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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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.

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**bossini**  
**BOSSINI INTERNATIONAL HOLDINGS LIMITED**  
**堡獅龍國際集團有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 592)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the Special General Meeting of Bossini International Holdings Limited to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Tuesday, 21 March 2023 at 12:30 noon is set out in this circular. A form of proxy for use at the Special General Meeting is enclosed. Whether or not you intend to attend and vote at the Special 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 branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Special 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 Special General Meeting or any adjourned meeting (as the case may be) should you so wish.

3 March 2023

\* for identification purpose only

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## DEFINITIONS

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

“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company in force from time to time;
“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;
“Director(s)”	the director(s) of the Company;
“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;
“Increase in Authorised Share Capital”	the proposed increase in the Company’s authorised share capital from HK\$300,000,000 divided into 3,000,000,000 Shares to HK\$1,000,000,000 divided into 10,000,000,000 Shares by creating an additional 7,000,000,000 unissued Shares;
“Latest Practicable Date”	24 February 2023, 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;
“Record Date”	Friday, 31 March 2023, or such other date as may be agreed by the Company and the Underwriter for the determination of entitlements under the Rights Issue;
“Rights Issue”	the proposed issue by way of rights on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date at the subscription price of HK\$0.37 on the terms and subject to the conditions set out in the Underwriting Agreement and the Rights Issue Documents;
“Rights Share(s)”	up to 1,257,784,545 new Shares (assuming no change in the number of Shares in issue on or before the Record Date other than the full exercise of the Vested Share Options) or up to 1,235,179,045 new Shares (assuming no change in the number of Shares on or before the Record Date), to be allotted and issued in respect of the Rights Issue;

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## DEFINITIONS

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“Share(s)”	the share(s) of par value of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of the Share(s);
“Share Option(s)”	the share option(s) of the Company granted pursuant to the Share Option Scheme;
“Share Option Scheme”	the share option scheme adopted by the Company on 12 November 2013;
“Special General Meeting” or “SGM”	the special general meeting of the Company to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Tuesday, 21 March 2023 at 12:30 noon for the purposes of considering the business set out in the notice of the Special General Meeting and, if thought fit, passing the resolutions set out therein, or any adjourned meeting (as the case may be);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Underwriter”	First Shanghai Securities Limited, a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance;
“Underwriting Agreement”	the underwriting agreement dated 24 February 2023 entered into between the Company and the Underwriter in relation to the underwriting arrangement of the Rights Issue;
“Vested Share Options”	the Share Options that are validly vested to and exercisable by the holders thereof to enable them to subscribe for Shares to be allotted and issued to them before the Record Date.

**bossini**

**BOSSINI INTERNATIONAL HOLDINGS LIMITED**

**堡獅龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 592)

*Executive Directors:*

Mr. Cheung Chi (*Co-Chief Executive Officer*)

Mr. Zhao Jianguo

*Non-executive Directors:*

Mr. Victor Herrero (*Chairman*)

Mr. Law Ching Kit Bosco

*Independent Non-executive Directors:*

Mr. Lee Kwok Ming

Prof. Sin Yat Ming

Mr. Cheong Shin Keong

*Principal office:*

2/F, PopOffice

9 Tong Yin Street

Tseung Kwan O

Kowloon, Hong Kong

*Registered office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

3 March 2023

*To the Shareholders:*

Dear Sir/Madam,

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
PROPOSED AMENDMENTS TO THE BYE-LAWS  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**1. INTRODUCTION**

Reference is made to the Company's announcement dated 24 February 2023 in relation to, among other things, the Rights Issue, the Increase in Authorised Share Capital and the proposed amendments to the Bye-Laws. The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Special General Meeting to enable you to make an informed decision on whether to vote for or against the resolutions.

At the Special General Meeting, resolutions will be proposed for seeking Shareholders' approval to approve the proposed Increase in Authorised Share Capital and the proposed amendments to the Bye-Laws.

\* for identification purpose only

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## LETTER FROM THE BOARD

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### 2. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$300,000,000 divided into 3,000,000,000 shares of par value of HK\$0.10 each, of which 2,470,358,091 Shares are in issue and 529,641,909 Shares are authorised but unissued as at the Latest Practicable Date. In addition, the Company has 92,833,417 share options granted under the share option scheme of the Company remain outstanding as at the Latest Practicable Date.

In order to accommodate growth of the Group and to provide the Company with greater flexibility to raise funds by the Rights Issue, the Board proposed the Increase in Authorised Share Capital. The Board believes the Increase in Authorised Share Capital are in the interests of the Company and the Shareholders as a whole.

Upon the Increase in Authorised Share Capital becoming effective and assuming no Shares are issued or repurchased from the Latest Practicable Date up to the date of the Special General Meeting to be convened on Tuesday, 21 March 2023, the authorised share capital of the Company will be HK\$1,000,000,000 divided into 10,000,000,000 Shares, with 2,470,358,091 Shares in issue and 7,529,641,909 Shares authorised but unissued.

The proposed Increase in Authorised Share Capital is subject to the approval by the Shareholders by way of an ordinary resolution at the Special General Meeting.

### 3. PROPOSED AMENDMENTS TO THE BYE-LAWS

The Board proposed certain amendments to the Bye-Laws to reflect the latest changes to Appendix 3 to the Listing Rules. The proposed amendments to the Bye-laws are subject to the approval of the Shareholders by way of a special resolutions at the SGM.

The major proposed amendments are summarised below:

- (i) to provide that the branch register of the Company shall be open for inspection;
- (ii) to update the notice required for close of register of the Company;
- (iii) to clarify that annual general meeting shall be held in each financial year;
- (iv) to clarify the notice period for annual general meeting and other general meetings;
- (v) to provide that all eligible Shareholders shall have the right to attend and speak at a general meeting;
- (vi) to provide that the minority Shareholders holding not less than one-tenth of the voting rights to be able to convene a special general meeting;
- (vii) to clarify the number of Directors to be retired at each annual general meeting;

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## LETTER FROM THE BOARD

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- (viii) to clarify that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election;
- (ix) to provide that auditors of the Company may be removed by extraordinary resolutions; and
- (x) any other consequential and housekeeping changes.

Details of the proposed amendments to the Bye-Laws are set out in Appendix to this circular.

The legal advisers to the Company as to Hong Kong laws have confirmed that the proposed amendments to the Bye-Laws comply with the requirements of the Listing Rules and the legal advisers to the Company as to Bermuda Laws have confirmed that the proposed amendments to the Bye-Laws do not violate the applicable laws of Bermuda.

The Company confirms that there is nothing unusual about the proposed amendments to the Bye-Laws. The Shareholders are advised that the proposed amendments to the Bye-Laws are available only in English and the Chinese translation of the proposed amendments to the Bye-Laws provided in Appendix of this circular in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

#### **4. SPECIAL GENERAL MEETING**

At the Special General Meeting, resolutions will be proposed for the Shareholders to approve the proposed Increase in Authorised Share Capital and the proposed amendments to the Bye-Laws.

Pursuant to the Listing Rules, the voting on the proposed resolutions at the Special General Meeting will be taken by way of a poll. 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.

A form of proxy for use at the Special General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Special 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 branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the Special 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 Special General Meeting or any adjourned meeting (as the case may be) should you so wish.

#### **5. RECOMMENDATIONS**

The Directors consider that the proposed resolutions at the Special General Meeting are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions at the Special General Meeting.

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## LETTER FROM THE BOARD

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### 6. 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**  
**Mr. Victor Herrero**  
*Chairman and Non-executive Director*



*Details of the proposed amendments to the Bye-Laws are as follows, of which the full text or extract of the relevant Bye-Laws is reproduced, with the proposed insertions and deletions indicated by, respectively, the underlined text and the strikethrough text below. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and numbers of the existing Bye-Laws.*

Bye-Laws No.	Amendments
Cover	<p style="text-align: center;"><b>NEW BYE-LAWS</b></p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>Bossini International Holdings Limited</b></p> <p style="text-align: center;">(as adopted by a Special Resolution at the Annual General Meeting held on 17th November 2020 and amended by a Special Resolution at the <u>Special General Meeting held on 21st March, 2023</u>)</p>
	<p style="text-align: center;"><b>BYE-LAWS</b></p> <p style="text-align: center;">(as adopted by a Special Resolution at the Annual General Meeting held on 17th November 2020 <u>and amended by a Special Resolution at the Special General Meeting held on 21st March 2023</u>)</p> <p style="text-align: center;"><b>OF</b></p> <p style="text-align: center;"><b>Bossini International Holdings Limited</b></p>
1.(E)	A Special Resolution <u>and an Extraordinary Resolution</u> shall be effective for any purpose for which an Ordinary Resolution is expressed to be required under any provision of these Bye-Laws or the Statutes.
1.(F)	<u>A resolution shall be an Extraordinary Resolution when it has been passed by a majority of not less than two-thirds of votes cast by such shareholders as, being entitled so to do, vote in person or as a duly authorised corporate representative or, where proxies are allowed, by proxy or at a general meeting held in accordance with these presents and of which notice has been given in accordance with Bye-law 63.</u>
2.	Without prejudice to any other requirements of the Statutes, a Special Resolution shall be required to alter the Memorandum of Association <u>and the Bye-Laws</u> , to approve any amendment of these presents or to change the name of the Company.
6.(A)	The authorised share capital of the Company at the date on which these Bye-Laws come into effect is HK\$ <u>1,000,000,000</u> <del>200,000,000</del> divided into <u>10,000,000,000</u> <del>2,000,000,000</del> shares of HK\$0.10 each.

14.(B)	Subject to the provisions of the Companies Act, if the Board considers it necessary or appropriate, the Company may establish and maintain a local or branch register at such location outside Bermuda as the Board thinks fit and, while the issued share capital of the Company is, with the consent of the Board, listed on any stock exchange in the Relevant Territory, the Company shall keep a branch register in the Relevant Territory. <u>The register shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Registered Office or such other place at which the register is kept in accordance with the Companies Act.</u>
44.	The registration of transfers may be suspended and the register may be closed, <u>subject to the Companies Act</u> , after notice has been given <del>by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means</del> in such manner as may be accepted by the Designated Stock Exchange and/or pursuant to the rules of the Designated Stock Exchange to that effect, at such times or for such periods not exceeding in the whole 30 days in any year as the Board may determine and either generally or in respect of any class of shares.
60.(A)	<u>Subject to the Companies Act, t</u> The Company shall in each <u>financial year</u> hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; <u>and such annual general meeting must be held within six months after the end of the Company's financial year (or such longer period as may be permitted by the Listing Rules).</u> ; <del>and not more than 15 months shall elapse between the date of one annual general meeting of the Company and that of the next</del> The annual general meeting may be held as a physical meeting in the Relevant Territory or elsewhere, and at one or more locations as provided in Bye-Laws 75A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board and at such time and place as the Board shall appoint. Without prejudice to the provisions in Bye-laws 75A to 75F, a physical meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

62.	<p>The Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on requisition, <del>as provided by the Companies Act, and, in default, may be convened by the requisitionists</del> <u>by shareholders holding as at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provision of Section 74(3) of the Companies Act. Such</u> <del>the</del> special general meeting may be held as a physical meeting in the Relevant Territory or elsewhere, and at one or more locations as provided in Bye-Laws 75A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board and at such time and place as the Board shall appoint.</p>
63.	<p>An annual general meeting shall be called by notice of not less than 21 clear days <del>and not less than 20 clear business days</del>. All other general meetings (including a special general meeting) may be called by notice of not less than 14 clear days <del>and not less than 10 clear business days</del>. The notice shall specify (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-laws 75A, the principal place of meeting (the “<b>Principal Meeting Place</b>”); (c) if the general meeting is to be held as a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting; and (d) in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-Laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Companies Act and if permitted by the rules of the Designated Stock Exchange, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-Law be deemed to have been duly called if it is so agreed:</p> <ul style="list-style-type: none"> <li>(i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and</li> <li>(ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. in nominal value of the issued shares giving that right.</li> </ul>
76.(C)	<p>All shareholders shall have the right to (a) speak at the general meeting, and (b) vote at a general meeting <u>except where a shareholder is required, by the applicable Law and/or the Listing Rules, to abstain from voting to approve the matter under consideration.</u></p>

87.(A)	Any corporation which is a shareholder of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its corporate representative at any meeting of the Company or of any class of shareholders of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual shareholder of the Company <u>(including the right to speak and vote)</u> . References in these Bye-Laws to a shareholder present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a shareholder represented at the meeting by such duly authorised corporate representative or by one or more proxies. Nothing contained in this Bye-Law shall prevent a corporation which is a shareholder of the Company from appointing one or more proxies to represent it pursuant to Bye-Law 81.
87.(B)	If a Clearing House (or its nominee) is a shareholder of the Company, it may appoint such person or persons as it thinks fit to act as its proxy or proxies or as its corporate representative or representatives at any meeting of the Company or at any meeting of any class of shareholders <u>of the Company or any meeting of the creditors</u> of the Company provided that, if more than one proxy or corporate representative is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy or corporate representative is so appointed. A person so appointed under the provisions of this Bye-Law shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee) which he represents as that Clearing House (or its nominee) could exercise as if such person were an individual shareholder <u>(including the right to speak and vote)</u> . The number of persons a Clearing House (or its nominee) may appoint to act as its corporate representative or representatives shall not exceed the number of shares held by that Clearing House (or its nominee), being shares in respect of which there is an entitlement to attend and vote at the relevant meeting.
99.	At each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but <del>not exceeding</del> <u>less than</u> one-third, shall retire from office by rotation provided that every Director including those appointed for a specific term shall be subject to retirement by rotation at least once every three years. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. The Company at any general meeting at which any Directors retire may fill the vacated offices.

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. <del>Any 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.</del>
102.(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 so appointed shall hold office only until the <del>first</del> <sup>next</sup> 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 ( <del>in the case of an addition to the Board</del> ) 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.
163.(B)	The Company shall at each annual general meeting <u>by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by or on the authority of the Company <u>by Ordinary Resolution</u> in the annual general meeting except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.
163.(C)	<u>The shareholders may, at any general meeting convened and held in accordance with these Bye-Laws, by Extraordinary Resolution remove the Auditors at any time before the expiration of his term of office and shall by Ordinary Resolution at that meeting appoint another Auditors in his stead for the remainder of this term.</u>

165.	<p>A person other than the retiring Auditors shall not be capable of being appointed Auditors at an annual general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than fourteen <u>(14)</u> days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditors and shall give notice thereof to the shareholders not less than seven (7) days before the annual general meeting provided that the above requirements may be waived by notice in writing by the retiring Auditors to the Secretary provided that if after a notice of the intention to nominate Auditors has been so given an annual general meeting is called for a date fourteen days or less after that notice has been given, the notice, though not given within the time required by this Bye-Law, shall be deemed to have been properly given for the purposes thereof, and the notice to be sent or given by the Company may instead of being sent or given within the time required by this provision be sent or given at the same time as the notice of the annual general meeting.</p>
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## NOTICE OF SPECIAL GENERAL MEETING

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# bossini

## BOSSINI INTERNATIONAL HOLDINGS LIMITED

### 堡獅龍國際集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 592)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of Bossini International Holdings Limited (the “**Company**”) will be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Tuesday, 21 March 2023 at 12:30 noon for the following purposes:

### ORDINARY RESOLUTION

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

1. “**THAT:**

the authorised share capital of the Company be increased from HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$1,000,000,000 divided into 10,000,000,000 Shares by the creation of an additional 7,000,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

\* For identification purpose only

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## NOTICE OF SPECIAL GENERAL MEETING

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### SPECIAL RESOLUTION

To consider, and if thought fit, to pass the following resolution, with or without modification, as a special resolution of the Company:

2. **“THAT**

- (a) the proposed amendments to the existing bye-laws of the Company (the **“Proposed Amendments”**), details of which are set out in the section headed **“APPENDIX – PROPOSED AMENDMENTS TO THE BYE-LAWS”** in the circular of the Company dated 3 March, 2023, be and are hereby approved and confirmed; and
- (b) any one or more of the directors of the Company or the company secretary of the Company be and is/are hereby authorised to execute all such documents and do all such other acts and things as he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient to effect the Proposed Amendments and any of the foregoing.”

By Order of the Board  
**Bossini International Holdings Limited**  
**Mr. Victor Herrero**  
*Chairman and Non-executive Director*

Hong Kong, 3 March 2023

*Notes:*

1. A form of proxy for use at the meeting is enclosed herewith.
2. 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.
3. 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 notorially certified copy of such power or authority, must be deposited at the Company’s branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
4. 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 shall alone be entitled to vote in respect of such Share.
5. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the resolution set out in this Notice will be decided by poll at the above meeting.



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## NOTICE OF SPECIAL GENERAL MEETING

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7. For determining the entitlement to attend and vote at the Special General Meeting, the Register of Members will be closed from Thursday, 16 March 2023 to Tuesday, 21 March 2023, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the Special 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, 15 March 2023.
8.
  - (i) If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 7:00 a.m. at the date of the Special General Meeting, the Special General Meeting will be postponed. Shareholders will be informed of the date, time and venue of the postponed Meeting by a supplementary notice posted on the respective websites of the Company ([www.bossini.com](http://www.bossini.com)) and The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).
  - (ii) The Special General Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Members should make their own decision as to whether they would attend the Special General Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

*As at the date of this notice, the Board comprises two executive directors, namely Mr. CHEUNG Chi (Co-Chief Executive Officer) and Mr. ZHAO Jianguo, two non-executive Directors, namely Mr. Victor HERRERO (Chairman) and Mr. LAW Ching Kit Bosco, and three independent non-executive directors, namely Mr. LEE Kwok Ming, Prof. SIN Yat Ming and Mr. CHEONG Shin Keong.*