



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)  
(the "Company")

**Procedures for shareholders to Propose a Person for Election as a Director**

According to Article 88 of the Articles of Association, no person other than a Director retiring at the meeting shall be eligible for election as a Director at any general meeting unless:

- (a) he/she is recommended by the Directors for election; or
- (b) a Notice signed by a Member who holds five (5) per cent or more of the issued shares of the Company or voting rights attached to such issued shares (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office, provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the dispatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Accordingly, if a shareholder wishes to nominate a person to stand for election as a Director, the following documents must be validly served on the Company at its head office in Hong Kong, namely:

- 1) his/her notice of intention to propose a resolution; and
- 2) a notice signed by the nominated candidate of his/her willingness to be elected together with:
  - the candidate's information required to be disclosed under Rule 13.51(2) of the Listing Rules and other information as referred to under the heading "Requisite information of the candidate(s) nominated by Shareholders" below, and
  - the candidate's written consent to the publication of his/her personal data.

*Note: The Company's head office in Hong Kong is located at Room 1703A, 17th Floor, Harcourt House, 39 Gloucester Road, Wanchai, Hong Kong*

### **Requisite information of the candidate(s) nominated by the Shareholders**

In order to enable other shareholders to make an informed decision on their decision on their election of Directors, the said notice of intention to propose a resolution by a shareholder should be accompanied by the following information of the nominated candidate:

- (a) full name and age;
- (b) positions held with the Company and/or other members of the Company (if any);
- (c) experience including (i) other directorships held in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas, and (ii) other major appointments and professional qualifications;
- (d) current employment and such other information (which may include business experience and academic qualifications) of which the shareholders should be aware, pertaining to the ability or integrity of the candidate;
- (e) length or proposed length of service with the Company (if any);
- (f) relationships with any Directors or senior management or substantial shareholders or controlling shareholders of the Company, or an appropriate negative statement;
- (g) interests in the Company's shares within the meaning of Part XV of the Securities and Futures Ordinance, or an appropriate negative statement;
- (h) contact details; and
- (i) a declaration made by the nominated candidate in respect of the information required under rule 13.51(2)(h) to (w) of the Listing Rules, or an appropriate negative statement to that effect where there is no information to be disclosed pursuant to any of such requirements.

March 2012

*Notes:*

1. *Capitalized terms used herein shall have the same meanings as defined in the Articles of Association of the Company.*
2. *If there is any inconsistency between the English and the Chinese versions of this document, the English version shall prevail.*