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BOSSINI INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 592)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Bossini International Holdings Limited (the “Company”) will be held at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on Wednesday, 17 November 2010 at 10:00 a.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 30 June 2010.
2. To declare a final and special dividend for the year ended 30 June 2010.
3. To re-elect retiring directors of the Company and to authorise the board of directors (the “Board”) of the Company to fix the remuneration of the directors of the Company (the “Directors”).
4. To re-appoint auditors and to authorise the Board of the Company to fix their remuneration.

As Special Business

To consider and, if thought fit, to pass, with or without modifications, each of the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

5. “THAT:

- (a) subject to paragraphs (b) and (c) of this resolution, the granting of an unconditional general mandate to the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company (the “Shares”)) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the unconditional general mandate under paragraph (a) of this resolution shall not extend beyond the Relevant Period save the Directors may make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the general mandate in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution) or (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the bye-laws of the Company or (iii) any share option scheme of the Company or (iv) the exercise of any rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into Shares of the Company, shall not exceed 20% of the aggregate of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or

- (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting; and

“Rights Issue” means an offer of Shares of the Company or issue of options, warrants, or other securities giving the right to subscribe for Shares of the Company, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares of the Company (or, where appropriate, such other securities), (subject to all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

6. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to repurchase Shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and regulations and requirements of the Stock Exchange, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which may be repurchased by the Company during the Relevant Period pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or

(iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders of the Company in general meeting.”

7. “**THAT** conditional upon the passing of resolution nos. 5 and 6 as set out in the notice convening the meeting of which this resolution forms part, the general mandate referred to in resolution no. 5 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of Shares in the capital of the Company which may be repurchased by the Company since the granting of the said general mandate pursuant to the exercise by the Directors of the powers of the Company to repurchase such Shares provided that such amount shall not exceed 10% of the aggregate of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

SPECIAL RESOLUTION

8. To consider and, if thought fit, pass the following resolution as a special resolution of the Company:

“**THAT** the Bye-laws of the Company be and are amended in the following manner:

(1) **Bye-law 1**

- (a) By inserting the following new definitions in Bye-law 1(A):

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Bye-laws be counted as a business day.

“the Deputy Chairman” shall mean the Deputy Chairman presiding at any meeting of shareholders or of the Board.”

“Designated Stock Exchange” shall mean a stock exchange in respect of which the shares of the Company are listed or quoted and where such stock exchange deems such listing or quotation to be the primary listing or quotation of the shares of the Company.””

(b) by inserting the words “and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the shareholder’s election comply with all applicable Statutes, rules and regulations” after the words “figures in a legible and non-transitory form” in the definition of “writing” or “printing” in Bye-law 1(A).

(c) by deleting paragraph Bye-law 1(C) in its entirety and substituting therefor the following:

“(C) A resolution shall be a Special Resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such shareholders as, being entitled so to do, vote in person or as a duly authorized corporate representative or, where proxies are allowed, by proxy at a general meeting held in accordance with these presents and of which notice has been given in accordance with Bye-Law 63.”

(d) by deleting paragraph Bye-law 1(D) in its entirety and substituting therefor the following:

“(D) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such shareholders as, being entitled so to do, vote in person or as a duly authorized corporate representative or, where proxies are allowed, by proxy or at a general meeting held in accordance with these presents and of which notice has been given in accordance with Bye-law 63.”;

(2) **Bye-law 5(A)**

by deleting the words “and that any holder of shares of the class present in person or by proxy or by a duly authorised corporate representative may demand a poll” in Bye-law 5(A);

(3) **Bye-law 44**

by deleting Bye-law 44 in its entirety and substituting therefore the following:

“44. The registration of transfers may be suspended and the register may be closed, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange and/or pursuant to the rules of the Designated Stock

Exchange to that effect, at such times or for such periods not exceeding in the whole 30 days in any year as the Board may determine and either generally or in respect of any class of shares.”;

(4) Bye-law 63

by deleting Bye-law 63 in its entirety and substituting therefor the following:

“63. An annual general meeting shall be called by notice of not less than 21 clear days and not less than 20 clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by notice of not less than 21 clear days and not less than 10 clear business days. All other special general meetings may be called by notice of not less than 14 clear days and not less than 10 clear business days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Act and if permitted by the rules of the Designated Stock Exchange, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:

- (i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and
- (ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the issued shares giving that right.”;

(5) Bye-law 70

by deleting Bye-law 70 in its entirety and substituting therefor the following:

“70. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll.”;

(6) **Bye-law 70A**

by deleting Bye-law 70A in its entirety and substituting therefor the word “Intentionally deleted”;

(7) **Bye-law 71**

by deleting Bye-law 71 in its entirety and substituting therefor the following:

“71. A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs. The result of the poll shall be deemed to be the resolution of the meeting or adjourned meeting. The Company shall only be required to disclose voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”;

(8) **Bye-law 72**

by deleting Bye-law 72 in its entirety and substituting therefor the word “Intentionally deleted”;

(9) **Bye-law 73**

by deleting Bye-law 73 in its entirety and substituting therefor the following:

“73. In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the Chairman shall determine the same, and such determination shall be final and conclusive.”;

(10) **Bye-law 74**

by deleting Bye-law 74 in its entirety and substituting therefor the word “Intentionally deleted”;

(11) Bye-law 76A

by deleting Bye-law 76(A) in its entirety and substituting therefor the following:

“76(A). Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting every shareholder who is present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or installments shall be treated for the purpose of this Bye-Law as paid up on the share). A shareholder entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.”;

(12) Bye-law 79

by deleting Bye-law 79 in its entirety and substituting therefor the following:

“79. A shareholder of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote by his committee, receiver, curator bonis or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming to exercise the right to vote shall be delivered to such place or one of such places (if any) as is specified in accordance with these Bye-Laws for the deposit of instruments of proxy or, if no place is specified, at the Registration Office, not less than 48 hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.”;

(13) Bye-law 81

by deleting Bye-law 81 in its entirety and substituting therefor the following:

“81. Any shareholder of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holders of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by a duly authorised corporate representative or by proxy. A proxy need not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. In addition, a proxy or proxies representing either an individual shareholder or a shareholder which is a corporation, shall be entitled to exercise the same powers on behalf of the shareholder which he or they represent as such shareholder could exercise.”;

(14) Bye-law 83

by deleting Bye-law 83 in its entirety and substituting therefor the following:

“83. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as is specified in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is specified, at the Registration Office) not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution, except at an adjourned meeting in a case where the meeting was originally held within 12 months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”;

(15) Bye-law 85

by deleting Bye-law 85 in its entirety and substituting therefor the following:

“85. The instrument appointing a proxy to vote at a general meeting shall: (i) be deemed to confer authority upon the proxy to vote on any resolution (or amendment thereto) put to the meeting for which it is given as the proxy thinks fit. Provided that any form issued to a shareholder for use by him for appointing a proxy to attend and vote at a special general meeting or at an annual general meeting at which any business is to be transacted shall be such as to enable the shareholder, according to his intentions, to instruct the proxy to vote in favour of or against (or, in default of instructions, to exercise his discretion in respect of) each resolution dealing with any such business; and (ii) unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates.”;

(16) Bye-law 87B

by deleting the words “including the right to vote individually on show of hands notwithstanding the provisions of Bye-laws 76 and 81” in Bye-law 87B.;

(17) Bye-law 101

by inserting the words “or such number as stipulated under the rules of the Designated Stock Exchange” after the words “less than two” in Bye-law 101.;

(18) Bye-law 119

by deleting Bye-law 119 in its entirety and substituting therefor the following:

“119. The Board shall as soon as practicable following each annual general meeting elect one of its body to the office of Chairman of the Company and another to be the Deputy Chairman of the Company and may from time to time elect or otherwise appoint other officers and determine the period for which each of them is to hold office. The Chairman of the Company or, in his absence, the Deputy Chairman of the Company shall preside at meetings of the Board, but if no such Chairman of the Company or Deputy Chairman of the Company be elected or appointed, or if at any meeting the Chairman of the Company or Deputy Chairman of the Company is not present within five minutes after the time appointed for holding the same, the Directors present shall choose one of their number to be Chairman of such meeting. All the provisions of Bye-laws 112, 113 and 114 shall mutatis mutandis apply to any Directors elected or otherwise appointed to any office in accordance with the provisions of this Bye-law.”;

(19) Bye-law 144

by deleting Bye-law 144 and substituting therefor the word “Intentionally deleted”;

(20) Bye-law 167

by deleting Bye-laws 167(B) in its entirety and substituting therefor the following:

“167(B). Any notice or document to be given to or by any person pursuant to these Bye-Laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or, to the extent permitted by the applicable Statutes and the Listing Rules, by telex, facsimile transmission number or other electronic transmission number, address or website provided by the shareholder to the Company for the purpose of transmission or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be

given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by the Listing Rules from time to time, a notice or document may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published (“notice of availability”). The notice of availability may be given to the shareholder by any of the means set out above (except by way of publishing on a website), subject to compliance with the requirement of the Statutes and the Listing Rules.”; and

(21) Bye-law 169

by deleting Bye-law 169 in its entirety and substituting therefor the following:

“169. Any notice or other document: (i) if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope or wrapper containing the same is put into the post situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail and a certificate in writing signed by the Secretary or other person appointed by the Board that the letter, envelope or wrapper containing the notice or document was so addressed and put into the post shall be conclusive evidence thereof. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left; (ii) if sent by electronic means (including through any relevant system but other than publishing on the Company’s website) shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company; (iii) if published on the Company’s website or the website of the Designated Stock Exchange shall be deemed to have been given by the Company to a shareholder on the later of (a) the date on which a notice of availability is deemed served on such shareholder and (b) the date on which such notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange) has been published on the website; (iv) if published by way of advertisement in Newspapers shall be deemed to have been served or delivered on the date it was so published or posted; and (v)

if served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served or delivered when the Company has carried out the action it has been authorised to take for that purpose. In proving any publication, service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such publication, service, delivery, despatch or transmission shall be conclusive evidence thereof.””

By Order of the Board
Bossini International Holdings Limited
WONG Suk May
Company Secretary

Hong Kong, 12 October 2010

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company’s principal office at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
3. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting either personally or by proxy in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such Share.
4. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the above meeting.
5. The register of members of the Company will be closed from Friday, 12 November 2010 to Wednesday, 17 November 2010 (both days inclusive). During this period, no transfer of Shares will be registered. In order to qualify for the proposed final and special dividend, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shop Nos. 1712-6, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 11 November 2010.

As at the date of this announcement, the Board comprises three Executive Directors, namely Ms. TSIN Man Kuen Bess (Chairman), Mr. MAK Tak Cheong Edmund, Mr. CHAN Cheuk Him Paul and three Independent Non-executive Directors, namely Mr. LEE Man Chun Raymond, Ms. LEUNG Mei Han and Prof. SIN Yat Ming.