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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.

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.

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**bossini**   
**BOSSINI INTERNATIONAL HOLDINGS LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
(Stock code: 592)

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

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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 Wednesday, 17 November 2010 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.

12 October 2010

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## DEFINITIONS

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*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 Wednesday, 17 November 2010 at 10:00 a.m. for the purposes of considering the businesses set out in the notice of the Annual General Meeting and, if thought fit, passing the resolutions set out therein, or any adjourned meeting (as the case may be); |
| “associate(s)”            | has the same meaning ascribed to it under the Listing Rules;   |
| “Board”                   | the board of Directors;  |
| “Bye-laws”                | the bye-laws of the Company;   |
| “Company”                 | Bossini International Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange;   |
| “connected person(s)”     | has the same meaning ascribed to it under the Listing Rules;   |
| “Director(s)”             | the director(s) of the Company;  |
| “General Mandate”         | the general mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate of nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof;   |
| “Group”                   | the Company and its subsidiaries;  |
| “HK\$” and “cents”        | Hong Kong dollars and cents respectively, the lawful currency of Hong Kong;  |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China;   |
| “Latest Practicable Date” | 6 October 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;  |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange;   |
| “Register of Members”     | the principal or branch register of members of the Company maintained in Bermuda or Hong Kong respectively;  |

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## DEFINITIONS

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|                              |   |
|------------------------------|---|
| “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; |
| “SFO”                        | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);  |
| “Shareholder(s)”             | registered holder(s) of the Share(s);   |
| “Share(s)”                   | the ordinary share(s) of HK\$0.10 each in the share capital of the Company;   |
| “Stock Exchange”             | The Stock Exchange of Hong Kong Limited;  |
| “substantial shareholder(s)” | has the same meaning ascribed to it under the Listing Rules;  |
| “Takeovers Code”             | the Hong Kong Code on Takeovers and Mergers;  |
| “2009/10 Annual Report”      | annual report of the Company for the year ended 30 June 2010;<br>and  |
| “%”                          | per cent.   |

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LETTER FROM THE BOARD

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**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

12 October 2010

*To the Shareholders*

Dear Sir/Madam,

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

**1. INTRODUCTION**

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

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

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## **LETTER FROM THE BOARD**

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### **2. PROPOSED RE-ELECTION OF DIRECTORS**

Pursuant to Bye-Law 99 of the Bye-laws, Mr. MAK Tak Cheong Edmund and Prof. SIN Yat Ming will retire from office by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to Bye-Law 102(B) of the Bye-laws, Mr. CHAN Cheuk Him Paul who was appointed as Executive Director of the Company during the year will hold office until the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

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

Prof. SIN Yat Ming, being the 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 Prof. Sin meet 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 Wednesday, 27 October 2010.

### **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 30 November 2009. The obtaining of such a mandate is in accordance with the Listing Rules. As at the Latest Practicable Date, there were 1,606,919,394 Shares in issue. The maximum number of Shares to be issued is 321,383,878 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.

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## LETTER FROM THE BOARD

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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. 7 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.

### **5. FINAL AND SPECIAL DIVIDEND**

The Board has recommended a final and special dividend of HK2.3 cents and HK0.3 cent per Share respectively subject to shareholders' approval at the 2010 AGM.

The register of members of the Company will be closed from Friday, 12 November 2010 to Wednesday, 17 November 2010 (both days inclusive). During this period, no transfer of Shares will be registered. In order to qualify for the proposed final and special dividend, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shop Nos. 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 11 November 2010.

### **6. PROPOSED AMENDMENTS TO THE BYE-LAWS**

A special resolution will be proposed at the Annual General Meeting to amend the Bye-laws to bring them in line with certain changes to the Listing Rules. The effects of the proposed amendments include, inter alia, the following:

- (1) any corporate communication to be issued by the Company to the Shareholders may, in addition to traditional means of communication, also be issued by electronic means, including the making of corporate communications available on the Company's website and the website of the Stock Exchange pursuant to Rule 2.07A of the Listing Rules;
- (2) the Company shall be permitted to deem consent on the part of the Shareholders that the Company's corporate communications will be made available to them by means of publication on the website of the Company or the Stock Exchange;
- (3) (a) An annual general meeting shall be called by notice of not less than 21 clear days and not less than 20 clear business days; (b) a special general meeting called for the passing of a special resolution shall be called by notice of not less than 21 clear days and not less than 10 clear business days; and (c) all other special general meetings shall be called by notice of not less than 14 clear days and not less than 10 clear business days;
- (4) all resolutions proposed at general meetings shall be decided by poll; and
- (5) various other minor amendments for clarification purposes and correction of typographical errors.

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## LETTER FROM THE BOARD

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Details of the special resolution are set out in full in the Notice of the Annual General Meeting on pages 14 to 24 of this circular.

The legal advisers to the Company as to Hong Kong laws and Bermuda laws have confirmed that the proposed amendments comply with the requirements of the Listing Rules and the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the proposed amendments for a company listed on the Stock Exchange.

### **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 Wednesday, 17 November 2010 at 10:00 a.m., ordinary resolutions in respect of the re-election of the Directors, and the granting of the General Mandate and the Repurchase Mandate to the Directors as referred to the above will be proposed.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions set out thereon and return it to the Company's principal office at 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. 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.

### **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; and (iii) amendments to the Bye-laws are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.



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## LETTER FROM THE BOARD

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### 10. RESPONSIBILITY STATEMENT

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

Yours faithfully,  
For and on behalf of  
**Bossini International Holdings Limited**  
**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 DIRECTORS**

**Mr. MAK Tak Cheong Edmund**, aged 46, is the Chief Executive Officer of the Group in October 2010. Mr. Mak graduated from the University of Windsor, Canada with two Bachelor's Degrees in Computer Science and Commerce. 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. Mr. Mak joined the Group in February 2007. He has over 20 years' experience in auditing, financial management and corporate finance in audit firm, consumer electronics and communications products, real estate service, food retail chain and internet service industries. Mr. Mak is responsible for the overall management and strategic planning of the Group. Save as disclosed above, Mr. Mak did not hold any other directorship in other listed public companies in the last three years and other major appointments and qualifications.

Mr. Mak was 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 7,080,000 share options of the Company, he has no other interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no service agreement entered into between Mr. Mak and the Company. 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. Mak's total emoluments, includes salaries, allowances, benefits in kind and pension scheme contributions, as an Executive Director of the Company are about HK\$3,111,000 per annum and will be entitled to have discretionary performance related bonuses. 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. Mak 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.

**Mr. CHAN Cheuk Him Paul**, aged 39, is 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. Mr. Chan joined the Group in October 2002. He has over 16 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.

Mr. Chan was 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 1,560,000 share options of the Company, he has no other interests in the securities of the Company, within the meaning of Part XV of the SFO.

There is no service agreement entered into between Mr. Chan and the Company. 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's total emoluments, includes salaries, allowances, benefits in kind and pension scheme contributions, as an Executive Director of the Company are about HK\$1,381,000 per annum and will be entitled to have discretionary performance related bonuses. 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**

**Prof. SIN Yat Ming**, aged 55, was appointed in October 2005, is also a member of the Audit Committee and the Remuneration Committee of the Company. Prof. Sin holds a Ph.D. from The University of British Columbia, Canada. He is a director of Master of Science Programme in Marketing and a professor of Department of Marketing of The Chinese University of Hong Kong. He is serving as the advisor for the Hong Kong Institute of Marketing. Save as disclosed above, Prof. Sin did not hold any other directorship in other listed public companies in the last three years and other major appointments and qualifications.

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

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

Prof. Sin is entitled to a Director's fee of HK\$190,000 per month, which is determined based on the prevailing market rate and his anticipated time and expertise to be exercised on the Group's affairs and is subject to review by the remuneration committee from time to time.

Save as disclosed above, there is no other information regarding Prof. Sin 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 1,606,919,394. 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 160,691,939 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 2009/10 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 68.02% to 75.58% 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<br><i>HK\$</i> | Lowest<br><i>HK\$</i> |
| <b>2009</b>                                 |                        |                       |
| October                                     | 0.455                  | 0.390                 |
| November                                    | 0.435                  | 0.395                 |
| December                                    | 0.430                  | 0.400                 |
| <b>2010</b>                                 |                        |                       |
| January                                     | 0.510                  | 0.415                 |
| February                                    | 0.485                  | 0.440                 |
| March                                       | 0.580                  | 0.480                 |
| April                                       | 0.590                  | 0.520                 |
| May   | 0.530                  | 0.470                 |
| June  | 0.510                  | 0.470                 |
| July  | 0.600                  | 0.490                 |
| August                                      | 0.640                  | 0.570                 |
| September                                   | 0.920                  | 0.620                 |
| October (up to the Latest Practicable Date) | 0.830                  | 0.770                 |

The closing price at which the Shares have been traded on the Stock Exchange on the Latest Practicable Date is HK\$0.770.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **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 Wednesday, 17 November 2010 at 10:00 a.m. for the following purposes:

#### **As Ordinary Business**

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

#### **As Special Business**

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

#### **ORDINARY RESOLUTIONS**

5. **“THAT:**
  - (a) subject to paragraphs (b) and (c) of this resolution, the granting of an unconditional general mandate to the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company (the “Shares”)) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (b) the unconditional general mandate under paragraph (a) of this resolution shall not extend beyond the Relevant Period save the Directors may make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;



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- (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).”

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6. **“THAT:**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to repurchase Shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and regulations and requirements of the Stock Exchange, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of the Shares which may be repurchased by the Company during the Relevant Period pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders of the Company in general meeting.”
7. **“THAT** conditional upon the passing of resolution nos. 5 and 6 as set out in the notice convening the meeting of which this resolution forms part, the general mandate referred to in resolution no. 5 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of Shares in the capital of the Company which may be repurchased by the Company since the granting of the said general mandate pursuant to the exercise by the Directors of the powers of the Company to repurchase such Shares provided that such amount shall not exceed 10% of the aggregate of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

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### SPECIAL RESOLUTION

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

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

(1) **Bye-law 1**

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

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

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

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

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

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

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

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

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

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

- (3) **Bye-law 44**

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

“44. The registration of transfers may be suspended and the register may be closed, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange and/or pursuant to the rules of the Designated Stock Exchange to that effect, at such times or for such periods not exceeding in the whole 30 days in any year as the Board may determine and either generally or in respect of any class of shares.”;

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(4) **Bye-law 63**

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

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

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

(5) **Bye-law 70**

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

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

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

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

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(7) **Bye-law 71**

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

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

(8) **Bye-law 72**

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

(9) **Bye-law 73**

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

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

(10) **Bye-law 74**

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

(11) **Bye-law 76A**

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

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

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(12) **Bye-law 79**

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

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

(13) **Bye-law 81**

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

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

(14) **Bye-law 83**

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

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

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(15) **Bye-law 85**

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

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

(16) **Bye-law 87B**

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

(17) **Bye-law 101**

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

(18) **Bye-law 119**

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

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



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(19) **Bye-law 144**

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

(20) **Bye-law 167**

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

“167(B). Any notice or document to be given to or by any person pursuant to these Bye-Laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or, to the extent permitted by the applicable Statutes and the Listing Rules, by telex, facsimile transmission number or other electronic transmission number, address or website provided by the shareholder to the Company for the purpose of transmission or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in the Newspapers. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by the Listing Rules from time to time, a notice or document may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published (“notice of availability”). The notice of availability may be given to the shareholder by any of the means set out above (except by way of publishing on a website), subject to compliance with the requirement of the Statutes and the Listing Rules.”; and

(21) **Bye-law 169**

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

“169. Any notice or other document: (i) if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope or wrapper containing the same is put into the post situated within the Relevant Territory and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail and a certificate in writing signed by the Secretary or other person appointed by the Board that the letter, envelope or wrapper containing the notice or document was so addressed and put into the post shall be conclusive evidence thereof. Any notice or document not sent by post but left by the Company at the address

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of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left; (ii) if sent by electronic means (including through any relevant system but other than publishing on the Company's website) shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company; (iii) if published on the Company's website or the website of the Designated Stock Exchange shall be deemed to have been given by the Company to a shareholder on the later of (a) the date on which a notice of availability is deemed served on such shareholder and (b) the date on which such notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange) has been published on the website; (iv) if published by way of advertisement in Newspapers shall be deemed to have been served or delivered on the date it was so published or posted; and (v) if served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served or delivered when the Company has carried out the action it has been authorised to take for that purpose. In proving any publication, service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such publication, service, delivery, despatch or transmission shall be conclusive evidence thereof."''

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

Hong Kong, 12 October 2010

*Notes:*

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