
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

Hong Kong Exchanges and Clearing Limited and 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.


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
ADOPTION OF SHARE OPTION SCHEME
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Bossini International Holdings Limited to be held at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on Tuesday, 12 November 2013 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 Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, 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.

3 October 2013

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
1. Introduction	4
2. Proposed Re-election of Directors	4
3. Proposed General Mandate to Issue Shares	5
4. Proposed General Mandate to Repurchase Shares	5
5. Termination of the Existing Share Option Scheme	6
6. Adoption of Share Option Scheme	6
7. Annual General Meeting	7
8. Voting by Poll	7
9. Recommendation	8
10. Responsibility Statement	8
 APPENDIX I – DETAILS OF THE DIRECTORS TO BE RE-ELECTED	 9
 APPENDIX II – EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE .	 11
 APPENDIX III – SUMMARY OF THE PRINCIPAL TERMS OF THE SHARE OPTION SCHEME	 14
 NOTICE OF ANNUAL GENERAL MEETING	 23

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 Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on Tuesday, 12 November 2013 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;
“CG Code”	Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Employee Participants”	any employee (whether full time or part time employee, including any executive directors but not any non-executive director) of the Company or its Subsidiaries;
“Existing Share Option Scheme”	the existing share option scheme of the Company adopted on 27 November 2003;
“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\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong;

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	25 September 2013, 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;
“Option(s)”	option(s) to subscribe for Shares pursuant to the Share Option Scheme;
“Option Holder(s)”	the holder(s) of the Options;
“Participant(s)”	any person(s) belonging to any of the following classes of participants: (aa) any Eligible Employee; and (bb) any non-executive director (including independent non-executive directors) of the Company or any of its Subsidiaries;
“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;
“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;
“Share Option Scheme”	the share option scheme proposed to be adopted at the Annual General Meeting, the principal terms of which are set out in Appendix III to this circular;
“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;

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subsidiary” or “Subsidiaries”	has the same meaning ascribed to it under the Listing Rules;
“substantial shareholder(s)”	has the same meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“2012/13 Annual Report”	annual report of the Company for the year ended 30 June 2013; and
“%”	per cent.

LETTER FROM THE BOARD



BOSSINI INTERNATIONAL HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 592)

Executive Directors:

Ms. TSIN Man Kuen Bess (*Chairman*)
Mr. MAK Tak Cheong Edmund (*Chief Executive Officer*)
Mr. CHAN Cheuk Him Paul

Principal office:

Level 1, The Long Beach
8 Hoi Fai Road, Tai Kok Tsui
Kowloon
Hong Kong

Independent Non-executive Directors:

Mr. LEE Man Chun Raymond
Ms. LEUNG Mei Han
Prof. SIN Yat Ming

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

3 October 2013

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES
AND TO REPURCHASE SHARES
ADOPTION OF SHARE OPTION SCHEME
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) adoption of the Share Option Scheme.

2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 99 of the Bye-laws and Appendix 14 of the Listing Rules, Mr. CHAN Cheuk Him Paul and Ms. LEUNG Mei Han will retire from office by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting.

LETTER FROM THE BOARD

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.

Ms. LEUNG Mei Han, being an Independent Non- executive Director 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 Ms. Leung meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is 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 Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on or before Monday, 21 October 2013.

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 ordinary resolution. A similar mandate was previously granted to the Directors at the annual general meeting of the Company held on 13 November 2012. The obtaining of such a mandate is in accordance with the Listing Rules. As at the Latest Practicable Date, there were 1,620,779,394 Shares in issue. The maximum number of Shares to be issued is 324,155,878 Shares.

4. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary 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 the 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. TERMINATION OF THE EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company on 27 November 2003 and is valid for a period of 10 years ending on 26 November 2013. Other than the Existing Share Option Scheme, the Company does not have any other option schemes.

The Company had 65,908,000 options outstanding as at the Latest Practicable Date. The Existing Share Option Scheme is due to expire soon and the Board proposes to terminate the Existing Share Option Scheme and adopt the Share Option Scheme with terms in compliance with the current provisions of Chapter 17 of the Listing Rules.

6. ADOPTION OF SHARE OPTION SCHEME

The Existing Share Option Scheme is due to expire on 26 November 2013. In order to provide the Company with the flexibility of granting share options to the Directors and employees as incentives or rewards for their contribution or potential contribution to the Group, the Directors proposed to adopt the Share Option Scheme, the principal terms of which are set out in Appendix III to this circular.

The adoption of the Share Option Scheme is conditional upon (i) the approval of the adoption of the Share Option Scheme by Shareholders at the Annual General Meeting; and (ii) the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares which may be issued upon the exercise of the options which may be granted under the Share Option Scheme.

An application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares which may be issued upon the exercise of the options under the Share Option Scheme.

The purpose of the Share Option Scheme is to enable the Company to grant options to selected Participants as incentives or rewards for their contribution or potential contribution to the Group. The Directors consider that the Share Option Scheme will provide the Participants with the opportunity to acquire proprietary interests in the Company and will encourage such Participants to work towards enhancing the value of the Company and its Shares for the benefit of the Company and the Shareholders as a whole.

The Share Option Scheme does not specify a minimum period for which an option must be held nor a performance target which must be achieved before an option can be exercised. However, the rules of the Share Option Scheme provide that the Board may determine, at its sole discretion, such terms and conditions on the grant of an option. This determination may vary on a case by case basis but no such terms will be imposed the result of which will be to the advantage of the Participant. The basis for the determination of the subscription price is specified in the rules of the Share Option Scheme.

Based on 1,620,779,394 Shares in issue as at the Latest Practicable Date and assuming that there is no change in the issued share capital of the Company before the Annual General Meeting, the maximum number of Shares that may be issued upon the exercise of the options that may be granted under the Share Option Scheme is 162,077,939 Shares, being 10% of the issued share capital of the Company as at the date of the adoption of the Share Option Scheme.

LETTER FROM THE BOARD

The aggregate number of Shares which may be issued upon the exercise of all share options that may be granted under the Share Option Scheme and all outstanding share options granted and yet to be exercised under the other share option schemes of the Company has not exceeded 30% of the Shares in issue as at the Latest Practicable Date.

As at the Latest Practicable Date, no options under the Share Option Scheme have been granted and thus the Company considers that it would not be appropriate to disclose in this circular the value of the options that may be granted under the proposed Share Option Scheme as if they have been granted as at the Latest Practicable Date, as various determining factors for the calculation of such value cannot be reasonably ascertained at this stage. It would not be meaningful and may even be misleading to Shareholders if the value of the options is calculated based on a set of speculative assumptions. However, the Company will disclose the value of any options granted during a financial year or a particular period in its annual report and interim report based on the Binomial Options Pricing Model or a generally accepted comparable methodology.

7. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out hereunder. At the Annual General Meeting to be held at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on Tuesday, 12 November 2013 at 10:00 a.m, ordinary resolutions in respect of the re-election of the Directors, the granting of the General Mandate and the Repurchase Mandate to the Directors as referred to above, the termination of the Existing Share Option Scheme and the adoption of the Share Option Scheme 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 Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, 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.

8. VOTING BY POLL

The chairman of the Annual General Meeting will demand poll voting for all the resolutions set out in the Notice of Annual General Meeting in accordance with the requirements of Rule 13.39(4) of the Listing Rules.

Pursuant to Bye-Law 76(A), on a poll every Shareholder 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. On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way.

The results of the poll will be published by way of an announcement on the Company's website and the website of the Stock Exchange in accordance with the requirements of the Listing Rules.

LETTER FROM THE BOARD

9. RECOMMENDATION

The Directors consider that the proposed (i) re-election of Directors; (ii) granting of the General Mandate, the Repurchase Mandate and extended General Mandate to the Directors; (iii) the termination of the Existing Share Option Scheme and the adoption of the Share Option Scheme 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 resolutions to be proposed at the Annual General Meeting.

10. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of
Bossini International Holdings Limited
MAK Tak Cheong Edmund
Chief Executive Officer

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

EXECUTIVE DIRECTOR

Mr. CHAN Cheuk Him Paul, aged 42, was appointed as the Executive Director and the Director of Finance of the Group in August 2010. Mr. Chan graduated from the University of Toronto, Canada and the Hong Kong University of Science and Technology with a Master's Degree in Business Administration. He is also a member of the American Institute of Certified Public Accountants and a member of the Hong Kong Institute of Certified Public Accountants. He has over 19 years' experience in auditing and financial management with audit firm and various listed companies in Hong Kong. Mr. Chan is responsible for the overall financial management, legal, internal audit and investor relation functions of the Group. Save as disclosed above, Mr. Chan did not hold any other directorship in other listed public companies in the last three years and other major appointments and qualifications. 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. Chan is not connected with any Director, senior management, chief executive or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, apart from holding 4,210,000 share options of the Company, he has no other interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Chan's total emoluments, includes salaries, allowances, benefits in kind and pension scheme contributions, as an Executive Director of the Company are about HK\$2,104,000 per annum and will be entitled to have discretionary performance related bonus. Such emoluments are determined by reference to the Director's duties, responsibilities and performance and the results of the Group and are subject to review by the Remuneration Committee from time to time.

Save as disclosed above, there is no other information regarding Mr. Chan 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 DIRECTOR

Ms. LEUNG Mei Han, aged 55, was appointed in September 2004, is also the Chairman of the Audit Committee and the Remuneration Committee and a member of Nomination Committee of the Company. Ms. Leung holds a Bachelor's Degree in Commerce from The University of Queensland, Australia and is a fellow member of CPA Australia. She has over 28 years' experience in accounting, securities, corporate finance and related areas. Ms. Leung is an independent non-executive director of Four Seas Mercantile Holdings Limited (stock code: 374) and Yue Da Mining Holdings Limited (stock code: 629) both are listed on the Stock Exchange and also an executive director of AMCO United Holding Limited (stock code: 630) listed on the Stock Exchange. She was an independent non-executive director of Xiangyu Dredging Holdings Limited (stock code: 871) from 2011 to May 2013, which is listed on the Stock Exchange. Save as disclosed above, Ms. Leung did not hold any other directorship in other listed public companies in the last three years and other major appointments and qualifications.

Ms. Leung is not connected with any Director, senior management, chief executive or substantial or controlling shareholder of the Company, nor did she has any interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Ms. Leung's length of service with the Company will be one year from her 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 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. Leung is entitled to a Director's fee of HK\$249,000 per annum, which is determined based on the prevailing market rate and her anticipated time and expertise to be exercised on the Group's affairs and is subject to review by the Remuneration Committee from time to time.

Ms. Leung was appointed as an independence non-executive director on 27 September 2004. During her tenure of office over the past nine years, Ms. Leung has been able to fulfill all the requirements regarding independence of an independence non-executive director and provide annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as at the Latest Practicable Date, the Company is not aware of any matters or events that may occur and affect the independence of Ms. Leung.

The Board is of the opinion that Ms. Leung remains independent notwithstanding the length of her service and believes that her knowledge and experience in the Group's business and her general business acumen continue to generate valuable contribution to the Board, the Company and the Shareholders as a whole.

Pursuant to Code Provision A.4.3 of the CG Code, a separate ordinary resolution will be proposed at the Annual General Meeting to approve the re-election of Ms. Leung as an INED.

Save as disclosed above, there is no other information regarding Ms. Leung 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 1,620,779,394. 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 162,077,939 Shares, representing 10% of the issued share capital of the Company during the period from the date of the Annual General Meeting up to (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 law to be held, or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying the Repurchase Mandate, whichever occurs first.

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 2012/13 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.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

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 shareholdings of Mr. LAW Ka Sing would be increased approximately from 67.69% to 75.21% 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 shareholdings 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 HK\$	Lowest HK\$
2012		
October	0.405	0.385
November	0.410	0.385
December	0.410	0.390
2013		
January	0.465	0.395
February	0.435	0.395
March	0.445	0.415
April	0.420	0.400
May	0.430	0.410
June	0.430	0.395
July	0.395	0.380
August	0.425	0.390
September (up to the Latest Practicable Date)	0.465	0.420

The closing price at which the Shares have been traded on the Stock Exchange on the Latest Practicable Date is HK\$0.465.

This Appendix summaries the principal terms of the Share Option Scheme.

(A) PURPOSE OF THE SCHEME

The purpose of the Share Option Scheme is to motivate and provide incentives to Participants thereunder for their contribution to the Group and to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group.

(B) WHO MAY JOIN

The Board may at any time and from time to time within 10 years after the Share Option Scheme is approved by the Shareholders, at their absolute discretion and subject to such conditions as the Board may think fit, invite any person belonging to any of the following classes of Participants, to take up Options to subscribe for Shares:

- (aa) any Eligible Employee; and
- (bb) any non-executive director (including independent non-executive directors) of the Company or any of its Subsidiaries;

and, for the purposes of the Share Option Scheme, the Options may be granted to any company wholly owned by one or more persons belonging to any of the above classes of Participants or any discretionary object of a Participant which is a discretionary trust.

The basis of eligibility of any of the above class of Participants to the grant of any Options shall be determined by the Board (or as the case may be, the independent non-executive Directors) from time to time on the basis of their contribution to the development and growth of the Group.

(C) MAXIMUM NUMBER OF SHARES

- (aa) The maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 30 per cent. of the issued share capital of the Company from time to time. No options may be granted under the Share Option Scheme or any other share option scheme of the Company if this will result in this limit being exceeded.
- (bb) The total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company must not in aggregate exceed 10 per cent. of the Shares in issue as at the day of the passing of the Ordinary Resolution (i.e. 1,620,779,394 Shares (assuming no further issue or repurchase of Shares from the Latest Practicable Date)).

- (cc) Subject to (aa) above and without prejudice to (dd) below, the Company may seek approval by the Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company must not exceed 10 per cent. of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options previously granted (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme and any other share option scheme of the Company or exercised options) will not be counted.
- (dd) Subject to (aa) above and without prejudice to (cc) above, the Company may issue a circular to the Shareholders and seek separate approval by Shareholders in general meeting to grant Options beyond the General Scheme Limit or, if applicable, the limit referred to in (cc) above to Participants specifically identified by the Company before such approval is sought. The Company must send a circular to the Shareholders containing a generic description of the specified grantees who may be granted such Options, the number and terms of the Options to be granted, the purpose of granting such Options to the grantees with an explanation as to how the terms of Options serve such purpose and the information as required under the Listing Rules.

(D) MAXIMUM ENTITLEMENT OF EACH PARTICIPANT

The total number of Shares issued and which may fall to be issued upon exercise of the options granted under the Share Option Scheme and any other share option scheme of the Company (including both exercised and outstanding options) to each Participant in any 12-month period shall not exceed 1 per cent. of the issued share capital of the Company (the “Individual Limit”). Any further grant of Options in excess of the Individual Limit in any 12-month period up to and including the date of such further grant, shall be subject to the issue of a circular to the Shareholders and the Shareholders’ approval in general meeting of the Company with such Participant and his associates abstaining from voting. The circular must disclose the identity of the Participant, the number and terms of the Options to be granted and Options previously granted to such Participant and the information as required under the Listing Rules. The number and terms (including the subscription price) of the Options to be granted to such Participant must be fixed before the Shareholders’ approval and the date of the meeting of the Board for proposing such further grant of Option should be taken as the date of grant for the purpose of calculating the subscription price.

(E) GRANT OF OPTIONS TO CONNECTED PERSONS

- (aa) Any grant of Options under the Share Option Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the Options).

- (bb) Where any grant of Options to a substantial shareholder of the Company or an independent non-executive Director, or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all Options already granted and to be granted (including Options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:
- (i) representing in aggregate over 0.1 per cent. (or such other percentage as may from time to time be specified in the Listing Rules) of the Shares in issue; and
 - (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5,000,000 (or such other amount as may from time to time be specified in the Listing Rules), such further grant of Options must be approved by the Shareholders in general meeting. The Company must send a circular to the Shareholders containing the information required under the Listing Rules. All Connected Persons of the Company must abstain from voting at such general meeting, except that any Connected Person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular. Any vote taken at the meeting to approve the grant of such Options must be taken on a poll. Shareholders' approval as required under this sub-paragraph (E)(bb) is also required for any change in the terms of Options granted to a Participant who is a substantial shareholder of the Company or an independent non-executive Director, or any of their respective associates.

(F) TIME OF ACCEPTANCE AND EXERCISE OF AN OPTION

An offer of grant of an Option may be accepted by a Participant within 28 days from the date upon which it is made. A consideration of HK\$1.00 is payable on acceptance of the offer of grant of an Option.

An Option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Board to each grantee, which period may commence on the date on which the Board approve the making of the offer for the grant of Options but shall end in any event not later than 10 years from the date of grant of the Option subject to the provisions for early termination thereof. No minimum period for which the Option must be held before it can be exercised is specified in the Share Option Scheme.

(G) PERFORMANCE TARGETS

Unless the Board otherwise determined and stated in the offer of the grant of Options to a Participant, a Participant is not required to achieve any performance targets before any Options granted under the Share Option Scheme can be exercised.

(H) SUBSCRIPTION PRICE FOR SHARES

The subscription price for Shares under the Share Option Scheme shall be a price determined by the Board, but shall not be lower than the higher of (i) the closing price of Shares as stated in the Stock Exchange's daily quotations sheet on the date on which the Board approve the making of the offer for the grant of Options ("Date of Grant"), which must be a trading day; (ii) the average closing price of Shares as stated in the Stock Exchange's daily quotations sheet for the five trading days immediately preceding the Date of Grant; and (iii) the nominal value of a Share. Without prejudice to the generality of the foregoing, the Board may grant Options in respect of which the subscription price is fixed at different prices for each different period during the option period provided that the subscription price for Share for each of the different period shall not be less than the subscription price determined in the aforesaid manner.

(I) RANKING OF SHARES

Shares allotted upon the exercise of an Option will be subject to all the provisions of the memorandum of association and bye-laws of the Company and the Companies Act and will rank pari passu in all respects with the fully paid Shares in issue as from the day when the name of the grantee is registered on the register of members of the Company and accordingly will entitle the holders to participate in all dividends or other distributions paid or made on or after the date when the name of the grantee is registered on the register of members of the Company other than any dividend or other distribution previously declared or recommended or resolved to be paid or made with respect to a record date which shall be before the date when the name of the grantee is registered on the register of members of the Company, provided always that when the date of exercise of the Option falls on a day upon which the register of members of the Company is closed, then the exercise of the Option shall become effective on the first Business Day on which the register of members of the Company is reopened.

A Share allotted upon the exercise of an Option shall not carry voting rights until the completion of the registration of the grantee as the holder thereof.

(J) RESTRICTIONS ON THE TIME OF GRANT OF OPTIONS

For as long as the Shares are listed on the Stock Exchange, no offer for grant of Options shall be made after inside information has come to the knowledge of the Company until such inside information has been published or announced pursuant to the requirements of the SFO and/or the Listing Rules. In particular, during the period commencing one month immediately preceding the earlier of (i) the date of the Board meeting (as such is first notified to the Stock Exchange in accordance with the terms of the Listing Rules) for the approval of the annual results, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) of the Company, and (ii) the deadline for the Company for publishing an announcement of results for (a) any year or half-year period in accordance with the Listing Rules, and (b) where the Company has elected to publish them, any quarterly or any other interim period, and ending on the date of the announcement of the results, no Option may be granted.

The Board may not grant any Option to a Participant who is a Director during the periods or times in which Directors are prohibited from dealing in shares pursuant to the Model Code for Securities Transactions by Directors of Listed Companies prescribed by the Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

(K) PERIOD OF THE SHARE OPTION SCHEME

The Share Option Scheme will remain in force for a period of 10 years commencing on the date on which the Share Option Scheme becomes unconditional. Options complying with the provisions of the Listing Rules which are granted during the duration of the Share Option Scheme and remain unexercised immediately prior to the end of the 10 year period shall continue to be exercisable in accordance with their terms of grant within the option period for which such Options are granted, notwithstanding the expiry of the Share Option Scheme.

(L) RIGHTS ON CEASING EMPLOYMENT

If the grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee for any reason other than death or for serious misconduct or other grounds referred to in paragraph (N) below before exercising his option in full, the Option (to the extent which has become exercisable and not already exercised) will lapse on the expiry of three months from the date of cessation, which date shall be the last actual working day, whether salary is paid in lieu of notice or not and will not be exercisable unless the Board otherwise determine a longer period following the date of such cessation.

(M) RIGHTS ON DEATH

If the grantee of an Option ceases to be a Participant by reason of his or her death (provided that none of the grounds referred to in paragraph (N) below arises prior to his or her death) before exercising the Option in full, his or her legal personal representative(s) may exercise the Option (to the extent which has become exercisable and not already exercised) in whole or in part within a period of 12 months, following the date of death or such longer period as the Board may determine.

(N) RIGHTS ON DISMISSAL

If the grantee of an Option is an Eligible Employee and ceases to be an Eligible Employee by reason that he has been guilty of misconduct, or has committed an act of bankruptcy or has become insolvent or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty or (if so determined by the Board) on any ground on which an employer would be entitled to terminate his or her employment at common law or pursuant to any applicable laws or under the Eligible Employee's service contract with the Company or the relevant Subsidiary, his or her Option will lapse automatically on the date the Eligible Employee ceases to be an Eligible Employee.

(O) RIGHTS ON BREACH OF CONTRACT

If the Board at its absolute discretion determine that the grantee of any Option (other than an Eligible Employee) or his or her associate has committed any breach of any contract entered into between the grantee or his or her associate on the one part and the Group on the other part or that the grantee has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, the Board shall determine that the outstanding Option granted to the grantee shall lapse. In such event, his or her Option will lapse automatically and will not in any event be exercisable on or after the date on which the Board have so determined.

(P) RIGHTS ON A GENERAL OFFER

If a general or partial offer, whether by way of take-over offer, share re-purchase offer, or scheme of arrangement or otherwise in like manner is made to all the holders of Shares, or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror, the Company shall use all reasonable endeavours to procure that such offer is extended to all the grantees on the same terms, mutatis mutandis, and assuming that they will become, by the exercise in full of the Options granted to them, shareholders of the Company. If such offer becomes or is declared unconditional, a grantee shall be entitled to exercise his or her Options (to the extent not already exercised) to its full extent or to the extent specified in the grantee's notice to the Company in exercise of his or her Option at any time before the close of such offer (or any revised offer). Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date on which such offer (or, as the case may be, revised offer) closes.

(Q) RIGHTS ON WINDING UP

In the event of an effective resolution being proposed for the voluntary winding-up of the Company during the option period, the grantee may, subject to the provisions of all applicable laws, by notice in writing to the Company at any time no later than two Business Days prior to the proposed general meeting of the Company for the passing of such resolution, exercise his or her Options (to the extent which has become exercisable and not already exercised) either to its full extent or to the extent specified in such notice in accordance with the provisions of the Share Option Scheme, whereupon the Company shall as soon as possible and, in any event, no later than the Business Day immediately prior to the date of the proposed general meeting referred to above, allot the relevant Shares to the grantee credited as fully paid, which Shares shall rank pari passu with all other Shares in issue on the date prior to the passing of the resolution to wind-up the Company to participate in the distribution of the assets of the Company available in liquidation. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date of the commencement of the winding up of the Company.

(R) RIGHTS ON COMPROMISE OR ARRANGEMENT BETWEEN THE COMPANY AND ITS CREDITORS

In the event of a compromise or arrangement between the Company and its creditors (or any class of them) or between the Company and its members (or any class of them), in connection with a scheme for the reconstruction or amalgamation of the Company, the Company shall give notice thereof to all grantees on the same day as it gives notice of the meeting to its members or creditors to consider such a scheme or arrangement, and thereupon any grantee (or his or her legal personal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date falling two calendar months thereafter or the date on which such compromise or arrangement is sanctioned by Court be entitled to exercise his or her Options (to the extent which has become exercisable and not already exercised), but the exercise of the Options shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. The Company may thereafter require such grantee to transfer or otherwise deal with the Shares issued as a result of such exercise of his or her Options so as to place the grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement. Subject to the above, an Option will lapse automatically (to the extent not exercised) on the date the proposed compromise or arrangement becomes effective.

(S) ADJUSTMENTS TO THE SUBSCRIPTION PRICE

In the event of any alterations in the capital structure (including capitalisation of profits or reserves, rights issue or consolidation or subdivision of Shares or reduction of capital (other than an issue of Shares as consideration in respect of a transaction to which the Company is a party)) of the Company whilst any Option remains exercisable, such corresponding alterations (if any, other than any made on a capitalisation issue) certified by the auditors for the time being of or an independent financial adviser to the Company as fair and reasonable and satisfy the requirement of the relevant provisions of the Listing Rules will be made to the number of Shares subject to the Options so far as granted but unexercised; and/or the subscription price for Shares; and/or the maximum number of Shares available for subscription referred to in paragraph (C) above, provided that (i) any adjustments shall give a grantee the same proportion of the issued share capital to which he was entitled (as interpreted in accordance with the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option schemes) prior to such alteration and that the aggregate subscription price payable by a grantee on the full exercise of any Option shall remain as nearly as possible the same (but shall not be greater than) as it was before such event; and (ii) no alteration shall be made to the extent that a Share to be issued at less than its nominal value.

(T) CANCELLATION OF OPTIONS

Any cancellation of Options granted but not exercised must be approved by the Board, with the relevant grantees and their associates abstaining from voting. Cancelled Options may be re-issued after such cancellation has been approved, provided that re-issued Options shall only be granted in compliance with the terms of the Share Option Scheme. Where the Company cancels Options and issues new ones to the same grantees, the issue of such new Options may only be made under a scheme with available unissued Options (excluding the cancelled Options) within the limit as mentioned in paragraph (C) above.

(U) TERMINATION OF THE SHARE OPTION SCHEME

The Company may by resolution in general meeting, or the Board may at any time terminate the Share Option Scheme and in such event no further Option shall be offered but the provisions of the Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of the Options (to the extent not already exercised) granted prior to the termination or otherwise as may be required in accordance with the provisions of the Share Option Scheme. Options (to the extent not already exercised) granted prior to such termination shall continue to be valid and exercisable in accordance with the Share Option Scheme.

(V) RIGHTS ARE PERSONAL TO THE GRANTEE

An Option is personal to the grantee and shall not be transferable or assignable and no grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such grantee.

(W) LAPSE OF OPTION

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:

- (aa) the expiry of the option period referred to in paragraph (F);
- (bb) the expiry of the periods or dates referred to in paragraphs (L), (M), (N), (O), (P), (Q) and (R); and
- (cc) the date on which a breach of the provision as set out in paragraph (V) is committed.

(X) ALTERATION

The Share Option Scheme may be altered in any respect by resolution of the Board except that:

- (aa) any changes to the definitions of Participant and grantee and option period;
- (bb) any changes to the provisions as mentioned in paragraphs (A) to (W) and the provisions relating to the matters set out in rule 17.03 of the Listing Rules to the advantage of grantees of the Options;
- (cc) any alteration to the terms and conditions of the Share Option Scheme which are of a material nature;
- (dd) any change to the terms of Options granted; and

- (ee) any change to the authority of the Board or the scheme administrators in relation to any alteration to the terms of the Share Option Scheme, must be approved by a resolution of the Shareholders in general meeting, except where such alterations take effect automatically under the existing terms of the Share Option Scheme, provided that:
 - (i) the amended terms of the Share Option Scheme or the Options shall still comply with the requirements of Chapter 17 of the Listing Rules;
 - (ii) no such alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction in writing of such number of grantees as shall together hold Options in respect of not less than three-fourths in nominal value of all Shares then subject to Options granted under the Share Option Scheme; and
 - (iii) any alterations to the terms and conditions of the Share Option Scheme which are of a material nature shall first be approved by the Shareholders.

NOTICE OF ANNUAL GENERAL MEETING



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 Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on Tuesday, 12 November 2013 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 2013.
2. each as a separate resolution, to re-elect the following retiring directors as directors of the Company:
 - (a) Mr. CHAN Cheuk Him Paul;
 - (b) Ms. LEUNG Mei Han;
 - (c) To authorise the board of directors (the “Board”) of the Company to fix the remuneration of the directors of the Company (the “Directors”).
3. 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

4. **“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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

5. **“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.”
6. **“THAT** conditional upon the passing of resolution nos. 4 and 5 as set out in the notice convening the meeting of which this resolution forms part, the general mandate referred to in resolution no. 4 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.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of and permission to deal in the shares falling to be issued pursuant to the exercise of any options granted under the share option scheme referred to in the circular dispatched to the shareholders on the same day as this notice, the terms of which are set out in the printed document marked “A” now produced to the Meeting and for the purpose of identification signed by the Chairman hereof (the “Share Option Scheme”), the Share Option Scheme be approved and adopted to be the share option scheme of the Company and that the Directors of the Company be authorised to grant options thereunder and to allot and issue shares pursuant to the Share Option Scheme and take all such steps as may be necessary or desirable to implement such Share Option Scheme.”

8. “**THAT** conditional upon the passing of resolution 7 set out in the notice convening the meeting of which this resolution forms part, the existing share option scheme of the Company adopted on 27 November 2003 be and is hereby terminated with immediate effect and that the Directors of the Company be authorised to take all such steps as may be necessary or desirable to implement this resolution.”

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

Hong Kong, 3 October 2013

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. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Thursday, 7 November 2013 to Tuesday, 12 November 2013, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 6 November 2013.
6. For determining the entitlement to the proposed final dividend and special final dividend, the register of members of the Company will be closed from Monday, 18 November 2013 to Wednesday, 20 November 2013, both days inclusive. During this period no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend and special final dividend, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 15 November 2013.