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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of the members (the “**Members**”) of Bossini International Holdings Limited (the “**Company**”) will be held at 2:30 p.m. (Hong Kong time) on 10 February 2025 at 2/F., PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong (or as soon thereafter as the Court Meeting convened at the direction of the Court for the same day and place has concluded or been adjourned), for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications) as a special resolution and an ordinary resolution of the Company, respectively.

Unless otherwise defined, capitalised terms defined in the composite scheme document dated 3 January 2025 (the “**Scheme Document**”) of which this notice forms part shall have the same meanings when used herein.

SPECIAL RESOLUTION

1. “**THAT** for the purpose of giving effect to the scheme of arrangement between the Company and the Scheme Shareholders (the “**Scheme**”) (with any modifications thereof or additions thereto or subject to any conditions approved or imposed by the Court) between the Company and the Scheme Shareholders as set out in the Scheme Document and subject to the approval of the Scheme by the Scheme Shareholders at the Court Meeting, on the Scheme Effective Date, the reduction of the issued share capital of the Company by the cancellation of the Scheme Shares be and is hereby approved.”

* *For identification purposes only*

ORDINARY RESOLUTION

2. “THAT:

- (a) subject to and contemporaneously with the cancellation of the Scheme Shares, (i) the issued share capital of the Company shall be increased to the amount immediately prior to the cancellation of the Scheme Shares by the allotment and issue to the Offeror (as defined in the Scheme) such number of Bossini Shares, credited as fully paid, as is equal to the number of Scheme Shares cancelled; (ii) the Company shall apply the reserve created in the books of account of the Company as a result of the cancellation of the Scheme Shares in paying up in full at par such new Bossini Shares; and (iii) the Bossini Directors be and are hereby authorised to allot and issue the new Bossini Shares accordingly; and
- (b) any one director of the Company be and is hereby unconditionally authorised to do all acts and things and/or sign such documents as considered by him/her to be necessary or desirable for or in connection with the implementation and completion of the Proposal (as defined in the Scheme) and the Scheme, including (without limitation) (i) the making of an application to the Stock Exchange for withdrawal of the listing of the Bossini Shares on the Main Board of the Stock Exchange, subject to the Scheme taking effect; (ii) any reduction of issued share capital of the Company referred to above; (iii) the allotment and issue of the new Bossini Shares to the Offeror referred to above; and (iv) the giving, on behalf of the Company, of consent to any modification of, or addition to, the Scheme, which the Court may see fit to impose and to do all other acts and things and/or sign such documents considered by him/her to be necessary for or desirable in connection with the implementation of the Proposal and the Scheme and in relation to the proposed privatisation of the Company by the Offeror by way of the Scheme as a whole.”

By order of the board of directors of
Bossini International Holdings Limited
Wong Siu Pan
Company Secretary

Hong Kong, 3 January 2025

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.

Notes:

1. A member entitled to attend and vote at the SGM convened by the above notice (the “**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Bossini Shares, more than one) proxy to attend the SGM and vote on his/her/its behalf in accordance with the Company’s bye-laws (the “**Bye-laws**”). A proxy need not be a Member. A **WHITE** form of proxy for use at the SGM or its adjournment (as the case may be) is enclosed with the Scheme Document and is also available on the respective websites of the Stock Exchange and the Company.
2. To be valid, a **WHITE** form of proxy, duly signed and completed, together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof), must be lodged with the branch share registrar and transfer office of the Company in Hong Kong (the “**Registrar**”), Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid. Completion and return of the **WHITE** form of proxy shall not preclude Members from attending and voting in person at the SGM or at its adjourned meeting (as the case may be) should they so wish. In that event, their **WHITE** form of proxy will be deemed to have been revoked.
3. To ascertain the entitlements to attend and vote at the SGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the Registrar’s office at 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.
4. Where there are joint registered holders of any Scheme Share, any one of such joint holders may attend and vote at the SGM or its adjourned meeting (as the case may be), either in person or by proxy, in respect of such Bossini Shares as if he/ she/it were solely entitled thereto; but if more than one of such joint holders are present at the SGM or its adjourned meeting (as the case may be), 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.
5. In compliance with Rule 13.39(4) of the Listing Rules and the Bye-laws, voting on all resolutions in respect of the above matters set out in the Notice and any other resolutions properly put to the vote of the SGM will be decided by way of poll.
6. If a tropical cyclone warning signal number 8 or above is or is expected to be hoisted or a black rainstorm warning signal or “extreme conditions” warning as announced by the Government of Hong Kong is or is expected to be in force at any time after 11:00 a.m. on the date of the SGM, the SGM may be adjourned. The Company will post an announcement on the respective websites of the Stock Exchange and the Company to notify the Members of the date, time and venue of the rescheduled meetings. The SGM 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 SGM; 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. Members should make their own decision as to whether to attend the SGM 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.
7. Members are advised to read the Scheme Document which contains information concerning the resolutions to be proposed in the SGM.