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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Bossini International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

The logo for Bossini International Holdings Limited, featuring the word "bossini" in a white, lowercase, sans-serif font centered within a solid black rectangular background.**BOSSINI INTERNATIONAL HOLDINGS LIMITED**

(Incorporated in Bermuda with limited liability)

(Stock code: 592)

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE BYE-LAWS
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Bossini International Holdings Limited to be held at Tang Room I, 3rd Floor, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 28 August 2006 at 10:00 a.m. is set out in this circular. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the form of proxy in accordance with the instructions set out thereon and return it to the Company's principal office at 6th Floor, Phases 1 & 2, Hong Kong Spinners Industrial Building, 601 – 603 Tai Nan West Street, Kowloon, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

31 July 2006

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context indicates otherwise:

“Annual General Meeting”	the annual general meeting of the Company to be held at Tang Room I, 3rd Floor, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 28 August 2006 at 10:00 a.m. for the purposes of considering the businesses set out in the notice of the Annual General Meeting and, if thought fit, passing the resolutions set out therein, or any adjourned meeting (as the case may be);
“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company;
“Company”	Bossini International Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange;
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“General Mandate”	the general mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate of nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	25 July 2006, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Register of Members”	the principal or branch register of members of the Company maintained in Bermuda or Hong Kong respectively;
“Repurchase Code”	the Hong Kong Code on Share Repurchases;

DEFINITIONS

“Repurchase Mandate”	the authority to repurchase fully paid up Shares of up to 10% of the aggregate of the nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	registered holder(s) of the Share(s);
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“2005/06 Annual Report”	annual report of the Company for the year ended 31 March 2006; and
“%”	per cent.

LETTER FROM THE BOARD

The logo for Bossini, featuring the word "bossini" in a white, lowercase, sans-serif font inside a black rectangular box.

BOSSINI INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 592)

Executive Directors:

Mr. LAW Ka Sing (*Chairman*)

Ms. CHAN So Kuen

Independent Non-executive Directors:

Ms. LEUNG Mei Han

Mr. Raymond LEE Man Chun

Mr. WONG Wai Kay

Prof. SIN Yat Ming

Principal office:

6th Floor, Phases 1 & 2

Hong Kong Spinners Industrial Building

601-603 Tai Nan West Street

Kowloon

Hong Kong

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

31 July 2006

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE BYE-LAWS
AND NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting to enable you to make an informed decision on whether to vote for or against these resolutions.

At the Annual General Meeting, resolutions, amongst others, will be proposed for seeking Shareholders' approval to (i) the proposed re-election of Directors (ii) the proposed granting of the General Mandate and the Repurchase Mandate to the Directors; and (iii) the proposed amendments to the Bye-laws.

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 99 of the Bye-laws, Ms. CHAN So Kuen and Mr. Raymond LEE Man Chun will retire from office by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

Pursuant to Bye-Law 102(B) of the Bye-laws, Prof. SIN Yat Ming who was appointed as an Independent Non-executive Director of the Company during the year will hold office until the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

Biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

Each of Mr. Raymond LEE Man Chun and Prof. SIN Yat Ming, being the Independent Non-executive Directors eligible for re-election at the Annual General Meeting, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Lee and Prof. Sin meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

If a Shareholder wishes to nominate a person to stand for election as a Director at the Annual General Meeting, (a) a written notice of his intention to propose such person for election as a Director; (b) a written confirmation executed by the nominee of his willingness to be elected and (c) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company must be validly served at the principal office of the Company at 6th Floor, Phases 1 & 2, Hong Kong Spinners Industrial Building, 601-603 Tai Nan West Street, Kowloon, Hong Kong on or before 7 August 2006.

3. PROPOSED GENERAL MANDATE TO ISSUE SHARES

Approval is being sought from the Shareholders to grant to the Directors a General Mandate in order to ensure flexibility and the Directors' discretion in the event it becomes desirable for the Company to issue, allot and deal with Shares up to 20% of its issued share capital as at the date of passing the relevant resolution. A similar mandate was previously granted to the Directors at the annual general meeting of the Company held on 30 August 2005. The obtaining of such a mandate is in accordance with the Listing Rules. As at the Latest Practicable Date, there were 1,568,911,394 Shares in issue. The maximum number of Shares to be issued is 313,782,278 Shares.

4. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, a resolution will be proposed to grant the Directors a general mandate to, inter alia, repurchase up to 10% of the Shares of the Company in issue as at the date of passing of the relevant resolution. In addition, a separate resolution will be proposed at the Annual General Meeting to provide that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be issued and allotted under the General Mandate.

An explanatory statement as required by the Listing Rules regulating the repurchases by companies with a primary listing on the Stock Exchange of their own securities, to provide requisite information to enable the Shareholders to make an informed decision on whether to vote for or against resolution no. 6 of the notice of the Annual General Meeting to be proposed at the Annual General Meeting in relation to the proposed Repurchase Mandate is set out in Appendix II to this circular.

With reference to the proposed new General Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plans to issue any new securities or repurchase any Shares pursuant to the relevant mandates.

LETTER FROM THE BOARD

5. PROPOSED AMENDMENTS TO THE BYE-LAWS

On 1 January 2005, the Listing Rules were amended by the Stock Exchange, among others, by replacing the Code of Best Practice in Appendix 14 of the Listing Rules by a new Code on Corporate Governance Practices (the “CG Code”). In addition, with effect from 1 March 2006, paragraph 4(3) of Appendix 3 of the Listing Rules has been amended to provide that, where not otherwise provided by law, the Directors may be removed by an ordinary resolution instead of a special resolution in a general meeting (the “New Amendment”).

To bring the constitution of the Company in alignment with certain code provisions of the CG Code and the New Amendment, the Directors propose to amend the Company’s Bye-laws so that (i) the voting by poll shall be demanded by the Chairman of general meeting and/or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at a particular meeting; (ii) the Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules; (iii) every Director (other than any Director holding office as Chairman or Managing Director), including those appointed for a specific term, shall be subject to retirement by rotation at least once every three years; (iv) any new Directors (other than any Director holding office as Chairman or Managing Director) appointed by the Board shall be subject to re-election by Shareholders at the next following general meeting of the Company (in the case of filling a casual vacancy) or at the next following annual general meeting of the Company (in the case of an addition to their number) after their appointment; and (v) the Company may by ordinary resolution instead of special resolution at a general meeting remove any Director before his period of office has expired. Details of the proposed amendments are set out under resolution no. 8 in the notice of the Annual General Meeting.

6. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out hereunder. At the Annual General Meeting to be held at Tang Room I, 3rd Floor, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 28 August 2006 at 10:00 a.m., ordinary resolutions in respect of the re-election of the Directors, and the granting of the General Mandate and the Repurchase Mandate to the Directors and a special resolution in respect of the amendments to the Bye-laws as referred to the above will be proposed.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions set out thereon and return it to the Company’s principal office at 6th Floor, Phases 1 & 2, Hong Kong Spinners Industrial Building, 601-603 Tai Nan West Street, Kowloon, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

Pursuant to Bye-Law 70 of the Bye-laws, a resolution put to the vote of a general meeting of the Shareholders shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three Shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or

LETTER FROM THE BOARD

- (iii) by any Shareholder or Shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) by any Shareholder or Shareholders present in person or by duly authorised corporate representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

7. RECOMMENDATION

The Directors consider that the proposed (i) re-election of Directors; (ii) granting of the General Mandate and the Repurchase Mandate to the Directors; and (iii) amendments to the Bye-laws are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all the ordinary and special resolutions to be proposed at the Annual General Meeting.

8. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

Yours faithfully,
For and on behalf of
Bossini International Holdings Limited
LAW Ka Sing
Chairman

The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

EXECUTIVE DIRECTOR

Ms. CHAN So Kuen, aged 46, is the Director of Finance of the Group. Ms. Chan graduated from The Hong Kong Polytechnic University and Oklahoma City University, the United States of America, with a Master's Degree in Business Administration. She is also a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Ms. Chan joined the Group in August 2003. She has more than 23 years' experience in auditing, financial management and corporate finance in audit firm, travel, household appliances, semiconductor and retail industries. Ms. Chan is responsible for the overall financial management, corporate finance, legal, internal audit and investor relation functions of the Group. She is also the Company Secretary and the Qualified Accountant of the Group. Save as disclosed above, Ms. Chan did not hold any other directorship in other Hong Kong listed companies in the last three years.

As at the Latest Practicable Date, Ms. Chan had a personal interest in 6,668,000 underlying shares of the Company within the meaning of Part XV of the SFO, representing about 0.43% of the issued share capital of the Company. Ms. Chan was not connected with any Director, senior management, chief executive or substantial or controlling shareholder of the Company.

There is no service agreement entered into between Ms. Chan and the Company. The term of her appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws.

Ms. Chan's total emoluments, including salaries, allowances, benefits in kind, performance related bonuses, employee share option benefits and pension scheme contributions, as a Director of the Company were about HK\$2,068,000 for the year ended 31 March 2006, which were determined by reference to the Director's duties, responsibilities and performance and the results of the Group.

Save as disclosed above, there is no other information which should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter of significance that needs to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Raymond LEE Man Chun BBS, aged 35, was appointed in September 2004, is also a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Lee is the chief executive officer as well as founder of Lee & Man Paper Manufacturing Limited, a company listed on the Stock Exchange (stock code: 2314). He holds a Bachelor's Degree with Honors in Applied Science from The University of British Columbia, Canada. Mr. Lee is also involved in a number of public engagements, including being a standing member of the Political Consultative Committee of Hainan, the member of Yan Chai Hospital Advisory Board, the honorary president of the Kowloon region of the Scout Association of Hong Kong and the president of the Hong Kong Road Safety Association. In November 2002, he was awarded the "Young Industrialist Award of Hong Kong 2002" by the Federation of the Hong Kong Industries. In addition, in November 2003, Mr. Lee was also awarded the "2003 Hong Kong Ten Outstanding Young Persons Selection Awardee" by the Hong Kong Junior Chamber. In 2005, Mr. Lee received the "Bronze Bauhinia Star" (BBS) from the Government of Hong Kong. Save as disclosed above, Mr. Lee did not hold any other directorship in other Hong Kong listed companies in the last three years.

Mr. Lee was not connected with any Director, senior management, chief executive or substantial or controlling shareholder of the Company, nor did he have any interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no service agreement entered into between Mr. Lee and the Company and his length of service with the Company will be one year from his date of appointment which will be automatically renewed unless early termination by either party serving not less than three months prior written notice or upon mutual consent on short notice. The term of his appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws.

Mr. Lee does not obtain any Director's fee.

Save as disclosed above, there is no other information which should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter of significance that needs to be brought to the attention of the Shareholders.

Prof. SIN Yat Ming, aged 50, was appointed in October 2005, is also a member of the Audit Committee and the Remuneration Committee of the Company. Prof. Sin holds a Ph.D. from The University of British Columbia, Canada. He is a director of Master of Science Programme in Marketing and a professor of the Department of Marketing in The Chinese University of Hong Kong. Prof. Sin is the fellow of The Chartered Institute of Marketing. He is also serving as the advisor for Hong Kong Institute of Marketing. Save as disclosed above, Prof. Sin did not hold any other directorship in other Hong Kong listed companies in the last three years.

Prof. Sin was not connected with any Director, senior management, chief executive or substantial or controlling shareholder of the Company, nor did he have any interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no service agreement entered into between Prof. Sin and the Company and his length of service with the Company will be one year from his date of appointment which will be automatically renewed unless early termination by either party serving not less than three months prior written notice or upon mutual consent on short notice. The term of his appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws.

Prof. Sin is entitled to a Director's fee of HK\$15,000 per month, which is determined based on the prevailing market rate and his anticipated time and expertise to be exercised on the Group's affairs and is subject to review by the Board from time to time.

Save as disclosed above, there is no other information which should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter of significance that needs to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting for granting the Repurchase Mandate to the Directors.

SHAREHOLDERS' APPROVAL

All proposed repurchases of shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to continue to have general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders are assured that such repurchases of Shares will only be made when the Directors believe that they are appropriate and will benefit the Company and the Shareholders.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue of the Company was 1,568,911,394. Subject to the passing of the proposed ordinary resolution approving to grant the Repurchase Mandate to the Directors and on the assumption that no further Share is allotted or issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would enable the Company to repurchase a maximum of 156,891,139 Shares, representing 10% of the issued share capital of the Company.

FUNDING OF REPURCHASE

Repurchases to be made pursuant to the proposed Repurchase Mandate must be financed out of funds legally available for such purpose in accordance with the Company's memorandum of association and Bye-laws and the applicable laws of Bermuda. Bermuda laws provide that the amount of capital repaid related to a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds that would otherwise be available for distribution or dividend or the proceeds of a fresh issue of shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

There might be a material adverse impact on the working capital and/or gearing level of the Company in the event that the exercise of the Repurchase Mandate in full as compared with the position disclosed in the Company's 2005/06 Annual Report. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company.

No connected person has notified the Company that he/she has a present intention to sell any Share to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the regulations set out in the Company's memorandum of association and Bye-laws and the applicable laws of Bermuda.

EFFECT OF THE TAKEOVERS CODE

If, as a result of a share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, save as Mr. LAW Ka Sing, no Shareholder was interested in 10% or more of the issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

In the event that the Directors exercise the power in full to repurchase Shares under the Repurchase Mandate, and assuming that no new Shares are allotted or issued, the shareholding of Mr. Law would be increased approximately from 69.67% to 77.41% of the issued share capital of the Company. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

In the event that the Directors exercise the Repurchase Mandate in full to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting and assuming that no further Shares are issued by the Company, the increase in the percentage of the shareholding of Mr. LAW Ka Sing in the Company will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

SHARE REPURCHASES BY THE COMPANY

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2005		
July	1.7100	1.4500
August	1.6800	1.4200
September	1.5400	1.1900
October	1.3200	0.8300
November	1.0500	0.8700
December	1.0400	0.8000
2006		
January	0.9800	0.8100
February	0.9000	0.8000
March	0.8200	0.6800
April	0.7500	0.6700
May	0.8000	0.6500
June	0.6400	0.5100

The closing price at which the Shares have been traded on the Stock Exchange on the Latest Practicable Date is HK\$0.5500.

NOTICE OF ANNUAL GENERAL MEETING

The logo for Bossini International Holdings Limited, featuring the word "bossini" in a white, lowercase, sans-serif font inside a black rectangular box.

BOSSINI INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 592)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Bossini International Holdings Limited (the “Company”) will be held at Tang Room I, 3rd Floor, Sheraton Hong Kong Hotel and Towers, 20 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 28 August 2006 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 31 March 2006.
2. To declare a final dividend for the year ended 31 March 2006.
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;

NOTICE OF ANNUAL GENERAL MEETING

- (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;

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- (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.”

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

SPECIAL RESOLUTION

8. “**THAT** the bye-laws of the Company be and are hereby amended as follows:
- (a) by adding a new Bye-Law 70A immediately after the existing Bye-Law 70:

“70A. Notwithstanding the provisions in Bye-Law 70, if the chairman of the meeting and/or the directors individually or collectively hold proxies in respect of shares holding 5% or more of the total voting rights at a particular meeting, and if on a show of hands a meeting votes in the opposite manner to that instructed in those proxies, the chairman and/or the directors and the chairman holding proxies as aforesaid collectively shall demand a poll; provided that if it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands, then the directors and/or the chairman shall not be required to demand a poll.”
 - (b) by adding the following sentence at the end of the existing Bye-Law 71:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules.”

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- (c) by deleting the existing Bye-Law 97(A)(vi) in its entirety and substituting therefor the following new Bye-Law 97(A)(vi):

“(vi) if he shall be removed from office by an Ordinary Resolution of the Company under Bye-Law 104.”;

- (d) by deleting the first sentence of the existing Bye-Law 99 and substituting therefor the following sentence:

“At each annual general meeting one-third of the Directors (other than any Director holding office as Chairman or Managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office by rotation provided that every Director (other than any Director holding office as Chairman or Managing Director) including those appointed for a specific term shall be subject to retirement by rotation at least once every three years.”;

- (e) by deleting the existing Bye-Law 102 in its entirety and substituting therefor the following new Bye-Law 102:

“102. (A) The Company may from time to time in general meeting by Ordinary Resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the Board. Any Director (other than any Director holding office as Chairman or Managing Director) so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.

(B) The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director (other than any Director holding office as Chairman or Managing Director) so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) after his appointment and shall be eligible for re-election by shareholders provided that any Director who so retires shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.”;

- (f) by deleting the first sentence of the existing Bye-Law 104 and substituting therefor the following sentence:

“104. The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his

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period of office notwithstanding anything in these Bye-Laws or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead.”; and

- (g) by deleting the marginal note to Bye-Law 104 and substituting therefor the following:

“Power to remove Director by Ordinary Resolution”.

By Order of the Board
LAW Ka Sing
Chairman

Hong Kong, 31 July 2006

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 a poll, 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 6th Floor, Phases 1 & 2, Hong Kong Spinners Industrial Building, 601-603 Tai Nan West Street, 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 Bye-Law 70 of the Company's bye-laws, a poll may be demanded:
 - (i) by the chairman of the meeting; or
 - (ii) by at least three Shareholders present in person or by duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
 - (iii) by any Shareholder or Shareholders present in person or by duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
 - (iv) by any Shareholder or Shareholders present in person or by duly authorised corporate representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.
5. The register of members of the Company will be closed from Wednesday, 23 August 2006 to Monday, 28 August 2006 (both days inclusive). During this period, no transfer of Shares will be registered. In order to qualify for the proposed final 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 Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:00 p.m. on Tuesday, 22 August 2006.
6. In relation to the above resolution numbered 8, the purpose of this item is to bring the Company's bye-laws in line with certain code provisions of the Code on Corporate Governance Practices published by the Stock Exchange governing the retirement of Directors and the amendment of the Rules Governing the Listing of Securities on the Stock Exchange on the resolution relating to the removal of Directors.
7. The bye-laws of the Company are written in English and there is no official Chinese translation in respect thereof. Therefore, the Chinese translation of resolution numbered 8 above on the amendments to the bye-laws of the Company is for reference only. Should there be any discrepancies, the English version shall prevail.