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## **BOSSINI INTERNATIONAL HOLDINGS LIMITED**

**堡獅龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 592)

### **ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE**

This announcement is made by Bossini International Holdings Limited (the “**Company**”) pursuant to Rule 3.8 of the Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”).

References are made to (i) the joint announcement issued by the Company, Dragon Leap Developments Limited (the “**Offeror**”) and Viva China Holdings Limited (“**Viva China**”) dated 14 May 2020 in relation to, among others, the possible mandatory unconditional cash offers by Optima Capital Limited for and on behalf of the Offeror for all the issued shares of the Company (other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it) and for the cancellation of all the outstanding share options of the Company (the “**Joint Announcement**”); (ii) the composite offer and response document jointly issued by the Company, the Offeror and Viva China dated 24 July 2020 in relation to, among others, the Offers (the “**Composite Document**”); and (iii) the announcement jointly issued by the Company, the Offeror and Viva China dated 24 July 2020 in relation to the despatch of the Composite Document. Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

### **UPDATE OF NUMBER OF RELEVANT SECURITIES OF THE COMPANY**

The Board announces that (i) on 12 August 2020, 2,500,000 new Bossini Shares were allotted and issued due to the exercise of 2,500,000 Bossini Share Options at the exercise price of HK\$0.275 per Bossini Share Option and (ii) certain Bossini Optionholders have accepted the Option Offer in respect of a total of 60,854,000 Bossini Share Options.

\* *For identification purposes only*

Details of all classes of “relevant securities” (as defined in Note 4 to Rule 22 of the Takeovers Code) issued by the Company and the numbers of such securities in issue as at the date of this announcement, after taking into account the allotment and issue of the Bossini Shares due to the abovementioned exercise and the acceptances of the Option Offer in respect of a total of 60,854,000 Bossini Share Options (subject to completion of procedures for acceptance and cancellation of these Bossini Share Options validly accepted under the Option Offer), are as follows:

- (a) a total of 1,643,833,394 Bossini Shares are in issue; and
- (b) a total of 10,726,000 outstanding Bossini Share Options with rights to subscribe for an aggregate of 10,726,000 new Bossini Shares.

As at the date of this announcement, save as disclosed above, the Company has no other outstanding securities, options, derivatives or warrants which are convertible or exchangeable into Bossini Shares and the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

## **DISCLOSURE OF DEALINGS**

The respective associates (as defined under the Takeovers Code) of the Company and the Offeror are hereby reminded to disclose their dealings in any securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

**Warning: Shareholders and potential investors generally should exercise caution when dealing in the securities of the Company (including the Bossini Shares and any options or rights in respect of them). Persons who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

By Order of the Board  
**Bossini International Holdings Limited**  
**Mr. Victor Herrero**  
*Chairman and Non-executive Director*

Hong Kong, 12 August 2020

*As at the date of this announcement, the board of Directors comprises five executive Directors, namely Mr. CHEUNG Chi (Co-Chief Executive Officer), Mr. ZHAO Jianguo, Ms. TSIN Man Kuen Bess, Mr. MAK Tak Cheong Edmund (Co-Chief Executive Officer) and Mr. CHAN Cheuk Him Paul, two non-executive Directors, namely Mr. Victor HERRERO (Chairman) and Mr. LAW Ching Kit Bosco and four independent non-executive Directors, namely Mr. LEE Kwok Ming, Mr. CHEONG Shin Keong, Ms. LEUNG Mei Han and Prof. SIN Yat Ming.*

*All directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.*