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**bossini**

**BOSSINI INTERNATIONAL HOLDINGS LIMITED**

**堡獅龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 592)

**IN THE SUPREME COURT OF BERMUDA**

**CIVIL JURISDICTION**

**COMMERCIAL COURT**

**2024: NO. 366**

**IN THE MATTER OF**

**BOSSINI INTERNATIONAL HOLDINGS LIMITED**

**AND**

**IN THE MATTER OF SECTION 99 OF**

**THE COMPANIES ACT 1981 OF BERMUDA, AS AMENDED**

**SCHEME OF ARRANGEMENT**

**BETWEEN**

**BOSSINI INTERNATIONAL HOLDINGS LIMITED**

**AND**

**THE SCHEME SHAREHOLDERS**

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**NOTICE OF COURT MEETING**

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**NOTICE IS HEREBY GIVEN** that, by an order (the “**Order**”) dated 19 December 2024 made in the above matter, the Supreme Court of Bermuda (the “**Court**”) has directed a meeting (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme hereinafter mentioned) to be convened and held for the purpose of considering and, if thought fit, approving (with or without modifications) a scheme of arrangement (the “**Scheme**”) proposed to be made between Bossini International Holdings Limited (the “**Company**”) and the Scheme Shareholders and that the Court Meeting will be held at 2/F., PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Monday, 10 February 2025 at 2:00 p.m. (Hong Kong time) at which place and time all the Scheme Shareholders are invited to attend.

\* For identification purposes only

A copy of the Scheme and a copy of the Explanatory Statement explaining the Scheme pursuant to Section 100 of the Companies Act 1981 (as amended) of Bermuda are incorporated in the composite scheme document of which this notice forms part. A copy of the composite scheme document can also be obtained by the Scheme Shareholders from 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.

Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person, whether a member of the Company or not, as their proxy to attend and vote in their stead. A **PINK** form of proxy for use at the Court Meeting is enclosed with the composite scheme document. It is requested that Scheme Shareholders (other than a bank, a broker, or other nominee who holds Scheme Shares in its name on behalf of others or HKSCC Nominees Limited) who elect to vote must vote all of the shares registered in his/her/its name(s) either FOR the Scheme or AGAINST the Scheme and not to vote some of the shares registered in his/her/its name(s) FOR the Scheme and some of the shares registered in his/ her/its name(s) AGAINST the Scheme.

Where there are joint registered holders of any Scheme Share (as defined in the Scheme), any one of such persons may vote at the Court Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the Court Meeting personally or by proxy, 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.

It is requested that **PINK** form of proxy appointing proxies together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 2:00 p.m. on Saturday, 8 February 2025, but if the **PINK** form of proxy are not so lodged they may be handed to the chairman of the Court Meeting at the Court Meeting (who shall have absolute discretion whether or not to accept the proxy form) before the taking of poll.

By the Order, the Court has appointed Mr. Lee Kwok Ming, an independent non-executive director of the Company, or failing which, any other independent non-executive director of the Company, or, failing which, any other person authorised by the board of directors of the Company, to act as the chairman of the Court Meeting and has directed the chairman of the Court Meeting (or a person duly authorised by the chairman of the Court Meeting) to report the results of the Court Meeting to the Court.

The Scheme will be subject to the subsequent approval of the Court.

Dated this 3 January 2025

By Order of the Court  
**Appleby (Bermuda) Ltd**  
**Canon's Court**  
**22 Victoria Street**  
**Hamilton HM 12**  
**Attorneys for the Company**

*Notes:*

- (1) To ascertain the entitlements to attend and vote at the Court Meeting, Scheme Shareholders must lodge the relevant transfer document(s) and share certificate(s) at the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 4 February 2025 for registration.
- (2) If a tropical cyclone warning signal number 8 or above is or is expected to be hoisted or "extreme conditions" warning or a black rainstorm warning signal is or is expected to be in force at any time after 11:00 a.m. on the date of the Court Meeting, the Court Meeting will be adjourned. The Company will post a supplementary notice on the respective websites of the Stock Exchange and the Company to notify the Scheme Shareholders of the date, time and venue of the adjourned meetings.

The Court Meeting will be held as scheduled (i) if a tropical cyclone warning signal number 8 or above is cancelled, or "extreme conditions" warning or a black rainstorm warning signal are no longer in force, at or before 11:00 a.m. on the date of the Court Meeting; or (ii) if a tropical cyclone warning signal number 3 or below is hoisted or an amber or red rainstorm warning signal is in force.

Scheme Shareholders should make their own decision as to whether to attend the Court Meeting under bad weather conditions bearing in mind their own situations, and if they choose to do so, they are advised to exercise care and caution.

*As at the date of this Notice, the board of directors of the Company comprises three executive directors, namely Mr. ZHAO Jianguo (Chairman), Mr. CHEUNG Chi (Chief Executive Officer) and Ms. YU Xin, one non-executive director, namely Mr. LAW Ching Kit Bosco, and three independent non-executive directors, namely Mr. LEE Kwok Ming, Prof. SIN Yat Ming and Mr. CHEONG Shin Keong.*