THIS DOCUMENT 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**, 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.

波司登
BOSIDENG

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)

(1) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES; (2) RE-ELECTION OF DIRECTORS; (3) RE-APPOINTMENT OF RETIRING AUDITOR; AND (4) 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 Thursday, August 20, 2026 at Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Hong Kong is set out on pages AGM-1 to AGM-5 in this circular.

Whether or not you are intending to attend and vote at the AGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar 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, and in such event the instrument appointing the proxy shall be deemed to be revoked.

July 28, 2026

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NOTICE OF AGM AGM-1

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 10:00 a.m. on Thursday, August 20, 2026 at Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, 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
"CCASS"	The Central Clearing and Settlement System operated by the HKSCC
"CEO"	the chief executive officer of the Company
"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, an exempted company incorporated in the Cayman Islands with limited liability on July 10, 2006, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 3998)
"core connected person(s)"	has the same meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HKD"	Hong Kong dollars, the lawful currency of Hong Kong
"HKSCC"	The Hong Kong Securities Clearing Company Limited
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC

"Issue Mandate"	a general and unconditional mandate to allot, issue and deal with new Shares, or sell or transfer Treasury Shares, not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of the ordinary resolution in relation thereof
"Latest Practicable Date"	July 20, 2026, being the latest practicable date prior to the publication 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 existing amended and restated memorandum of association of the Company
"Nomination Committee"	the nomination committee of the Company
"Option"	a right to subscribe for Shares granted pursuant to the terms of the Share Option Schemes and any other share option scheme(s) of the Company
"PRC"	The People's Republic of China
"Repurchase Mandate"	a general and unconditional mandate to the Directors to repurchase the fully paid-up Shares up to 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of an ordinary resolution approving the same
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the ordinary share(s) of USD0.00001 each in the share capital of the Company
"Share Option Schemes"	the share option scheme adopted by the Company pursuant to a resolution of the Shareholders passed on August 25, 2017 and the subsequent share option scheme adopted by the Company pursuant to a resolution of the Shareholders passed on August 20, 2024
"Shareholder(s)"	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 Codes on Takeovers and Mergers and Share Buy-backs
"Treasury Shares"	Shares repurchased and held by the Company in treasury, as authorized by the laws of the Cayman Islands and the Articles
"USD"	the lawful currency of the United States of America
"%"	per cent

波司登
BOSIDENG

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 and CEO of the Company)*
Ms. Mei Dong
Ms. Huang Qiaolian
Mr. Rui Jinsong
Mr. Gao Xiaodong

Independent non-executive Directors:
Mr. Dong Binggen
Mr. Wang Yao
Dr. Ngai Wai Fung

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 28, 2026

To the Shareholders,

Dear Sir or Madam,

(1) GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF RETIRING AUDITOR;
AND
(4) 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 and to enable you to make an informed decision on whether to vote for or against those resolutions.

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

(i) the grant of the Issue 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 re-appointment of KPMG as the auditor of the Company.

GENERAL MANDATES

At the last annual general meeting of the Company held on August 20, 2025, the Directors were given general mandates to issue Shares and to repurchase Shares. The mandates will expire at the conclusion of the AGM.

The Directors wish to propose 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 (excluding Treasury Shares) as at the date of passing the proposed resolution at the AGM; and

(ii) to allot, issue and otherwise deal with new Shares, or sell or transfer Treasury Shares, not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing the proposed resolution at the AGM.

As at the Latest Practicable Date, the Company had 11,693,559,872 Shares in issue excluding 4,246,000 Shares repurchased by the Company pending cancellation. 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 2,338,711,974 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 1,169,355,987 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 increase the total number of new Shares which may be issued, or Treasury Shares which may be sold or transferred under the Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

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 eight Directors. The executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Ms. Huang Qiaolian, Mr. Rui Jinsong and Mr. Gao Xiaodong, and the independent non-executive Directors are Mr. Dong Binggen, Mr. Wang Yao and Dr. Ngai Wai Fung.

The Nomination Committee, having reviewed the Board's composition, and noted that, pursuant to Article 84 of the Articles and the prevailing nomination policy of the Company (the "**Nomination Policy**"), each of Mr. Rui Jinsong, Mr. Gao Xiaodong and Mr. Wang Yao is eligible for nomination, nominated Mr. Rui Jinsong, Mr. Gao Xiaodong and Mr. Wang Yao to the Shareholders for re-election at the AGM.

The nomination was made in accordance with the Nomination Policy and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company. The Nomination Committee also took into account the extensive knowledge and experience of the retiring Directors, the profiles of which are set out in Appendix II to this circular, and their contributions to the Board. Each of Mr. Rui Jinsong, Mr. Gao Xiaodong and Mr. Wang Yao had abstained from the discussion and voting at the Board/Nomination Committee meetings (as the case may be) regarding his/her nomination for re-election. Each of Mr. Rui Jinsong, Mr. Gao Xiaodong and Mr. Wang Yao has indicated his willingness to offer himself for re-election at the AGM.

Mr. Wang Yao was appointed as an independent non-executive Director in September 2007 and had served the Company for more than nine years. Mr. Wang Yao has confirmed his independence with reference to the factors as set out in Rule 3.13 of the Listing Rules. Notwithstanding his years of service as an independent non-executive Director, (i) the Board has assessed and reviewed his confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Wang Yao remains independent; (ii) the Nomination Committee has assessed and is satisfied of the independence of Mr. Wang Yao; and (iii) the Board is satisfied that through exercising scrutinizing and monitoring functions as an independent non-executive Director, Mr. Wang Yao has continued to provide independent and objective judgement and advice to the Board to safeguard the interests of the Group and the Shareholders. As such, the Board believes that Mr. Wang Yao has the character, integrity, independence and expertise to continue to fulfill his role as an independent non-executive Director effectively and will continue to bring valuable experience, knowledge and professionalism to the Board and would recommend Mr. Wang Yao for re-election as an independent non-executive Director at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular. Further information about the Board's composition and diversity (including Directors' gender, age, length of services and skill matrix), Directors' attendance record at Board/committee meetings, and the number of other public companies' directorships held by Directors are disclosed in the section headed "Corporate Governance Report" of the 2025/26 annual report of the Company.

TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

All of the independent non-executive Directors have served the Company for more than nine years. The lengths of their tenure are set out below:

Name	Date of Appointment	Length of Tenure
Mr. Dong Binggen	September 15, 2007	18 years
Mr. Wang Yao	September 15, 2007	18 years
Dr. Ngai Wai Fung	September 15, 2007	18 years

The Board is in the process of identifying suitable candidates to be a new independent non-executive Director to comply with code provision B.2.4(b) of the Corporate Governance Code contained in Appendix C1 of the Listing Rules.

The Board is also aware that under Rule 3.13A of the Listing Rules, the existing independent non-executive Directors, who have served for a period of nine years or more, shall not form the majority of independent non-executive Directors as at the conclusion of the Company's first annual general meeting held on or after July 1, 2028. Further, all the existing independent non-executive Directors shall no longer serve as independent non-executive Directors as at the conclusion of the Company's first annual general meeting held on or after July 1, 2031. The Company will appoint new independent non-executive Directors gradually to comply with the requirements under Rule 3.13A of the Listing Rules.

RE-APPOINTMENT OF RETIRING AUDITOR

KPMG will retire as the auditor of the Company at the AGM and being eligible, offer themselves for re-appointment.

After the recommendation of the audit committee of the Company, the Board proposed the re-appointment of KPMG as the auditor of the Company and to hold office until the next annual general meeting of the Company, subject to the approval of the Shareholders at the AGM.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending March 31, 2027 is expected to be in the range of approximately RMB5,000,000 to RMB6,000,000.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors including but not limited to the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit, the time and resources deployed by the auditor and the prevailing market rates for similar services.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

ACTIONS TO BE TAKEN

A notice convening the AGM to be held at 10:00 a.m. on Thursday, August 20, 2026 at Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Hong Kong is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you intend to attend and vote at the AGM personally, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon and deposit the same with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar, 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. 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, and in such event the instrument appointing the proxy shall be deemed to be revoked.

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 August 17, 2026 to August 20, 2026 (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 duly completed transfer documents, accompanied by the relevant share certificates, are lodged with the Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on August 14, 2026. The record date for determining the eligibility to attend and vote at the AGM is Monday, August 17, 2026.

Pursuant to Rule 17.05A of the Listing Rules, trustees holding unvested Shares of the share award scheme of the Company, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given. As at the Latest Practicable Date, the number of unvested Shares held by the trustee of the share award scheme of the Company was 46,528,000. Save for those unvested Shares held by the said trustee and the 4,246,000 Shares repurchased by the Company pending cancellation, there is no Shareholder who has any material interest in those resolutions proposed at the AGM, therefore none of the Shareholders is required to abstain from voting on those resolutions.

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.

RECOMMENDATION

The Directors consider that the proposed resolutions as set out in the notice of the AGM for the granting of the proposed Issue Mandate and the proposed Repurchase Mandate to the Directors, the re-election of retiring Directors and the re-appointment of retiring auditor are all in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favor 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, there were 11,697,805,872 Shares in issue (including 4,246,000 Shares repurchased by the Company pending cancellation) and the Company did not hold any Treasury Shares, 307,067,600 Options granted under the Share Option Schemes remained outstanding entitling the holders of the Options to subscribe for an aggregate of 307,067,600 Shares.

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 1,169,355,987 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares (if any) and the 4,246,000 Shares repurchased by the Company pending cancellation as at the Latest Practicable Date), 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; 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 1,200,062,747 Shares (excluding Treasury Shares (if any) and the 4,246,000 Shares repurchased by the Company pending cancellation) being repurchased by the Company during the above-said period.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

REASONS FOR SHARES REPURCHASE

The Company may cancel any Shares it repurchased and/or hold them as Treasury Shares to the extent permitted under all applicable laws, rules and regulations, subject to market conditions and its capital management needs at the relevant time of the repurchases.

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 and will give the Company greater flexibility to manage its capital structure and improve market liquidity. 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, 2026 in the results announcement of the Company dated June 25, 2026). 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, is 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 60.08% 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 66.75%, which will not give rise to any obligation to make a mandatory offer under the Takeovers Code. The Directors have no intention to repurchase Shares to such an extent which will trigger the mandatory offer obligation under the Takeovers Code nor to 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 had been traded on the Stock Exchange during each of the previous 12 months preceding and including up to the Latest Practicable Date were as follows:

	Price per Share ***(Note)***	
	Highest	**Lowest**
	HKD	*HKD*
2025		
July	4.74	4.18
August	4.96	4.33
September	4.82	4.32
October	5.09	4.28
November	5.37	4.70
December	5.18	4.42
2026		
January	4.81	4.30
February	4.97	4.64
March	4.86	3.91
April	4.36	4.00
May	4.42	4.09
June	4.57	3.55
July (up to the Latest Practicable Date)	4.95	4.28

Note: sourced from the Stock Exchange

SHARES REPURCHASED BY THE COMPANY

The Company had repurchased the following Shares on the Stock Exchange during the six months period preceding the Latest Practicable Date.

Trading day	**Number of Shares repurchased**	**Price per Share or Highest price paid** *(HKD)*	**Lowest price paid** *(HKD)*
March 31, 2026	2,246,000	4.00	3.97
April 15, 2026	2,000,000	4.04	4.04
Total	**4,246,000**		

GENERAL

The Directors will exercise the proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither the explanatory statement as set out in this Appendix I nor the proposed share repurchase has any unusual features.

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.

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

Mr. Rui Jinsong, aged 53, is an executive Director and the Senior Vice President of the Company. He is the General Manager of the Bosideng brand division and a director of certain other subsidiaries of the Group. He was appointed as an executive Director with effect from May 2013. Mr. Rui is fully responsible for the overall management of the operational management business of the Group's core Bosideng brand. Mr. Rui graduated from Wuxi Light Industry College majoring in Textile Engineering in 1994. He joined Bosideng Corporation Limited in May 2004 and had remained with the Group since the reorganisation of the businesses of the Group prior to its listing, from which he acquired practical experience in brand positioning strategy, core competitiveness building and brand operating management.

Mr. Rui had not held any directorship in any other listed public company during the three years preceding the Latest Practicable Date. Mr. Rui entered into a service agreement with the Company for an initial term of three years commencing from May 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 Board, be reviewed. The remuneration package of Mr. Rui is determined by reference to his duties, qualifications and experience and the prevailing market rate.

As at the Latest Practicable Date, (i) Mr. Rui did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) Mr. Rui was deemed to be interested in an aggregate of 29,440,000 Shares, representing approximately 0.25% 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 the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Gao Xiaodong, aged 50, is an executive Director and a Vice President of the Company, he joined the Group in 2013 and was appointed as an executive Director in March 2017. Mr. Gao is fully in charge of the Group's diversified apparel business. 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 Limited in 2002 and has been appointed as the chairman since January 2024, during which he accumulated tremendous experience in the apparel, highway, real estate and hotel segments.

Mr. Gao had not held any directorship in any other public listed company during the three years preceding the Latest Practicable Date. Pursuant to the service agreement between Mr. Gao and the Company, Mr. Gao was appointed as an executive Director in March 2017 for a fixed term of three years, 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 Board, be reviewed. The remuneration package of Mr. Gao is determined by reference to his duties, qualifications and experience and the prevailing market rate.

As at the Latest Practicable Date, (i) save as being the son of Mr. Gao Dekang (the chairman of the Board, the chief executive officer of the Company, an executive Director and a controlling Shareholder) and Ms. Mei Dong (an executive Director and the executive president of the Company), Mr. Gao did not have any relationship with any Directors, senior management, substantial shareholders or controlling Shareholders of the Company; and (ii) Mr. Gao was deemed to be interested in 6,762,830,444 Shares, representing approximately 57.81% of the total number of issued Shares.

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 the Stock Exchange and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Mr. Wang Yao, aged 67, was appointed as an independent non-executive Director in September 2007. Mr. Wang had served as the Vice President of the Commerce Economy Association of China and the part-time Vice President of the China General Chamber of Commerce. He received a Ph.D. in Engineering from Harbin Institute of Technology in 1989. He also obtained the qualification as a professor-grade senior engineer.

Mr. Wang had not held any directorship in any other listed public companies during the three years preceding the Latest Practicable Date. Pursuant to the appointment letter between Mr. Wang and the Company, Mr. Wang was appointed as an independent non-executive Director from September 2007 for three years and further renewed for three years in 2010, and thereafter his contract was renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Mr. Wang is subject to retirement by rotation and re-election in accordance with the Articles. The current Director's fee payable to Mr. Wang is RMB330,000 per year and may, subject to the discretion of the Board, be reviewed. The remuneration package of Mr. Wang is determined by reference to his duties, qualifications and experience and the prevailing market rate. During the year ended March 31, 2026, Mr. Wang had waived his Director's fee of RMB330,000.

As at the Latest Practicable Date, (i) Mr. Wang did not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (ii) Mr. Wang 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). Mr. Wang had confirmed (a) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (b) that he did not have any past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as such term is defined in the Listing Rules) of the Company and (c) that there were no other factors that may affect his independence at the Latest Practicable Date.

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

Pursuant to Code Provision B.2.3 of the Corporate Governance Code contained in Appendix C1 of the Listing Rules, if an independent non-executive Director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by Shareholders. Since the appointment of Mr. Wang Yao was in September 2007, he has been serving as an independent non-executive Director for more than nine years. Mr. Wang Yao has never been involved with the daily operations and business decisions of the Company, and has never been interested or deemed to be interested in any shares of the Company or its associated corporations. The Company has received from Mr. Wang Yao a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the opinion that Mr. Wang Yao maintains an independent view of the Company's affairs and is able to carry out his duties as an independent non-executive Director in an impartial manner. Mr. Wang Yao has given much valuable advice to the Company during past years of service. The Board therefore recommends the re-election of Mr. Wang Yao as an independent non-executive Director notwithstanding the fact that Mr. Wang Yao has served the Company for more than nine years.

波司登
BOSIDENG

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 (the "**AGM**") of Bosideng International Holdings Limited (the "**Company**") will be held at 10:00 a.m. on Thursday, August 20, 2026 at Hong Kong General Chamber of Commerce, 22/F, United Centre, 95 Queensway, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the financial statements and the reports of the directors (the "**Directors**") and the auditor (the "**Auditor**") of the Company for the year ended March 31, 2026.

2. To declare a final dividend of HKD25.0 cents per ordinary share of the Company (the "**Share**").

3. (i) To re-elect Mr. Rui Jinsong as an executive Director;

   (ii) To re-elect Mr. Gao Xiaodong as an executive Director;

   (iii) To re-elect Mr. Wang Yao as an independent non-executive Director; and

   (iv) To authorize the board of Directors (the "**Board**") to fix the Directors' remuneration.

4. To re-appoint KPMG as the Auditor to hold office until the conclusion of the next annual general meeting of the Company and to authorize the Board to fix its remuneration.

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions, 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 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 authorization 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 grant or exercise of any options or awards under any share schemes 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 (excluding treasury Shares) 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

(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 (excluding treasury Shares) entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of Shares or such other equity securities.

References to an allotment, issue, grant or offer of securities or Shares shall include a sale or transfer of treasury Shares. For the avoidance of doubt, the Directors may only use such general mandate for the resale or transfer of treasury Shares to the extent permitted under all applicable laws, rules and regulations."

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions, 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 (the "**Stock Exchange**") or on any other stock exchange on which the Shares may be listed and recognized 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 (the "**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 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 (excluding treasury Shares) 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 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;

(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

(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."

7. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions, 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 amount shall not exceed 10% of the total number of Shares in issue (excluding treasury Shares) as at the date of passing of this Resolution."

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

Hong Kong, July 28, 2026

Notes:

1. A shareholder of the Company (the "**Shareholder**") entitled to attend and vote at the 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. For the avoidance of doubt and for the purposes of the Listing Rules, holders of treasury shares (if any) are not entitled to vote at the Company's general meetings.

2. In the case of joint holders, the vote of the senior who tenders a vote, whether personally 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 with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar 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 AGM or any adjournment thereof. The completion and return of the form of proxy shall not preclude a Shareholder from attending and voting at the AGM (or any adjourned meeting thereof) if they so wish, and in such event the instrument appointing the proxy shall be deemed to be revoked.

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 August 17, 2026 to August 20, 2026 (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 duly completed transfer documents, accompanied by the relevant share certificates, are lodged with the Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on August 14, 2026. The record date for determining the eligibility to attend and vote at the AGM will be Monday, August 17, 2026.

5. For determining the entitlement of the Shareholders to receive the final dividend, the register of members of the Company will be closed from August 26, 2026 to August 28, 2026 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for the final dividend, Shareholders should ensure that all duly completed transfer documents, accompanied by the relevant share certificates, are lodged with Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on August 25, 2026. The record date for determining the entitlement of the Shareholders to receive the final dividend is Wednesday, August 26, 2026.

6. Please refer to Appendix II of the Circular for the details of the retiring Directors subject to re-election at the AGM.

7. Bad Weather Arrangement

   If (i) a Typhoon Signal No. 8 (or above) or Black Rainstorm Warning Signal or "extreme conditions" caused by super typhoons is hoisted or will be hoisted or in force but is lowered or cancelled at or before 7:00 a.m. on Thursday, August 20, 2026, the AGM will be held as scheduled at 10:00 a.m. on Thursday, August 20, 2026 at the same venue; or (ii) a Typhoon Signal No. 8 (or above) or a Black Rainstorm Warning or "extreme conditions" caused by super typhoons is hoisted or remains hoisted after 7:00 a.m. on Thursday, August 20, 2026, the AGM will be postponed and the Shareholders will be informed of the date, time and venue of the postponed AGM by a supplemental announcement posted on the respective websites of HKEX and the Company.

   Shareholders should make their own decision as to whether they wish to attend the AGM in bad weather conditions, at their own risk having regard to their own situation; and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Ms. Huang Qiaolian, Mr. Rui Jinsong and Mr. Gao Xiaodong, and the independent non-executive Directors are Mr. Dong Binggen, Mr. Wang Yao and Dr. Ngai Wai Fung.