scheme. As such, no Shareholder is required to abstain from voting on the resolution in relation thereto.

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 10:00 a.m. on Friday, August 25, 2017 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 28 to 32 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, the re-election of retiring Directors and the proposed adoption of the New Share Option Scheme 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 total number of Shares in issue was 10,682,560,385 and 180,900,000 Options granted under the Existing Share Option Scheme remained outstanding entitling the holders of the Options to subscribe for an aggregate of 180,900,000 Shares. If such outstanding Options were exercised in full on or prior to the date of the AGM, a further 180,900,000 Shares would be in issue.

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 1,068,256,038 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 in general meeting. Assuming that (i) all outstanding Options are exercised in full on or before the date of the AGM; and (ii) no further Shares are/will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 1,086,346,038 Shares being repurchased by the Company during the above said period.

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, 2017 in the results announcement of the Company dated June 26, 2017). 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 Mr. Gao Dekang and his associates (the "**Controlling Shareholders**"), together controlled the exercise of approximately 65.97% 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 73.30% 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 twelve months preceding the Latest Practicable Date were as follows:

	Price per Share (Note)	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2016		
July	0.67	0.63
August	0.75	0.65
September	0.77	0.67
October	0.75	0.69
November	0.74	0.65
December	0.74	0.64
2017		
January	0.70	0.66
February	0.73	0.67
March	0.70	0.66
April	0.68	0.60
May	0.63	0.54
June	0.67	0.54
July (up to the Latest Practicable Date)	0.67	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).

No core connected person 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. Gao Dekang, aged 65, is the Chairman of the Board and the Chief Executive Officer of the Company and a director of certain subsidiaries of the Group. He is a representative of the 10th to 12th National Congress and a National Model Worker (全國勞動模範). He is the founder of the Group and is responsible for the overall strategic development of the Group. He has over 40 years of experience in the apparel industry. He is a senior economist and a senior engineer. He received an EMBA degree (majoring in Business Administration) from Phoenix International University in New Zealand in 2002, and obtained a Master's degree in business management from Victoria University in Switzerland in 2012.

Mr. Gao had not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date. Pursuant to the existing service agreement between Mr. Gao and the Company, the appointment of Mr. Gao was for a fixed term of three years commencing from September 15, 2007 renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Mr. Gao is subject to retirement by rotation and re-election in accordance with the Articles. The current Director's fee payable to Mr. Gao is RMB330,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Gao is determined by reference to his duty, qualification and experience and the prevailing market rate.

As at the Latest Practicable Date, Mr. Gao was interested and deemed to be interested in 7,046,417,283 Shares (within the meaning of Part XV of the SFO), representing approximately 65.96% of the total number of Shares in issue. Save that Mr. Gao is the spouse of Ms. Mei Dong (an executive Director and the Executive President), father of Mr. Gao Xiaodong (an executive Director), cousin of Ms. Gao Miaoqin (an executive Director), Mr. Gao did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning the re-election of Mr. 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 45, is an executive Director and the Senior Vice President of the Company and the General Manager of Bosideng Down Wear Ltd., a subsidiary of the Company. He was appointed as an executive Director with effect from May 2013. He is fully responsible for the overall management of the operational management business of the Group's Core Bosideng brands. Mr. Rui graduated from Wuxi Light Industry College majoring in Textile Engineering in 1994. He joined Bosideng Corporation in May 2004 and remained with the Group after the reorganisation of the business of the Group prior to its listing, from which he acquired practical experience in brand and retail management.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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 RMB330,000 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 does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Rui was interested in 24,278,242 Shares, representing approximately 0.22% of the total number of Shares in issue.

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. Gao Xiaodong, aged 41, was appointed as an executive Director in March 2017. Mr. Gao is the Vice President of the Company. Mr. Gao is fully in charge of the Group's Bosideng MAN. He is a qualified senior economist and has obtained a master's degree in business administration from Centenary College in 2009. He joined Bosideng Corporation in 2002 and joined the Group in 2013, from which he accumulated tremendous experience in apparel, highway, real estate and hotel segments.

Mr. Gao had not held any directorship or take any major appointment in any listed public company in Hong Kong and other places in the three years preceding the Latest Practicable Date. Mr. Gao has entered into a service contract for an initial fixed term of three years with the Company commencing from March 28, 2017. Mr. Gao is subject to retirement by rotation and re-election in accordance with the articles of association of the Company. The current Director's fee payable to Mr. Gao is RMB330,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Gao is determined by reference to the Company's operating results, individual performance and comparable market statistics.

As at the Latest Practicable Date, Mr. Gao was deemed to be interested in 7,043,653,586 Shares (within the meaning of Part XV of the SFO), representing approximately 65.94% of the total number of Shares in issue. Save that Mr. Gao is the son of Mr. Gao Dekang (the Chairman, the Chief Executive Officer, an executive Director and a controlling shareholder of the Company) and Ms. Mei Dong (an executive Director and the Executive President), Mr. Gao did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning the re-election of Mr. 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

Mr. Dong Binggen, aged 67, a senior engineer, was appointed as an independent non-executive Director in September 2007. Mr. Dong graduated from Eastern China Textile Institute, currently known as Donghua University, in 1977. Since February 1997, he has worked with Hualian Development Group Co., Ltd. as the Chairman and President, Secretary of the Communist Party Committee. He had been the Chairman of the Shenzhen Textile Industry Association, the President of the Shenzhen Textile Engineering Association, the member of the standing committee and the Invited Vice Chairman of the China Textile Industry Association. He is currently the Vice Chairman of China Textile Industry Enterprise Management Association. He is also the Chairman of a PRC company listed on the Shenzhen Stock Exchange (000036). Save as disclosed above, Mr. Dong had not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date.

Pursuant to the appointment letter between Mr. Dong and the Company, the appointment of Mr. Dong was for a fixed term of three years commencing from September 15, 2007, renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Mr. Dong is subject to retirement by rotation and re-election in accordance with the Articles. The current Director's fee payable to Mr. Dong is RMB330,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Dong is determined by reference to his duty, qualification and experience and the prevailing market rate. As at the Latest Practicable Date, (i) Mr. Dong did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) Mr. Dong did not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there are no other matters concerning Mr. Dong's re-election 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.

The following is a summary of the principal rules of the New Share Option Scheme but does not form part of, nor was it intended to be, part of the New Share Option Scheme nor should it be taken as effecting the interpretation of the New Share Option Scheme:

1. PURPOSE OF NEW SHARE OPTION SCHEME

The purpose of the New Share Option Scheme is to attract skilled and experienced personnel, to incentivise them to remain with the Company and to give effect to the customer-focused corporate culture of the Company, to motivate them to strive for the future development and expansion of the Company, and to grant Options to the Eligible Participants in recognition of their contribution made or to be made to the Group, by providing them with the opportunity to acquire equity interests in the Company.

2. WHO MAY JOIN:

- (a) The Board may, at its absolute discretion, offer any Eligible Persons Options to subscribe for Shares on the terms set out in the New Share Option Scheme.
- (b) Options granted to Directors or substantial shareholders:
 - (i) Any Options to be granted to a Director, chief executive or substantial shareholder of the Company or any of their respective associates shall be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed Grantee of the Options).
 - (ii) Without prejudice to the generality of sub-paragraph (b)(i) above, if any Options to be granted to a substantial shareholder or independent non-executive Director of the Company, or any of their respective associates, would result in the total number of Shares in issue and to be issued upon exercise of all the Options granted and to be granted (including Options exercised, canceled and outstanding) to such person in the period of 12 months up to and including the date of the grant:
 - representing in aggregate over 0.1% of the total number of Shares in issue from time to time; and
 - having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HKD5,000,000,

the further grant of Options must be approved by the Shareholders in general meeting. The Company must send a circular to the Shareholders containing such information as required under Rule 17.04 of the Listing Rules. The Grantee, his associates and all core connected persons of the Company shall abstain from voting in favor at such general meeting, and any vote taken at such meeting must be taken on a poll.

3. MAXIMUM NUMBER OF SHARES

- (a) The maximum number of Shares in respect of which Options may be granted under the New Share Option Scheme when aggregated with the maximum number of Shares in respect of which Options may be granted under any other scheme involving the issue or grant of Options over Shares by the Company or any of the subsidiaries shall not exceed 10% of the total number of Shares in issue as at the Adoption Date. Options lapsed in accordance with the terms of the New Share Option Scheme shall not be counted for the purpose of calculating the 10% limit.
- (b) The maximum number of Shares may, with the approval of the Shareholders, be “refreshed” from time to time as required up to a maximum of 10% of the total number of Shares in issue as of the date of the Shareholders’ approval. Options previously granted under the New Share Option Scheme or any other scheme, including Options outstanding, canceled or lapsed in accordance with the relevant scheme or exercised Options, shall not be counted for the purpose of calculating the limit to be refreshed.
- (c) The Company may obtain a separate approval from the Shareholders to grant Options which will result in the number of Shares in respect of all the Options granted under the New Share Option Scheme and all the Options granted under any other scheme exceeding 10% of the total number of Shares in issue, provided that such Options are granted only to Eligible Persons specifically identified by the Company before the separate approval of the Shareholders is sought.
- (d) The maximum number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the New Share Option Scheme and any other Options granted and yet to be exercised under any other scheme shall not exceed 30% of the total number of Shares in issue from time to time.
- (e) No Option may be granted to any one person such that the total number of Shares in issue and to be issued upon the exercise of Options granted and to be granted to that person in any 12-month period up to the date of the latest grant exceeds 1% of the total number of Shares in issue from time to time, unless the approval of the Shareholders is obtained.

4. GRANT OF OPTIONS

- (a) The period within which the Options must be exercised will be specified by the Company at the time of grant, and must expire no later than ten years from the Offer Date unless the Company obtains separate Shareholders approval in relation to such grant.

- (b) An offer of grant of an Option shall be made by a letter to the Eligible Person, who may appoint a nominee to hold any Options granted on his or her behalf, specifying the number of Options comprised in the Option proposed to be granted and the applicable terms and conditions relating to the Options. These terms and conditions may include provisions as to the performance conditions which must be satisfied before the Option can be exercised, the minimum period for which an Option must be held before it can be exercised, vesting conditions (if any), lapse conditions and such other provisions as the Board may determine. The Eligible Person is required to accept the Offer and undertake (for itself and, if applicable, on behalf of any nominee of the Eligible Person) to hold the Option on the terms and conditions of the grant and, upon receipt by the Board of such acceptance, together with the payment of HKD1.00 by way of consideration, the Option shall be deemed to have been granted, to and accepted by, the Eligible Person (an Option holder) and to have taken effect.
- (c) The Board shall not grant any Option under the New Share Option Scheme after Inside Information has come to the knowledge of the Company until the Company has announced the information. In particular, no Option shall be granted during the period commencing one month immediately preceding the earlier of the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the results of the Company for any year, half year, quarterly or any other interim period and the deadline for the Company to publish an announcement of the results of the Company for any year, half-year, quarterly or any other interim period, and ending on the date of the results announcements.

5. MINIMUM HOLDING PERIOD AND VESTING

The New Share Option Scheme does not contain any minimum period(s) for which a Option must be held before it can be vested or exercised. However, at the time of grant of the Options, the Board may specify any such minimum period(s).

6. PERFORMANCE TARGETS

The New Share Option Scheme does not contain any performance target(s) which must be achieved before the Options can be exercised in whole or in part. At the time of grant of the Options, the Board may specify any performance target(s).

7. AMOUNT PAYABLE FOR OPTIONS

The amount payable on acceptance of an Option is HKD1.00.

8. EXERCISE PRICE

The amount payable for each Share to be subscribed for under an Option upon exercise shall be determined by the Board and notified to the Eligible Person at the time of offer of the Option and shall be not less than the higher of:

- (a) the closing price of the Shares as stated in the Stock Exchange's daily quotation sheet on the Offer Date, which must be a business day;
- (b) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheet for the five business days immediately preceding the Offer Date; and
- (c) the nominal value of the Shares.

9. VOTING AND OTHER RIGHTS

No voting rights shall be exercisable and no dividends shall be payable in respect of Options that have not been exercised.

10. RIGHTS ON DEATH

If an Option holder dies and none of the events which would be a ground for termination of his employment or his services engagement under sub-paragraph (17)(c) or (17)(f), respectively below has occurred, the legal personal representative(s) of the Option holder shall be entitled within a period of 12 months from the date of death (or such longer period as the Board may determine) to exercise the Option up to his entitlement (to the extent not already exercised).

11. RIGHTS ON CEASING TO BE AN EMPLOYEE

- (a) If the Option holder ceases to be an employee for any reason other than his death or the termination of his employment on one or more of the grounds specified in subparagraph (11)(b) or (17)(c) below, the Option holder (or, if applicable, the Option holder's nominee on the Option holder's behalf) may exercise the Option up to the Option holder's entitlement at the date of cessation of his employment (to the extent not already exercised) within the period of three months following the date of such cessation, which date shall be the last actual working day with the Company or any of the relevant subsidiary of the Company, whether salary is paid in lieu of notice or not.
- (b) If the Option holder ceases to be an employee by reason of ill-health, injury or disability not attributable to his own misconduct or redundancy (as defined in the Employment Ordinance (Chapter 57 of the Laws of Hong Kong)), retirement, agreement with the Board or transfer of business in relation to which the employee

was engaged to a company outside the Group and none of the events which would be a ground for termination of his employment under subparagraph (17)(c) below has occurred, the Option holder (or, if applicable, the Option holder's nominee on the Option holder's behalf) may exercise the Option up to his entitlement at the date of cessation of his employment (to the extent not already exercised) within the period of six months following the date of such cessation, which date shall be the last actual working day with the Company or the relevant subsidiary of the Company, whether salary is paid in lieu of notice or not.

12. RIGHTS ON CEASING TO BE AN ELIGIBLE PERSON (OTHER THAN AN EMPLOYEE)

- (a) If the Option holder (other than an employee) ceases to be an Eligible Person under a fixed term contract by reason of termination or expiry of the term of the relevant fixed term contract without any extension or renewal by the Company or the relevant subsidiary of the Company for reasons other than (1) on one or more of the grounds specified in sub-paragraph (17)(f) or (2) on his death, the Option holder (or, if applicable, the Option holder's nominee on the Option holder's behalf) may exercise the Option up to his entitlement at the date of cessation (to the extent not already exercised) within the period of nine months (or such longer period as the Board may determine) following the date of such cessation, which date shall be the date of expiry of the relevant fixed term contract.
- (b) If the Option holder (other than an employee) ceases to be an Eligible Person not under any fixed term contract, by reason of the Option holder ceasing to provide any further advisory or consultancy or other kind of services, support, assistance or contribution to the Company or the relevant subsidiary of the Company as may be determined by the Board and notified to such third party service provider in writing within three months after the provision of its last services, support, assistance or contribution to the Company or the relevant subsidiary of the Company for reasons other than (1) on one or more of the grounds specified in sub-paragraph (17)(f), or (2) on his death, the Option holder (or, if applicable, the Option holder's nominee on the Option holder's behalf) may exercise the Option up to his entitlement at the date of cessation (to the extent not already exercised) within the period of nine months (or such other period as the Board may determine) following the date of such cessation, which date shall be the date of the written notification to the Option holder.

13. RIGHTS ON GENERAL OFFER

If a general offer (whether by way of take-over offer, share repurchase offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or in concert with the offeror) the Company shall endeavor to procure that

such offer is extended to all the Option holders (or, if applicable, the Option holder's nominee on the Option holder's behalf, or his legal personal representative(s)) on the same terms mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, the Shareholders. If such offer, having been approved in accordance with applicable laws and regulatory requirements becomes effective, or becomes or is declared unconditional, the Option holder (or, if applicable, the Option holder's nominee on the Option holder's behalf, or his legal personal representative(s)) shall be entitled to exercise the Option in full (to the extent not already exercised) at any time within fourteen days after the date on which such general offer becomes effective, or becomes or is declared unconditional.

14. RIGHTS ON A VOLUNTARY WINDING-UP

In the event of an effective resolution being passed for the voluntary winding-up of the Company or an order of the court is made for the winding-up of the Company, we shall give notice thereof (winding-up notice) to all Option holders (or, if applicable, the Option holder's nominee on the Option holder's behalf, or his legal personal representative(s)) on the same day as such resolution is passed or order is made. The Option holder (or, if applicable, the Option holder's nominee on the Option holder's behalf, or his legal personal representative(s)) may by notice in writing to the Company within 30 days after the date of the winding-up notice elect to be treated as if the Option (to the extent not already exercised) had been exercised immediately before the passing of such resolution either to its full extent or to the extent specified in the Option holder's notice, such notice to be accompanied by a remittance of the aggregate subscription price for the Shares in respect of which the notice is for the full amount and the Option holder (or, if applicable, the Option holder's nominee on the Option given, whereupon or his legal personal representative(s)) will be entitled to receive out of the assets holder's behalf, liquidation *pari passu* with the holders of Shares such sum as would have been received in respect of the Shares the subject of such election.

15. RIGHTS ON SCHEMES OF COMPROMISE OR ARRANGEMENT

If, pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), a compromise or arrangement between the Company and the Shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or the amalgamation of the Company with any other company or companies, the Company shall give notice thereof to all Option holders (or, if applicable, the Option holder's nominee on the Option holder's behalf, or his legal personal representative(s)), together with a notice of the existence of the provisions of this paragraph (15), on the same date as it despatches to each member or creditor of the Company a notice summoning the meeting to consider such a compromise or arrangement, and thereupon each Option holder (or, if applicable, the Option holder's nominee on the Option holder's behalf, or his legal personal representative(s)) shall be entitled to exercise all or any of his Options in whole or in part at any time prior to 12: 00 noon on the day immediately preceding the date of the meeting directed to be convened by the Court for the purposes of considering such compromise or arrangement. With effect from the date of such meeting, the rights of all

Options holders (or, if applicable, the Option holder's nominee on the Option holder's behalf or his legal personal representative(s)) to exercise their respective Options shall forthwith be suspended. Upon such compromise or arrangement becoming effective, all Options shall, to the extent that they have not been exercised, lapsed and terminated. The Directors shall endeavour to procure that the Shares issued as a result of the exercise of Options under this paragraph (15) shall for the purposes of such compromise or arrangement form part of the issued Shares on the effective date thereof and that such Shares shall in all respects be subject to such compromise or arrangement. If for any reason such compromise or arrangement is not approved by the Court (whether upon the terms presented to the Court or upon any other terms as may be approved by such Court) the rights of Option holders (or, if applicable, the Option holder's nominee on the Option holder's behalf, or his legal personal representative(s)) to exercise their respective Options shall with effect from the date of the making of the order by the Court be restored in full and shall thereupon become exercisable (but subject to the other terms of the New Share Option Scheme) as if such compromise or arrangement had not been proposed by the Company and no claim shall lie against the Company or any of the officers of the Company for any loss or damage sustained by any Option holder as a result of the aforesaid suspension.

16. LIFE OF THE NEW SHARE OPTION SCHEME

Unless otherwise terminated by the Board or the Shareholders in general meeting in accordance with the terms of the New Share Option Scheme, the New Share Option Scheme shall be valid and effective for a period of ten years from the Adoption Date, after which no further Options will be granted or offered, but the provisions of the New Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any subsisting Option granted prior to the expiry of this 10-year period or otherwise as may be required in accordance with the provisions of the New Share Option Scheme.

17. LAPSE OF NEW SHARE OPTION SCHEME

An Option shall lapse automatically and not be exercisable, to the extent not already exercised, on the earliest of:

- (a) the expiry of the period for exercise of the Option;
- (b) twelve months (or such longer period as the Board may determine) after the death of the Option holder;
- (c) an Option holder ceasing to be an employee of the Company or any of the subsidiaries of the Company on the ground of:
 - the Option holder's misconduct;
 - the Option holder being convicted of any criminal offence involving his integrity or honesty; or

- the Option holder's employer being entitled to summarily terminate his employment at common law or pursuant to his contract of employment;
- (d) six months after the Option holder ceases to be an employee of the Company or any of the subsidiaries of the Company by reason of:
- retirement;
 - redundancy;
 - ill health or disability; or
 - a transfer of business and the employee is transferred to a company outside the Group;
- (e) three months after the termination of the Option holder's employment with the Company or any of the subsidiaries of the Company for reasons other than the reasons specified in sub-paragraphs (17)(c) and (17)(d) above;
- (f) the date on which:
- the contract between the Option holder (other than an employee) and the Company or the relevant subsidiary of the Company is terminated, where such contract is terminated by reason of breach of contract on the part of the Option holder; or
 - the Option holder (other than an employee) appears either unable to pay or have no reasonable prospect to be able to pay debts, or had become insolvent, or has made any arrangement (including a voluntary arrangement) or composition with his creditors generally, or ceases or threatens to cease to carry on his business, or is bankrupted or has been convicted or any criminal offence involving integrity or honesty, provided that whether any one or more of the events specified above occur in relation to such Option holder shall, in its reasonable opinion, be solely and conclusively determined the Board;
- (g) nine months (or such longer period as the Board may determine) after the Option holder (other than an employee) ceases to be an Eligible Person by reason of:
- for an Option holder under a fixed term contract, termination or expiry of the term of the relevant fixed term contract without any extension or renewal by the Company or the relevant subsidiary of the Company for reasons other than those specified in sub-paragraph (17)(f) above or on his death; or

- for an Eligible Person not under any fixed term contract, ceasing to provide any further advisory or consultancy or other kind of services, support, assistance or contribution to the Company or the relevant subsidiary as may be determined by the Board and notified to such Option holder in writing within three months after the provision of its last service, support, assistance or contribution to the Company or the relevant subsidiary of the Company for reasons other than those specified in sub-paragraph (17)(f) above or on his death;
- (h) in the case of any takeover, scheme of compromise or arrangement or voluntary winding up, the expiry of the periods of notice as specified in the New Share Option Scheme, provided that in the case of a scheme of compromise or arrangement, the proposed compromise or arrangement becomes effective;
- (i) save as otherwise provided in paragraph (14) above, the date of commencement of the winding-up of the Company; or
- (j) any breach of the provision described in paragraph (22) below.

18. ADJUSTMENT

In the event of a capitalization issue, rights issue, subdivision or consolidation of Shares or reduction of the share capital of the Company while any Option remains exercisable, but excluding, for the avoidance of doubt, any alteration in the capital structure of the Company as a result of an issue of Shares as consideration in a transaction to which the Company is a party, the auditors or the financial advisor engaged by the Company for such purpose shall determine what adjustment is required to be made to the subscription price, the number of Shares to be issued on exercise of the Options (or any combination of the foregoing), provided that any such adjustments give the Option holder the same proportion of the equity capital of the Company and no adjustment may be made to the extent that Shares would be issued at less than their nominal value. Any adjustment made to the exercise price of and/or the number of Shares subject to Options to be granted under the New Share Option Scheme will be made in compliance with applicable requirements under Chapter 17 of the Listing Rules and any applicable guidance and/or interpretation thereof issued by the Stock Exchange from time to time. In particular, the Company will comply with applicable requirements set out in the Supplemental Guidance on Listing Rule 17.03(13) and the Note immediately thereafter issued by the Stock Exchange on September 5, 2005.

19. CANCELLATION OF OPTIONS NOT EXERCISED

Any Options granted but not exercised may be canceled if the Option holder (or, if applicable, the Option holder's nominee on the Option holder's behalf or his legal personal representative(s)) so agrees and new Options may be granted to the same Option holder (or, if applicable, the Option holder's nominee on the Option holder's behalf or his legal personal representative(s)) provided such Options fall within the limits specified in paragraph (3) above and are otherwise granted in accordance with the terms of the New Share Option Scheme.

20. RANKING OF SHARES

The Shares to be allotted and issued to an Option holder upon the exercise of an Option shall be subject to all the provisions of the Articles for the time being in force and will rank pari passu with the fully paid Shares in issue on the date the name of the Option holder (or the Option holder's nominee, if applicable) is registered on the register of members of the Company. Prior to the Option holder (or the Option holder's nominee, if applicable) being registered on the register of members of the Company, the Option holder shall not have any voting rights, or rights to participate in any dividends or distributions (including those arising on a liquidation of the Company), in respect of the Shares to be issued upon the exercise of the Option.

21. TERMINATION

The Company, by ordinary resolution of the Shareholders, or the Board, may at any time terminate the operation of the New Share Option Scheme and in such event no further Options will be offered or granted, but in all other respects the New Share Option Scheme shall remain in full force and effect. Any granted but unexercised and unexpired Options shall continue to be exercisable in accordance with their terms of issue after the termination of the New Share Option Scheme.

22. TRANSFERABILITY

The Options are personal to the Option holders and are not transferable, except for the transmission of an Option on the death of an Option holder to his personal representative(s) on the terms of the New Share Option Scheme. This does not prevent a Grantee from nominating an entity to hold his Options on his behalf, provided that the Grantee shall undertake to ensure that such nominee shall hold the Options on the terms on which they are granted and to be bound by the provisions of the New Share Option Scheme.

23. AMENDMENT

Subject to the terms set out in the paragraph below, the Board may amend any of the provisions of the New Share Option Scheme (including without limitation amendments in order to comply with changes in legal or regulatory requirements and amendments in order to waive any restrictions, imposed by the provisions of the New Share Option Scheme, which are not found in Chapter 17 of the Listing Rules) at any time (but not so as to affect adversely any rights which have accrued to any Option holder at that date).

Those specific provisions of the New Share Option Scheme which relate to the matters set out in Rule 17.03 of the Listing Rules cannot be altered to the advantage of Option holders, and no changes to the authority of the Directors or administrator of the New Share Option Scheme in relation to any alteration of the terms herein shall be made, without the prior approval of the Shareholders in general meeting. Any alterations to the terms and conditions

of the New Share Option Scheme which are of a material nature, or any change to the terms of Options granted, must be approved by the Shareholders in general meeting, except where the alterations take effect automatically under the existing terms of the New Share Option Scheme. The New Share Option Scheme so altered must comply with Chapter 17 of the Listing Rules.

24. CONDITIONS OF THE NEW SHARE OPTION SCHEME

The New Share Option Scheme is conditional on:

- (a) the passing of ordinary resolution(s) by the Shareholders at the AGM to (1) approve and adopt the New Share Option Scheme; (2) authorize the Board to grant Options under the New Share Option Scheme; and (3) authorize the Board to allot and issue Shares pursuant to the exercise of any Options to be granted pursuant to the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Share on the Stock Exchange which may fall to be allotted and issued by the Company pursuant to the exercise of the Options in accordance with the terms and conditions of the New Share Option Scheme.

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 10:00 a.m. on Friday, August 25, 2017 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong 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, 2017.
2. To declare a final dividend of HKD0.5 cent per ordinary share (“**Share**”) of the Company.
3.
 - (i) To re-elect Mr. Gao Dekang as an executive Director;
 - (ii) To re-elect Mr. Rui Jinsong as an executive Director;
 - (iii) To re-elect Mr. Gao Xiaodong as an executive Director;
 - (iv) To re-elect Mr. Dong Binggen as an independent non-executive Director; and
 - (v) To authorize the board of Directors (“**Board**”) to fix the Directors’ remuneration.
4. To appoint the Auditors and to authorize the Board to fix the remuneration of the Auditors.

NOTICE OF ANNUAL GENERAL MEETING

5. To consider as a special business and, if thought fit, pass with or without amendments, the following resolution, as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and deal 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 authorize 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 total number of Shares 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 total number of Shares in issue 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

NOTICE OF ANNUAL GENERAL MEETING

(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
- (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.”

6. To consider as a special business and, if thought fit, pass with or without amendments, the following resolution, as an ordinary resolution of the Company:

“**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 total number of the Shares which are authorized to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of passing of this Resolution, and the said approval under paragraph (a) above shall be limited accordingly;

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- (c) the approval in paragraph (a) above shall be in addition to any other authorization given to the Directors and shall authorize 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.”
7. To consider as a special business and, if thought fit, pass with or without amendments, the following resolution, as an ordinary resolution of the Company:
- “**THAT** conditional upon the passing of resolutions 5 and 6 above, the general mandate granted to the Directors pursuant to resolution 5 above be and is hereby extended by the addition to it of the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate under resolution 6 above, provided that such repurchase shall not exceed 10% of the total number of Shares in issue as at the date of passing of this Resolution.”
8. To consider as a special business and, if thought fit, pass with or without amendments, the following resolution, as an ordinary resolution of the Company:
- “**THAT** conditional upon the Stock Exchange granting approval of the listing of and permission to deal in the Shares fall to be issued pursuant to the exercise of any options granted under the new share option scheme of the Company (“**New Share Option Scheme**”), a copy of which marked “A” is now produced to the AGM and for the purpose of identification signed by the Chairman of the AGM hereof, the principal terms of which are set out in the Appendix III of the circular of the Company dated July 26, 2017, the Share Option Scheme be approved and adopted to be the share option scheme for the Company and that the Directors be authorized to grant options thereunder and to allot and issue Shares which may fall to be issued upon exercise of the options to be granted pursuant to the New Share Option Scheme and take all such steps as may be necessary or desirable to implement such New Share Option Scheme, including but without limitation:
- (a) to administer the New Share Option Scheme under which options will be granted to the Eligible Persons (as defined in the New Share Option Scheme) to subscribe for Shares, including but not limited to determining and granting the options in accordance with the terms of the New Share Option Scheme;
 - (b) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;

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- (c) to grant options under the New Share Option Scheme and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Listing Rules, provided that the scheme limit of the New Share Option Scheme and other share option scheme of the Company shall not exceed 10% of number of shares in issue as at the passing of this Resolution;
- (d) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued pursuant to the exercise of the options under the New Share Option Scheme and subject to the Listing Rules; and
- (e) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme and subject to the Listing Rules.”

By Order of the Board

BOSIDENG INTERNATIONAL HOLDINGS LIMITED

Gao Dekang

Chairman of the Board

Hong Kong, July 26, 2017

Notes:

1. A shareholder entitled to attend and vote at the above AGM 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.
2. 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.
3. 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 AGM 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 AGM (or any adjourned meeting thereof) if they so wish.
4. The register of members of the Company will be closed, for the purpose of determining the Shareholders' entitlement to attend and vote at the AGM, from Tuesday, August 22, 2017 to Friday, August 25, 2017 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Monday, August 21, 2017.
5. Please refer to Appendix II of the circular of the Company dated July 26, 2017 for the details of the retiring Directors subject to re-election at the AGM.