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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)

ANNOUNCEMENT

PURSUANT TO RULE 3.8 OF THE TAKEOVERS CODE

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

Reference is made to the (i) share option scheme of Bossini adopted on 15 December 2023 (the “**2023 Bossini Share Option Scheme**”); (ii) the announcement jointly issued by Bossini, Viva Goods Company Limited (“**Viva**”) and Dragon Leap Consumables Limited (“**Offeror**”) on 16 October 2024 (the “**Joint Announcement**”); and (iii) the scheme document (the “**Scheme Document**”) jointly issued by Bossini, Viva and the Offeror on 3 January 2025 in relation to, among other things, the Proposal. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Joint Announcement and the Scheme Document.

UPDATE OF THE NUMBER OF RELEVANT SECURITIES OF BOSSINI

The Bossini Board announces that on 22 January 2025, 3,000,000 March 2024 Bossini Options granted under the 2023 Bossini Share Option Scheme had lapsed pursuant to the rules of the 2023 Bossini Share Option Scheme.

As a result of the lapse of the Bossini Share Options as described above, the number of Bossini Share Options have reduced from 168,118,814 to 165,118,814.

* *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 Bossini and the numbers of such securities in issue as at the date of this announcement are as follows:

- (a) a total of 3,322,720,177 Bossini Shares; and
- (b) a total of 165,118,814 outstanding Bossini Share Options of with rights to subscribe for an aggregate of 165,118,814 new Bossini Shares.

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

DEALING DISCLOSURE

The respective associates (as defined under the Takeovers Code) of the Offeror, Bossini and Viva (including those shareholders who own or control 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of any of the Offeror, Bossini and Viva, or any person who as a result of any transaction owns or controls 5% or more of any class of relevant securities of any of the Offeror, Bossini and Viva), are hereby reminded to disclose their dealings in any securities of Viva, Bossini and the Offeror pursuant to the requirements of the Takeovers Code.

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

“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.”

Bossini Shareholders, Bossini Optionholders and potential investors of Bossini are advised to exercise caution when dealing in securities of Bossini. If Bossini Shareholders, Bossini Optionholders and potential investors of Bossini are in any doubt about their position, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

By order of the board of
Bossini International Holdings Limited
Mr. ZHAO Jianguo
Chairman and Executive Director

Hong Kong SAR, 22 January 2025

As at the date of this announcement, the board of directors of Bossini 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.

The Bossini Directors jointly and severally accept full responsibility for the accuracy of the information contained in announcement and confirm, having made all reasonable enquiries, 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 in this announcement misleading.