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**THIS DOCUMENT 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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Bosideng International Holdings Limited** (the “Company”), 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim 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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**Bosideng International Holdings Limited**

**波司登國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3998)**

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

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A notice convening the annual general meeting (*AGM*) of Bosideng International Holdings Limited (*Company*) to be held at Salon 1-3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, August 28, 2012 at 10:00 a.m. is set out on pages 13 to 16 of this circular.

A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

July 27, 2012

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Salon 1-3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, August 28, 2012 at 10:00 a.m., the notice of which is set out on pages 13 to 16 of this circular
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Bosideng International Holdings Limited, a company incorporated in the Cayman Islands with limited liability, 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
“Directors”	the directors of the Company
“General Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the ordinary resolution in relation thereto
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	July 19, 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“PRC”	The People’s Republic of China and for the purpose of this circular, does not include Hong Kong, the Macau Special Administrative Region and Taiwan

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate to the Directors to repurchase the fully paid up Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of US\$0.00001 each in the share capital of the Company
“Shareholders”	the holder(s) of the Share(s)
“Share Option Scheme”	a share option scheme adopted by the Company on September 10, 2007
“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
“%”	per cent.

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LETTER FROM THE BOARD

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**Bosideng International Holdings Limited**  
**波司登國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3998)**

***Executive Directors:***

Mr. Gao Dekang  
*(Chairman of the Board)*  
Ms. Mei Dong  
Dr. Kong Shengyuan  
Ms. Gao Miaoqin  
Ms. Huang Qiaolian  
Ms. Wang Yunlei

***Non-executive Director:***

Mr. Shen Jingwu

***Independent non-executive Directors:***

Mr. Dong Binggen  
Mr. Jiang Hengjie  
Mr. Wang Yao  
Mr. Ngai Wai Fung

***Registered office:***

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

***Head office:***

25/F New Shanghai City Plaza  
33 South Henan Road  
Shanghai 200002  
PRC

***Place of business in Hong Kong:***

Room 1703A, 17th Floor, Harcourt House  
39 Gloucester Road  
Wanchai  
Hong Kong

July 27, 2012

Dear Shareholders,

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

**INTRODUCTION**

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

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## LETTER FROM THE BOARD

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At the AGM, resolutions will be proposed for the Shareholders to approve, among other things,

- (i) the grant of the General Mandate to the Directors;
- (ii) the grant of the Repurchase Mandate to the Directors; and
- (iii) the proposed re-election of retiring Directors.

### GENERAL MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the General Mandate in order to provide flexibility and discretion to the Directors to allot, issue and deal with Shares with an aggregate value of not more than 20% of the aggregate nominal value of the share capital of the Company in issue. As at the Latest Practicable Date, the Company had 8,007,350,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed General Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed General Mandate in full would result in up to a maximum of 1,601,470,000 Shares, representing 20% of the total number of Shares in issue, being issued by the Company during the period ending on 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 laws or the Articles to be held, or (iii) the date upon which the authority given to the Directors to exercise the proposed General Mandate is revoked or varied by way of an ordinary resolution of the Shareholders in general meeting. In addition, an ordinary resolution will also be proposed to extend the proposed General Mandate by adding to it the number of such Shares repurchased under the proposed Repurchase Mandate.

### THE REPURCHASE MANDATE

At the annual general meeting of the Company held on August 26, 2011, a general mandate was granted by the Shareholders to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the AGM. An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors. As at the Latest Practicable Date, the Company had 8,007,350,000 Shares in issue. Subject to the passing of an ordinary resolution approving the proposed Repurchase Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 800,735,000 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company. An explanatory statement as required under the Listing Rules to provide the requisite information of the proposed Repurchase Mandate is set out in Appendix I to this circular.

### RE-ELECTION OF DIRECTORS

The Board currently consists of eleven Directors. The executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Dr. Kong Shengyuan, Ms. Gao Miaoqin, 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.

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## LETTER FROM THE BOARD

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Pursuant to Article 87 of the Articles, Dr. Kong Shengyuan, Ms. Huang Qiaolin, Mr. Shen Jingwu and Mr. Dong Binggen shall retire from office and be eligible to offer themselves for re-election at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### 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 Company. 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.

### NOTICE OF AGM

A notice convening the AGM to be held at Salon 1-3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on August 28, 2012 at 10:00 a.m. is set out on pages 13 to 16 of this circular.

### ACTIONS TO BE TAKEN

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 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 the holding of the AGM or any adjournment thereof. Such form of proxy for use at the AGM is also published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). Completion and return of the proxy form will not preclude you from subsequently attending and voting at the AGM or any adjourned meeting should you so desire.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the proposed General Mandate and the proposed Repurchase Mandate to the Directors and the re-election of retiring Directors are in the interests of the Company, the Group and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of the corresponding resolutions to be proposed at the AGM, respectively.

Yours faithfully,  
By Order of the Board  
**Bosideng International Holdings Limited**  
**Gao Dekang**  
*Chairman of the Board*

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## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement as required under the Listing Rules, to provide the requisite information to the Shareholders for consideration of the proposed Repurchase Mandate.*

### **Share capital**

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,007,350,000 fully paid-up shares. As at the Latest Practicable Date, there were no outstanding Shares granted under the Share Option Scheme.

Subject to the passing of the proposed ordinary resolution approving the proposed Repurchase Mandate and on the basis that no further Shares are issued, allotted or repurchased by the Company prior to the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 800,735,000 Shares, representing 10% of the total number of Shares in issue, being repurchased by the Company during the period ending at 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 laws or the Articles to be held, or (iii) the date upon which the authority given to the Directors to exercise the proposed Repurchase Mandate is revoked or varied by way of an ordinary resolution of the Shareholders in general meeting.

### **Reasons for Shares repurchase**

The Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. At any time in the future when the Shares are trading at a discount to their underlying value, the ability of the Company to repurchase the Shares may be beneficial to the Shareholders who retain their investment in the Company as their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company from time to time. This may, depending on market conditions and funding arrangements at the time, result in an increase in the net asset value and/or earnings per Share. Such repurchases will only be made when the Directors believe that such exercises will benefit the Company and the Shareholders as a whole.

### **Funding of repurchase**

The Directors propose that the repurchase of Shares under the proposed Repurchase Mandate would be financed by the Company's internal resources.

Pursuant to the Repurchase Mandate, repurchases would be funded entirely by the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the Memorandum and the Articles for such purpose.



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## APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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The exercise of the proposed Repurchase Mandate in full will not have a material adverse impact on the working capital or the gearing level of the Company (as compared with the position disclosed in the audited accounts of the Company for the year ended March 31, 2012 in the results announcement of the Company dated June 28, 2012). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or the gearing level of the Company, which in the opinion of the Directors are from time to time appropriate for the Company.

The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

### Takeovers Code

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the controlling shareholders (as defined in the Listing Rules) of the Company, namely Kong Bo Investment Limited, Kong Bo Development Limited, Kova Group Limited, Mr. Gao Dekang and Ms. Mei Dong (the "**Controlling Shareholders**"), together controlled the exercise of approximately 65.08% of the voting rights in the Company's general meeting. If the Directors fully exercise the proposed Repurchase Mandate, the percentage of voting rights in the Company's general meeting held by the Controlling Shareholders would increase to approximately 72.32% of the Company's issued share capital. To the best knowledge and belief of the Directors, such increase will not give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors also have no intention to repurchase Shares to such an extent which will result in the number of Shares held by the public being reduced to less than 25% as required under Rule 8.08 of the Listing Rules.

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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**Share prices**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	<b>Price per Share (Note)</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2011</b>		
July	2.56	2.18
August	2.33	1.88
September	2.00	1.33
October	2.25	1.42
November	2.40	1.90
December	2.57	2.19
<b>2012</b>		
January	2.47	2.13
February	2.50	2.16
March	2.68	2.30
April	2.51	2.15
May	2.29	1.76
June	2.08	1.72
July (up to the Latest Practicable Date)	2.08	1.91

*Source:* The Stock Exchange

**Shares repurchased by the Company**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

**General**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the proposed Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

None of the Directors or, 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 proposed Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries (as defined in the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)).

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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No connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company nor has undertaken not to do so in the event that the proposed Repurchase Mandate is approved by the Shareholders.

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The following sets out the particulars of the retiring Directors proposed to be re-elected at the AGM.*

**Dr. Kong Shengyuan**, aged 49, is a Director and the Vice President of the Company and was appointed as an executive Director in July 2006. Dr. Kong is responsible for the supervision and planning of the investment and finance of the Group. Dr. Kong joined Bosideng Corporation in March 2004. Since then, Dr. Kong has remained with Bosideng Corporation and, after the reorganization of the businesses of the Group prior to its listing, has remained with the Group. He received a Master's Degree from the China University of Mining and Technology in 1987 and a Doctor's Degree from the Renmin University of China in 1997. He is a senior economist.

Dr. Kong has not held any directorship in any other listed public companies during the three years preceding the Latest Practicable Date. Pursuant to the service agreement between Dr. Kong and the Company, the appointment of Dr. Kong was for a fixed term of three years commencing from September 15, 2007, which was renewed on September 8, 2010, where such agreement shall continue until terminated by either party by giving a 3-month written notice. The current director's fee payable to Dr. Kong is RMB180,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Dr. Kong is determined by reference to his duty, qualification and experience and the prevailing market rate.

Dr. Kong is not connected with any Directors, senior management, substantial Shareholders or Controlling Shareholders. For Dr. Kong's interest in the Shares within the meaning of Part XV of the SFO, please refer to the "Report of Directors — Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares or Debentures" of the Company's annual report for the financial year ended March 31, 2012.

Save as disclosed above, there are no other matters concerning Dr. Kong's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Ms. Huang Qiaolian**, aged 47, is a Director and the Vice President of the Company and the General Manager of Shanghai Bosideng Fashion Design and Development Centre Co., Ltd. (a subsidiary of the Company) and was appointed as an executive Director in June 2007. Ms. Huang is responsible for designing the Group's branded down apparel products and her works have been displayed in numerous exhibitions in countries such as Korea, Canada and Russia. She received various honours such as contemporary renowned designer, one of the top ten fashion designers in China and the contributing designer in publishing the research on the garment trend in China. She has over 20 years' experience in the fashion industry. She serves various positions in different associations and organizations, such as the Council Member and the special researcher in fashion trend in China of the Fashion Art Committee of China Fashion Association (中國服裝設計師協會時裝藝術委員會) and the researcher for the fashion trend of China Fashion and Colour Association (中國流行色協會). Ms. Huang joined Bosideng Corporation in March 1997 and, after the reorganization of the businesses of the Group prior to its listing, has remained with the Group. She graduated from the School of

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Fashion Design in Jiangsu (江蘇服裝設計學校) in 1987 and further studied in Donghua University majoring in High Fashion in 1994 and the Public School of High Fashion in Paris, France (法國巴黎高級時裝公學院) in 1999. She studied in East China Normal University in Shanghai majoring in Business Administration in 2004.

Ms. Huang has not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date. Pursuant to the service agreement between Ms. Huang and the Company, the appointment of Ms. Huang was for a fixed term of three years commencing from September 15, 2007, which was renewed on September 8, 2010, where such agreement shall continue until terminated by either party by giving a 3-month written notice. The current director's fee payable to Ms. Huang is RMB180,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Ms. Huang is determined by reference to her duty, qualification and experience and the prevailing market rate.

Ms. Huang is not connected with any Directors, senior management, substantial Shareholders or Controlling Shareholders. For Ms. Huang's interest in the Shares of the Company within the meaning of Part XV of the SFO, please refer to the "Report of Directors — Directors' and Chief Executive's Interests and Short Positions in Shares, Underlying Shares or Debentures" of the Company's annual report for the financial year ended March 31, 2012.

Save as disclosed above, there are no other matters concerning Ms. Huang's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Mr. Shen Jingwu**, aged 43, was first appointed as a non-executive Director of the Company in September 2006. Mr. Shen is a Senior Partner and the Head of Greater China of Headland Capital Partners Limited (previously named HSBC Private Equity (Asia) Limited) ("Headland"). Mr. Shen is also a member of one of Headland's private equity fund investment committees. Prior to joining Headland in 2004, Mr. Shen worked at Vertex China Investment, managing its PRC private equity investments; Shanghai Industrial Holdings Limited, managing the firm's venture capital investments; Bain & Company in the U.S. and Hong Kong. He holds a Bachelor of Science degree in Economics with summa cum laude and Dean's list from Wharton and an MBA from Stanford University with a focus on strategy and venture capital investments. Mr. Shen is currently also the Vice Chairman of Yonghui Superstores Company Limited listed on Shanghai Stock Exchange (601933).

Save as disclosed above, Mr. Shen has not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date. Pursuant to the appointment letter between Mr. Shen and the Company, the appointment of Mr. Shen was for a fixed term of three years commencing from September 15, 2007, which was renewed on September 8, 2010, where such appointment shall continue until terminated by either party by giving a 3-month written notice. The current director's fee payable to Mr. Shen is RMB468,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Shen is determined by reference to his duty, qualification and experience and the prevailing market rate.

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## APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Shen is not connected with any Directors, senior management, substantial Shareholders or Controlling Shareholders. Mr. Shen does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Shen's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

**Mr. Dong Binggen**, aged 62, a senior engineer, was appointed as an independent non-executive Director of the Company in September 2007. He graduated from Eastern China Textile Institute (currently known as Donghua University) in 1977. Since February 1997, he has worked with Hualian Development Group Co., Ltd. as the Chairman and President. He had been the Chairman of the Shenzhen Textile Industry Association and the President of the Shenzhen Textile Engineering Association. He is currently also the Vice Chairman of China Textile Industry Enterprise Management Association, the Invited Vice Chairman of China National Textile and Apparel Council and the Vice Chairman of the Shenzhen Entrepreneur Association. He is currently the Chairman of the Board of Directors of Union Holdings, a PRC company listed on the Shenzhen Stock Exchange (000036).

Save as disclosed above, Mr. Dong has not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date. Pursuant to the appointment letter between Mr. Dong and the Company, the appointment of Mr. Dong was for a fixed term of three years commencing from September 15, 2007, which was renewed on September 8, 2010, where such appointment shall continue until terminated by either party by giving a 3-month written notice. The current director's fee payable to Mr. Dong is RMB330,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Dong is determined by reference to his duty, qualification and experience and the prevailing market rate.

Mr. Dong is not connected with any Directors, senior management, substantial Shareholders or Controlling Shareholders. Mr. Dong does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Dong's appointment that need to be brought to the attention of the Shareholders and the Stock Exchange and there are no other matters which shall be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF AGM

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### **Bosideng International Holdings Limited**

### **波司登國際控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock code: 3998)**

### **Notice of Annual General Meeting**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (**AGM**) of Bosideng International Holdings Limited (**Company**) will be held at Salon 1-3, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on August 28, 2012 at 10:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To adopt the financial statements and reports of the directors (**Directors**) and auditors (**Auditors**) for the year ended March 31, 2012.
2. To declare a final dividend.
3.
  - (i) To re-elect Dr. Kong Shengyuan as an executive Director;
  - (ii) To re-elect Ms. Huang Qiaolian as an executive Director;
  - (iii) To re-elect Mr. Shen Jingwu as a non-executive Director;
  - (iv) To re-elect Mr. Dong Binggen as an independent non-executive Director; and
  - (v) To authorise the board of Directors (**Board**) to fix the Directors' remuneration.
4. To appoint the Auditors and to authorise the Board to fix the remuneration of the Auditors.
5. To consider and, if thought fit, pass with or without amendments, the following resolutions, as an ordinary resolution of the Company:
  - A. **"THAT:**
    - (a) subject to paragraph (c) below, the exercise by the directors of the Company (**Directors**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue, grant, distribute and deal with additional shares

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## NOTICE OF AGM

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of the Company (*Shares*) and to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to make, issue or grant offers, agreements, options (including bonds, warrants and debentures convertible into Shares) and rights of exchange or conversion which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, a conversion or otherwise) and issued by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; (iii) the exercise of any options granted under any option scheme adopted by the Company or similar arrangement for the time being adopted for the granting or issuance of Shares, or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution, and the said approval shall be limited accordingly;
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and are hereby revoked; 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 laws or the Company’s articles of association to be held; or



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## NOTICE OF AGM

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- (iii) the date upon which the authority set out in this Resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means the allotment, issue or grant of Shares or other securities which would or might require Shares to be allotted and issued pursuant to an offer made to all the shareholders of the Company (excluding for such purpose any shareholder who is resident in a place where it would or might be unlawful or impracticable to offer Shares in compliance with any legal or regulatory requirements or special formalities in such place under the laws of that place) and, where appropriate, the holders of other equity securities of the Company entitled to such offer, pro rata (apart from fractional entitlements) to their existing holdings of Shares or such other equity securities.”

**B. “THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued Shares on The Stock Exchange of Hong Kong Limited (*Stock Exchange*) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (*Listing Rules*) or of any other stock exchange as amended from time to time and the manner of any such repurchase be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution, and the said approval under paragraph (a) above shall be limited accordingly;
- (c) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors; and
- (d) subject to the passing of each of the paragraphs (a), (b) and (c) above, any prior approvals of the kind referred to in paragraphs (a), (b) and (c) above which had been granted to the Directors and which are still in effect be and hereby revoked.”

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- C. “**THAT** conditional upon the passing of ordinary resolutions A and B above, the general mandate granted to the Directors pursuant to resolution A above be and is hereby extended by the addition to it of an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate under resolution B above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this Resolution.”

By Order of the Board  
**Bosideng International Holdings Limited**  
**Gao Dekang**  
*Chairman of the Board*

Hong Kong, July 27, 2012

**Notes:**

1. Resolution 5C will be proposed to the shareholders for approval provided that ordinary resolutions 5A and 5B are passed by the shareholders.
2. A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, a form of proxy must be deposited at the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude members of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
5. Please refer to Appendix II of the circular of the Company dated July 27, 2012 for the details of the retiring Directors subject to re-election at the AGM.