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

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Notices convening the Annual 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 Thursday, 15 June 2023 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 or any adjournment thereof 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 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.

\* For identification purposes only

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## CONTENTS

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	<i>Page</i>
<b>DEFINITIONS</b> .....	1
 <b>LETTER FROM THE BOARD</b>	
1. Introduction .....	3
2. Proposed Re-election of Directors .....	4
3. Proposed General Mandate to Issue Shares .....	5
4. Proposed General Mandate to Repurchase Shares .....	5
5. Annual General Meeting .....	5
6. Voting by Poll .....	6
7. Recommendation .....	6
8. Responsibility Statement .....	6
 <b>APPENDIX I – DETAILS OF THE DIRECTORS TO BE RE-ELECTED</b> .....	 7
 <b>APPENDIX II – EXPLANATORY STATEMENT OF THE                     REPURCHASE MANDATE</b> .....	  12
 <b>NOTICE OF ANNUAL GENERAL MEETING</b> .....	 15

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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:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Thursday, 15 June 2023 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 in force from time to time;
“CG Code”	Corporate Governance Code contained in Appendix 14 to the Listing Rules;
“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”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares of the Company;
“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;
“Keystar”	Keystar Limited, a company wholly owned by Mr. Law Ching Kit Bosco, which holds 348,395,530 Shares (representing approximately 14.10% of the Shares in issue as at the Latest Practicable Date);

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## DEFINITIONS

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“Latest Practicable Date”	21 April 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;
“Register of Members”	the principal or branch register of members of the Company maintained in Bermuda or Hong Kong respectively;
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares of the Company;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of the Share(s);
“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;
“Viva China”	Viva China Holdings Limited (Stock Code: 8032), the Shares of which are listed on GEM of the Stock Exchange, holds 1,393,582,122 Shares (representing approximately 56.41% of the Shares in issue as at the Latest Practicable Date); and
“%”	per cent.

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. ZHAO Jianguo (*Chairman*)

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

Ms. YU Xin

*Principal office:*

2/F, PopOffice

9 Tong Yin Street

Tseung Kwan O

Kowloon, Hong Kong

*Non-executive Director:*

Mr. LAW Ching Kit Bosco

*Registered office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Independent Non-executive Directors:*

Mr. LEE Kwok Ming

Prof. SIN Yat Ming

Mr. CHEONG Shin Keong

28 April 2023

*To the Shareholders:*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO REPURCHASE SHARES  
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, and to give you a notice of Annual General Meeting.

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.

\* For identification purposes only

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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 and Appendix 14 of the Listing Rules, Mr. Cheung Chi, Mr. Zhao Jianguo, Mr. Law Ching Kit Bosco and Mr. Lee Kwok Ming will retire from office by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting.

In accordance with Bye-Law 102(B), Ms. Yu Xin will retire at the Annual General Meeting and, being eligible, offer herself for re-election at the Annual General Meeting.

The Nomination Committee of the Board has considered the background, skills, knowledge and experience of the Directors offering themselves for re-election, having regard to the Board diversity policy. The Board diversity policy sets out that Board appointments are based on a number of criteria having due regard to the benefits of diversity on the Board including, without limitation, gender, age, cultural and educational background. The Board noted that the Directors (including Mr. Lee Kwok Ming, an independent non-executive Director) offering themselves for re-election have extensive experience in their fields and professions and their education, backgrounds, experience and practices, which allows them to bring valuable perspectives, insights and skills to the Board and contributes to the diversity thereof.

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.

Mr. Lee Kwok Ming, being Independent Non-executive Director eligible for re-election at the Annual General Meeting, have made annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Lee Kwok Ming meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines. The Nomination Committee had also taken into account Mr. Lee's independence confirmation, the working profile and extensive experience of Mr. Lee as set out in Appendix I to this circular, contributions of Mr. Lee to the Board and his commitment to his role, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Board accepted the Nomination Committee's nomination and recommended Mr. Lee to stand for re-election as an independent non-executive Director by the Shareholders at the AGM. The Board is satisfied that Mr. Lee has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider Mr. Lee to be independent.

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 her/his/its intention to propose such person for election as a Director; (b) a written confirmation executed by the nominee of her/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 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on or before Monday, 22 May 2023.

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## LETTER FROM THE BOARD

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### 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 up to 20% of its issued Shares 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 14 June 2022. The obtaining of such a mandate is in accordance with the Listing Rules. As at the Latest Practicable Date, there were 2,470,358,091 Shares in issue. The maximum number of Shares to be issued is 494,071,618 Shares.

### 4. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

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

An explanatory statement, as required by the Listing Rules, regulating the repurchases by companies with a primary listing on the Stock Exchange of their own securities, to provide requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution no. 5 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. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out hereunder. At the Annual General Meeting to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Thursday, 15 June 2023 at 10:00 a.m., ordinary resolutions in respect of the re-election of the Directors, the granting of the General Mandate and the Repurchase Mandate to the Directors as referred to above 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 or any adjournment thereof 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 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, 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.

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## LETTER FROM THE BOARD

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### 6. VOTING BY POLL

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

Pursuant to Bye-Law 76(A) of the Bye-laws, 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 or she or it 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/her/its votes or cast his/her/its 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.

### 7. RECOMMENDATION

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

### 8. 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. ZHAO Jianguo**  
*Chairman and Executive Director*



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

**EXECUTIVE DIRECTORS****Mr. Zhao Jianguo (Mr. Zhao)**

**Mr. Zhao**, aged 58, was appointed as an executive Director in July 2020. He was also appointed as the chairman of the Company and the chairman and a member of Nomination Committee on 4 April 2023. He has extensive experience in business operation and marketing and distribution of consumer products in mainland China and is the head of the consumables business of Viva China Holdings Limited (Stock code: 8032). He served in different positions in the group of Li Ning Company Limited (stock code: 2331) in its early stage. He is the founder and a director of Beijing Henggu Investment Management Co., Ltd. (北京恒固投資管理有限公司) which is principally engaged in investment and asset management since May 2008. Mr. Zhao was also a director of Beijing Eagles Fund Management Co., Ltd (北京老鷹投資基金管理有限公司) from November 2015 to January 2019. This fund management company focuses on diversified technology investment, including mobile internet and technology, media, and telecom sectors. Mr. Zhao is the brother-in-law of Mr. Li Chun and Mr. Li Ning, both being substantial shareholders of the Company (within the meaning of the SFO).

Mr. Zhao graduated from Tianjin University of Sport in 1987 with professional physical qualification. In 1985, he won the National Gymnastics Championship in mainland China.

Mr. Zhao has entered into a service agreement with the Company for a term of 3 years subject to termination of not less than 3 months' notice in writing served by either party and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-Laws. He is entitled to receive an annual director's fee of HK\$250,000 which is determined by the Board with reference to his responsibilities with the Group.

As at the Latest Practicable Date, Mr. Zhao was deemed to be interested in an aggregate of 6,054,540 underlying Shares and 302,629,867 shares and 703,333,333 underlying shares of Viva China, an associated corporation of the Company, within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Zhao has not previously held any position with the Group, is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules, does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and does not and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**Mr. Cheung Chi (Mr. Cheung)**

**Mr. Cheung**, aged 56, was appointed as the Co-Chief Executive Officer in July 2020 and is also a member of the Remuneration Committee and Nomination Committee of the Company. He is currently the chief financial officer of Viva China (Stock code: 8032). He is a director of various subsidiaries of the Company. Mr. Cheung is also a director of Viva China Consumables Holdings Limited and Dragon Leap Consumables Limited, being the substantial shareholders of the Company (within the meaning of the SFO). He has over 27 years' experience in financial management, corporate finance and administrative management. Mr. Cheung also possesses extensive experience in apparel business. He was an executive director and the chief financial officer of Win Hanverky Holdings Limited (Stock code: 3322), an integrated sportswear manufacturer, distributor and retailer for international sports and fashion brands, the shares of which are listed on the Main Board of the Stock Exchange. He was the executive vice president and chief financial officer of Aspire Holdings Limited, which is a member of China Mobile Limited. Mr. Cheung was also the chief financial officer of eBIS Company Ltd. and NIT Education Group, the financial controller of Liuzhou ZF Machinery Co. Ltd. and a senior consultant of Arthur Andersen (Shanghai) Business Consulting Co. Ltd.

Mr. Cheung holds a Degree of Bachelor of Arts (Hons) in Accountancy from the City University of Hong Kong and a Degree of Master of Business Administration from The Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants.

Mr. Cheung has entered into a service agreement with the Company for a term of 3 years subject to termination of not less than 3 months' notice in writing served by either party and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-Laws. He is entitled to receive an annual director's fee of HK\$250,000 and a fixed annual remuneration of HK\$1,200,000 which were determined by the Board with reference to his duties and responsibilities with the Group.

As at the Latest Practicable Date, Mr. Cheung was deemed to be interested in an aggregate of 14,145,440 underlying Shares and 25,136,000 shares and 60,000,000 underlying shares of Viva China, an associated corporation of the Company, within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Cheung has not previously held any position with the Group, is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules, does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and does not and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**Ms. Yu Xin (Ms. Yu)**

**Ms. Yu Xin**, aged 33, has been appointed as an executive Director with effect from 4 April 2023. Prior to the appointment, Ms. Yu was a project manager of the Group, responsible for brand and product planning. She has extensive experience in the fashion design and the research and analysis on the PRC investment market. Ms. Yu was an investment manager of Beijing Eagles Investment Fund Management Co., Ltd (北京老鷹投資基金管理有限公司) from November 2015 to June 2018. From March 2015 to November 2015, she worked as an assistant to the manager of sports marketing department of Li-Ning (China) Sports Goods Co., Ltd. (李寧(中國)體育用品有限公司). From July 2011 to July 2014, she was an assistant to the president of Beijing Yixin Yi Yi Culture Communication Co., Ltd (北京怡薪伊藝文化傳播有限責任公司). Ms. Yu is a niece of Mr. Li Ning, being substantial shareholder of the Company (within the meaning of the SFO).

Ms. Yu graduated from the Art and Design School in fashion design of Beijing University of Technology and was awarded a Degree of Bachelor of Arts in July 2011.

Ms. Yu has entered into a service agreement with the Company for a term of 3 years subject to termination of not less than 3 months' notice in writing served by either party and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-Law. Ms. Yu is entitled to receive a director's fee of HK\$250,000 per annum as determined by the Board with reference to her responsibilities with the Group.

As at the Latest Practicable Date, Ms. Yu was deemed to be interested in an aggregate of 1,156,000 Shares and 807,273 underlying Shares of the Company and 35,000,000 shares and 150,000,000 underlying shares of Viva China, an associated corporation of the Company, within the meaning of Part XV of the SFO.

Save as disclosed herein, Ms. Yu has not previously held any position with the Company or its subsidiaries, is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules, does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and does not and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**NON-EXECUTIVE DIRECTOR****Mr. Law Ching Kit Bosco (Mr. Law)**

**Mr. Law**, age 44, was appointed in July 2020. He is currently the deputy chairman and chief executive officer of Laws Fashion Group Limited (the “LAWSGROUP”), one of the global industry leader in garment manufacturing and fashion retailers. LAWSGROUP is also engaged in property development and investment in Hong Kong. Mr. Law is responsible for overseeing the LAWSGROUP’s manufacturing operations, fashion retailing, property development and series of industrial building revitalization projects.

Mr. Law graduated from University of Toronto, Canada with major in Architecture and minor in Fine Art History and obtained Honours Bachelor of Arts in 2002. He is also the member of University of Toronto (Hong Kong) Foundation Board, member of The Advisory Committee of School of Fashion and Textiles, The Hong Kong Polytechnic University (2022 to 2024) and the Council member, Hong Kong Metropolitan University (2022-2025).

Mr. Law is a member of Textiles and Garment Subsector of the Election Committee of The Government of the Hong Kong Special Administrative Region (2021 to 2026). He was appointed the Honorary Chairman of Hong Kong Woollen & Synthetic Knitting Manufacturers’ Association Limited effective from 1 January 2023 and has been the vice chairman of Textile Council of Hong Kong Limited since 2020.

Mr. Law is a director and sole shareholder of Keystar, being the substantial shareholder of the Company (within the meaning of the SFO).

Mr. Law has entered into a service agreement with the Company for a term of 3 years subject to termination of not less than 3 months’ notice in writing served by either party and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-Laws. He is entitled to receive an annual director’s fee of HK\$250,000 which is determined by the Board with reference to his responsibilities with the Group.

As at the Latest Practicable Date, Mr. Law was deemed to be interested in 348,395,530 Shares and 3,027,270 underlying Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Law has not previously held any position with the Group, is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules, does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and does not and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

**INDEPENDENT NON-EXECUTIVE DIRECTOR****Mr. Lee Kwok Ming (Mr. Lee)**

**Mr. Lee**, aged 65, was appointed in July 2020, is also the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. He holds a Higher Diploma in Accountancy from the Hong Kong Polytechnic and a Master of Science degree in Business Administration from the University of Bath, United Kingdom. Mr. Lee is currently an independent non-executive director of Want Want China Holdings Limited (Stock code: 151), Lianhua Supermarket Holdings Co., Ltd. (Stock code: 980) and Tam Jai International Co. Limited (Stock code: 2217), the shares of which are listed on the Main Board of the Stock Exchange. From June 2007 to March 2020, he was the chief financial officer of Stella International Holdings Limited (Stock code: 1836), the shares of which are listed on the Main Board of the Stock Exchange. Mr. Lee has more than 30 years' financial management experience and extensive experience in corporate finance such as mergers and acquisitions. He assumed the position of chief financial officer in a number of listed companies in Hong Kong. Mr. Lee is a fellow member of the Hong Kong Institute of Certified Public Accountants and an associate member of the Chartered Institute of Management Accountants.

Mr. Lee has entered into a service agreement with the Company for a term of 3 years subject to termination of not less than 3 months' notice in writing served by either party and is subject to retirement by rotation and re-election at the general meetings of the Company in accordance with the Bye-Laws. He is entitled to receive an annual director's fee of HK\$300,000 which is determined by the Board with reference to his responsibilities with the Group.

As at the Latest Practicable Date, Mr. Lee was deemed to be interested in 807,272 Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, Mr. Lee has not previously held any position with the Group, is not connected with any Directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules, does not have any interests in the shares of the Company within the meaning of Part XV of the SFO and does not and did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Save as disclosed above, there is no other information relating to each of the retiring Directors which should be disclosed pursuant to 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.

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## **APPENDIX II      EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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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 2,470,358,091. 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 247,035,809 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.

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## **APPENDIX II      EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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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 annual report of the Company for the year ended 31 December 2022. 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.

### **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, 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 core connected persons 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**

As at the Latest Practicable Date, as recorded in the register required to be kept by the Company under Part XV of the SFO and to the best knowledge of the Directors, Viva China, held approximately 56.41% of the issued Shares and Keystar held approximately 14.10% of the issued Shares as at the Latest Practicable Date. 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.

The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than the prescribed minimum percentage of 25% of the issued Shares as required by the Stock Exchange.

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**APPENDIX II      EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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**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:

	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2022</b>		
April	0.680	0.485
May	0.650	0.500
June	0.600	0.500
July	0.540	0.485
August	0.520	0.440
September	0.460	0.340
October	0.375	0.249
November	0.410	0.275
December	0.620	0.370
<b>2023</b>		
January	0.570	0.500
February	0.600	0.390
March	0.405	0.363

The closing price at which the Shares have been traded on the Stock Exchange on the Latest Practicable Date is HK\$0.380.



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## NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual 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 Thursday, 15 June 2023 at 10:00 a.m. for the following purposes:

### As Ordinary Business

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditors of the Company and its subsidiaries for the year ended 31 December 2022.
2. To re-elect the retiring directors (Each as a separate resolution) and to authorize the board of directors (the “Board”) of the Company to fix the remuneration of the directors of the Company (the “Directors”).
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board of the Company to fix its remuneration.

### As Special Business

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

### ORDINARY RESOLUTIONS

4. **“THAT:**
  - (a) subject to paragraphs (b) and (c) of this resolution, the granting of an unconditional general mandate to the Directors during the Relevant Period (as defined in paragraph (e) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares 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 which might require the exercise of such powers be and is hereby generally and unconditionally approved;

\* For identification purposes only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the unconditional general mandate under paragraph (a) of this resolution shall not extend beyond the Relevant Period save the Directors may make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company 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 (e) of this resolution) or (ii) any scrip dividend or similar arrangement providing for the allotment of shares of the Company 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 number of the share of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly;
- (d) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (c) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (c) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; and
- (e) 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

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## NOTICE OF ANNUAL GENERAL MEETING

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“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 applicable to the Company).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to repurchase shares 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 number of the shares of the Company 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 number of the shares of the Company in issue on the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
- (c) if, after the passing of this resolution, the Company conducts a share consolidation or subdivision, the number of shares of the Company subject to the limit set out in paragraph (b) above shall be adjusted to the effect that the number of shares of the Company subject to the limit set out in paragraph (b) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; 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 in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. “**THAT** conditional upon Resolution Nos. 4 and 5 set out in the notice concerning this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to Resolution No. 4 set out in the notice convening this meeting be and is hereby extended by the number of shares of the Company repurchased by the Company under the authority granted pursuant to Resolution No. 5 set out in the notice convening this meeting, provided that such extended number of shares shall not exceed 10 per cent. of the aggregate number of shares of the Company in issue as at the date of this resolution.”

By Order of the Board  
**Bossini International Holdings Limited**  
**CHEUNG Wai Ling**  
*Company Secretary*

Hong Kong, 28 April 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 notarially 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 of the Company shall alone be entitled to vote in respect of such Share.
5. Completion and return of the form of proxy will not preclude Shareholders 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 Listing Rules, all resolutions set out in this Notice will be decided by poll at the above meeting.
7. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 12 June 2023 to Thursday, 15 June 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 Annual General Meeting, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company’s branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 9 June 2023.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 Annual General Meeting, the Annual 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 Annual 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 Annual 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 three executive directors, namely Mr. ZHAO Jianguo (Chairman), Mr. CHEUNG Chi (Co-Chief Executive Officer) and Ms. YU Xin, one non-executive director, namely 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.*