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**波司登國際控股有限公司**  
**Bosideng International Holdings Limited**  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 3998)**

**ANNOUNCEMENT**  
**ESTABLISHMENT OF A JOINT VENTURE COMPANY**

The Board is pleased to announce that on 28 May 2009, Bosideng BVI (as the Company's wholly-owned subsidiary), entered into the JV Agreement with the JV Partner relating to the establishment of the Joint Venture Company for the purpose of engaging in the Rocawear Business. Upon its establishment, the Joint Venture Company will be owned by Bosideng BVI (as to 78%) and the JV Partner (as to 22%), respectively.

With reference to the relevant applicable percentage ratios (as defined in the Listing Rules) for the establishment of the Joint Venture Company, the establishment of the Joint Venture Company does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

**I. JOINT VENTURE COMPANY**

The Board is pleased to announce that on 28 May 2009, Bosideng BVI (as the Company's wholly-owned subsidiary) entered into the JV Agreement with the JV Partner relating to the establishment of the Joint Venture Company for the purpose of engaging in the Rocawear Business.

Upon its establishment, the Joint Venture Company will be owned by Bosideng BVI (as to 78%) and the JV Partner (as to 22%), respectively. Pursuant to the JV Agreement and subject to the approval of the relevant PRC government authorities, the Joint Venture Company will establish a wholly-owned PRC operating subsidiary through which it will conduct the Rocawear Business and develop the Rocawear brand in the Greater China Region.

## **II. JV AGREEMENT**

### **(1) Date**

28 May 2009

### **(2) Parties**

- (a) Bosideng BVI; and
- (b) Iconix China Limited.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the date of this announcement and prior to entering into the JV Agreement, the JV Partner and its ultimate beneficial owner are independent of the Group and its connected persons as defined under the Listing Rules.

### **(3) Shareholdings of the Joint Venture Company**

Pursuant to the JV Agreement, the proposed issued share capital of the Joint Venture Company shall amount to US\$90, representing 90 ordinary shares of US\$1.00 each. Upon establishment, the Joint Venture Company will be held by Bosideng BVI (as to 78%) and the JV Partner (as to 22%), respectively. The Joint Venture Company will become a non-wholly-owned subsidiary of Bosideng BVI.

### **(4) Shareholder's loan**

Subject to the satisfaction of stipulated conditions precedent under the JV Agreement and upon establishment of the Joint Venture Company, Bosideng BVI will enter into a shareholder's loan agreement with the Joint Venture Company, pursuant to which Bosideng BVI shall extend a loan of up to HK\$80 million to the Joint Venture Company for business development, working capital and general corporate purposes.

### **(5) Trademark transfer**

Upon establishment of the Joint Venture Company, the JV Partner will enter into a trademark transfer agreement with the Joint Venture Company, pursuant to which the JV Partner will transfer the title of its trademarks which are registered (or pending registration) in the Greater China Region (and which are relevant to the Rocawear Business) to the Joint Venture Company.

## **(6) Board of Directors**

The board of directors of the Joint Venture Company will comprise four directors, of which three will be appointed by Bosideng BVI and one will be appointed by the JV Partner. The chairman of the board of directors of the Joint Venture Company will be nominated by Bosideng BVI.

## **III. REASONS FOR THE TRANSACTION**

The Directors consider the Transaction to be a good investment opportunity for the Company because the Transaction is in line with the Group's strategy of diversifying its product portfolio and improving profitability by expanding its business into the Rocawear Business within the Greater China Region and introducing non-seasonal apparel products to enhance its product mix. The Group intends to launch Rocawear men's and women's products by 2010 through the Joint Venture Company and further develop the Rocawear brand in the Greater China Region by opening approximately over 300 Rocawear free-standing stores and shop-in-shop concepts within the next three years under suitable business conditions.

## **IV. INFORMATION RELATING TO THE GROUP**

The Group primarily focuses on developing and managing its portfolio of down apparel brands, which includes research, design and development, raw materials procurement, outsourced manufacturing, and marketing and distribution of branded down apparel products.

## **V. INFORMATION RELATING TO THE JV PARTNER**

The JV Partner is a joint venture between the Iconix Brand Group Inc. and Novel Fashion Holding Limited, and primarily focuses on the development and expansion of the Iconix portfolio of brands in the Greater China Region. Iconix Brand Group Inc. owns and markets a growing portfolio of consumer brands (including the Rocawear brand) worldwide and in particular the United States of America.

## **VI. LISTING RULES IMPLICATION**

With reference to the relevant applicable percentage ratios (as defined in the Listing Rules) for the establishment of the Joint Venture Company, the Transaction does not constitute a notifiable transaction under Chapter 14 of the Listing Rules.

## VII. DEFINITIONS

“Board”	the board of Directors
“Bosideng BVI”	Bosideng International Fashion Limited, a company incorporated in the British Virgin Islands and a direct wholly-owned subsidiary of the Company
“Company”	Bosideng International Holdings Limited (波司登國際控股有限公司), a company incorporated in the Cayman Islands whose shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Greater China Region”	the PRC, Hong Kong, Macau Special Administrative Region and Taiwan
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of PRC
“Joint Venture Company”	a company to be incorporated under the laws of Hong Kong by Bosideng BVI and the JV Partner upon signing of the JV Agreement
“JV Agreement”	the joint venture agreement dated 28 May 2009 entered into by Bosideng BVI and the JV Partner in relation to the Transaction
“JV Partner”	Iconix China Limited (艾康尼斯中國有限公司), a company incorporated under the laws of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this announcement, excludes the Hong Kong, the Macau Special Administrative Region and Taiwan
“Rocawear Business”	the production, sale, advertising and promotion of “Rocawear” branded male and female apparel and accessories in the Greater China Region.

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“Transaction”

establishment of the Joint Venture Company between  
Bosideng BVI and the JV Partner

By Order of the Board  
**Bosideng International Holdings Limited**  
**Mak Yun Kuen**  
*Company Secretary*

Hong Kong, 29 May 2009

*As at the date of this announcement, the executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Ms. Gao Miaoqin, Dr. Kong Shengyuan, Ms. Huang Qiaolian and Ms. Wang Yunlei, the non-executive Director is Mr. Shen Jingwu, and the independent non-executive Directors are Mr. Dong Binggen, Mr. Jiang Hengjie, Mr. Wang Yao and Mr. Ngai Wai Fung.*