

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



BOSSINI INTERNATIONAL HOLDINGS LIMITED

堡獅龍國際集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 592)

PROPOSED ADOPTION OF THE NEW BYE-LAWS

This announcement is made by Bossini International Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that the Board proposes to amend the existing bye-laws of the Company (the “**Existing Bye-laws**”) by way of adoption of the new bye-laws (the “**New Bye-laws**”) in substitution for and to the exclusion of the Existing Bye-laws.

The purposes of the proposed adoption of the New Bye-laws are to (i) provide flexibility to the Company in relation to the conduct of general meetings; (ii) reflect certain amendments to the Listing Rules and the applicable laws of Bermuda; and (iii) make other consequential and housekeeping amendments.

The major areas of amendments that will be incorporated in the New Bye-laws are summarized below:

- (i) to replace the term “associate” with “close associate”;
- (ii) to update the provisions on the treatment of the Directors’ interests and those of his close associates;
- (iii) to provide that a resolution in writing of the Directors shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest;

* *For identification purpose only*

- (iv) to allow a general meeting of the Company to be held as hybrid meeting where shareholders of the Company (the “**Shareholders**”) may participate by electronic means in addition to physical meeting where the Shareholders attend in person;
- (v) to set out the other related powers of the Board and the chairman of the meeting, including making arrangements for attendance at general meetings as well as ensuring the security and orderly conduct of meetings;
- (vi) to specify that a resolution put to the vote at general meetings of the Company shall be decided by poll except in physical meeting where the chairman in good faith, decides to allow a resolution which related purely to a procedural or administrative matter to be voted on by a show of hands;
- (vii) to update the provisions on issue of share certificates of the Company and use of seal of the Company;
- (viii) to update the provisions on retirement and rotations of the Directors; and
- (ix) to make other miscellaneous amendments to update or clarify the provisions of the Bye-laws where it is considered desirable or to better align the wordings with the Listing Rules and the applicable laws of Bermuda.

The proposed adoption of the New Bye-laws is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 17 November 2020 (the “**AGM**”) and, if approved, will become effective upon such approval.

A circular containing, among other matters, details of the proposed amendments to the Existing Bye-laws and the adoption of the New Bye-laws, together with the notice convening the AGM will be despatched to Shareholders in due course.

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

Hong Kong, 16 September 2020

As at the date of this announcement, the board of Directors comprises four executive Directors, namely Mr. CHEUNG Chi (Co-Chief Executive Officer), Mr. ZHAO Jianguo, 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 three independent non-executive Directors, namely Mr. LEE Kwok Ming, Mr. CHEONG Shin Keong and Prof. SIN Yat Ming.