
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**, 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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波司登
BOSIDENG

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)

**(1) GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “AGM”) of Bosideng International Holdings Limited (the “Company”) to be held at 10:00 a.m. on Friday, August 21, 2020 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 18 to 21 of this circular.

A form of proxy is enclosed with this circular. Whether or not you are intending 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.

PRECAUTIONARY MEASURES FOR THE AGM

Please refer to page 1 of this circular for measures being taken to try to prevent and control the spread of the coronavirus disease (COVID-19) at the AGM, including:

- compulsory temperature checks;
- compulsory wearing of surgical face masks;
- confirmation of recent travel history; and
- no distribution of corporate gifts and no drinks or refreshments will be served.

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. The Company reminds its shareholders (the “Shareholders”) that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

July 24, 2020

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PRECAUTIONARY MEASURES FOR THE AGM

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing COVID-19, the Company will implement the following preventive measures at the AGM to protect its attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Body temperature checks/screening will be conducted on all attendees before they enter the waiting area outside the venue of the AGM. Any person with a body temperature of over 37.2 degrees Celsius may be requested to leave or denied entry into the AGM venue.
- (ii) All attendees must wear surgical face masks at all times inside the AGM venue or at the waiting area outside the venue of the AGM. Any attendees who do not wear surgical face masks may be requested to leave or denied entry into the AGM venue.
- (iii) All attendees must clean their hands with alcohol-based hand sanitizer before entering the AGM venue.
- (iv) No food and beverage service will be provided and no gift coupons or souvenirs will be distributed.
- (v) Attendees will be required to confirm that (i) he/she has not travelled outside of Hong Kong within 14 days immediately before the AGM (“**Recent Travel History**”); (ii) he/she is not subject to any HKSAR Government prescribed quarantine requirement; (iii) to his/her knowledge, he/she has not, within 14 days immediately before the AGM, had close contact with any person under quarantine or with Recent Travel History; and (iv) he/she has no flu-like symptoms. Any person who fails to provide the required confirmation, or if he/she shows flu-like symptoms, may be requested to leave or denied entry into the AGM Venue.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the health and safety of the attendees at the AGM.

RECOMMENDATION TO VOTE BY PROXY

The Company wishes to remind attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances. Furthermore, the Company would like to remind Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising their voting rights and that Shareholders may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM.

PRECAUTIONARY MEASURES FOR THE AGM

Shareholders who wish to appoint the Chairman of the AGM, or any person(s) other than the Chairman, to attend and vote at the AGM on his/her behalf, should be reminded to complete and submit the proxy forms as soon as possible. Completed proxy forms should be received by Computershare Hong Kong Investor Services Limited, the Company's branch share registrar by 10:00 a.m. on Wednesday, August 19, 2020 to ensure proper appointment of proxy. The proxy form is attached to this circular for Shareholders' use. Alternatively, the form of proxy can be downloaded from the "Investor Relations" section of the Company's website at <http://company.bosideng.com> or the website of the Stock Exchange at www.hkexnews.hk. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

For a proxy other than the Chairman of the AGM to attend and vote at the AGM in person, such person's attendance will be also subject to the restrictions set out in the below.

If Shareholders choosing not to attend the AGM in person have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via the Investor Relations department as follows:

Investor Relations Department
Email: bosideng_ir@bosideng.com
Tel: (852) 2866 6918
Fax: (852) 2866 6930

If Shareholders have any questions relating to the AGM, please contact the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, as follows:

Computershare Hong Kong Investor Services Limited
Shop 1712-1716, 17 Floor, Hopewell Centre, 183 Queen's Road East Wanchai, Hong Kong
E-mail: hkinfo@computershare.com.hk
Tel: (852) 2862 8555
Fax: (852) 2865 0990

Due to the constantly evolving COVID-19 pandemic situation, the Company may be required to change the AGM arrangements when and as appropriate.

Shareholders are reminded to check the Company's website and/or the Stock Exchange's website for future announcement(s) and updates on the AGM arrangements.

DEFINITIONS

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 convened and held at 10:00 a.m. on Friday, August 21, 2020 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“close associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended from time to time
“Company”	Bosideng International Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability on July 10, 2006, the Shares of which are listed on the Main Board of the Stock Exchange
“Convertible Bonds”	the convertible bonds with an initial aggregate principal amount of USD275,000,000 with a coupon of 1.00 per cent. due 2024 issued by the Company on December 17, 2019
“core connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HKD”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereof
“Latest Practicable Date”	July 16, 2020, 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
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules
“Nomination Committee”	the nomination committee of the Company
“Option”	a right to subscribe for Shares granted pursuant to the terms of the Share Option Schemes and any other share option scheme(s) of the Company
“PRC”	The People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general and unconditional mandate to the Directors to repurchase the fully paid up Shares up to 10% of the total number of Shares in issue as at the date of passing of an ordinary resolution approving the same
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of USD0.00001 each in the share capital of the Company

DEFINITIONS

“Share Option Schemes”	the initial share option scheme adopted by the Company pursuant to a resolution of the Shareholders passed on September 10, 2007 and adopted by a resolution of the Board on September 15, 2007 (which has expired in October 2017) and the subsequent share option scheme adopted by the Company pursuant to a resolution of the Shareholders passed on August 25, 2017
“Shareholder(s)”	the 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 Codes on Takeovers and Mergers and Share Buy-backs
“USD”	the lawful currency of the United States
“%”	per cent.

LETTER FROM THE BOARD

波司登
BOSIDENG

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

Ms. Huang Qiaolian

Mr. Rui Jinsong

Mr. Gao Xiaodong

Registered office:

Cricket Square

Hutchins Drive

P. O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Independent non-executive Directors:

Mr. Dong Binggen

Mr. Wang Yao

Dr. Ngai Wai Fung

Head office:

25/F New Shanghai City Plaza

33 South Henan Road

Shanghai 200002

PRC

Place of business in Hong Kong:

Unit 5709, 57/F

The Center, 99 Queen's Road Central

Hong Kong

July 24, 2020

To the Shareholders,

Dear Sir or Madam,

**(1) GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES**

AND

(2) RE-ELECTION OF DIRECTORS

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.

LETTER FROM THE BOARD

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 last annual general meeting of the Company held on August 26, 2019, the Directors were given general mandates to issue Shares and to repurchase Shares. The mandates will expire at the conclusion of the AGM.

The Directors wish to propose two ordinary resolutions at the AGM to give the Directors new general mandates:

- (i) to repurchase Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM; and
- (ii) to allot, issue and otherwise deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM.

As at the Latest Practicable Date, the Company had 10,749,260,385 Shares in issue. Subject to the passing of an ordinary resolution approving the grant of the Issue Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed to issue and allot up to a maximum of 2,149,852,077 Shares under the Issue Mandate. In addition, subject to the passing of an ordinary resolution approving the grant of the Repurchase Mandate and on the basis that no further Shares will be issued, allotted or repurchased by the Company prior to the AGM, the Company would be allowed to repurchase up to a maximum of 1,074,926,038 Shares under the Repurchase Mandate.

The Issue Mandate and the Repurchase Mandate will remain in force until 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 Issue Mandate and the Repurchase 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 Issue Mandate by adding to it the number of such Shares repurchased under the Repurchase Mandate.

LETTER FROM THE BOARD

An explanatory statement as required under the Listing Rules to provide the requisite information of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

The Board currently consists of eight Directors. The executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Ms. Huang Qiaolian, Mr. Rui Jinsong and Mr. Gao Xiaodong, and the independent non-executive Directors are Mr. Dong Binggen, Mr. Wang Yao and Dr. Ngai Wai Fung.

The Nomination Committee, having reviewed the Board's composition, and noted that, pursuant to Article 87 of the Articles and the prevailing nomination policy of the Company (the "**Nomination Policy**"), each of Mr. Gao Dekang, Ms. Mei Dong and Mr. Dong Binggen shall be retired from office at the AGM by rotation and being eligible, nominated them for re-election at the AGM.

The nomination was made in accordance with the Nomination Policy and took into account the diversity aspects (including without limitation, gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company (the "**Board Diversity Policy**"). The Nomination Committee also took into account the extensive knowledge and experience of the retiring Directors, the profiles of which are set out in Appendix II to this circular, and their contributions to the Board. Each of Mr. Gao Dekang, Ms. Mei Dong and Mr. Dong Binggen has abstained from the discussion and voting at the Board meeting regarding his/her nomination for re-election. Each of Mr. Gao Dekang, Ms. Mei Dong and Mr. Dong Binggen has indicated his/her willingness to offer himself/herself for re-election at the AGM.

Mr. Dong Binggen was appointed as an independent non-executive Director in September 2007 and therefore would have served for more than nine years as at the date of the AGM. Mr. Dong Binggen has confirmed his independence with reference to the factors as set out in Rule 3.13 of the Listing Rules. Notwithstanding his years of service as an independent non-executive Director, (i) the Board has assessed and reviewed his annual confirmation of independence based on the criteria set out in Rule 3.13 of the Listing Rules and affirmed that Mr. Dong Binggen remains independent; (ii) the Nomination Committee has assessed and is satisfied of the independence of Mr. Dong Binggen; and (iii) the Board is satisfied that through exercising scrutinising and monitoring functions as an independent non-executive Director, Mr. Dong Binggen has continued to provide independent and objective judgement and advice to the Board to safeguard the interests of the Group and the Shareholders. As such, the Board believes that Mr. Dong Binggen has the character, integrity, independence and expertise to continue to fulfill his role as an independent non-executive Director effectively and will continue to bring valuable experience, knowledge and professionalism to the Board and would recommend Mr. Dong Binggen for re-election as an independent non-executive Director at the AGM.

LETTER FROM THE BOARD

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular. Further information about the Board's composition and diversity (including Directors' gender, age, length of services and skill matrix), Directors' attendance record at Board/committee meetings, and the number of other public companies' directorships held by Directors are disclosed in the section headed "Corporate Governance Report" of the 2019/20 annual report of the Company.

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.

ACTIONS TO BE TAKEN

A notice convening the AGM to be held at 10:00 a.m. on Friday, August 21, 2020 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 18 to 21 of this circular.

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 company at <http://company.bosideng.com> and the Stock Exchange at 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 Issue Mandate and the proposed Repurchase Mandate to the Directors and the re-election of the 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,
For and on behalf of the Board
Bosideng International Holdings Limited
Gao Dekang
Chairman of the Board

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, there were 10,749,260,385 Shares in issue, 633,950,000 Options granted under the Share Option Schemes remained outstanding entitling the holders of the Options to subscribe for an aggregate of 633,950,000 Shares and Convertible Bonds with outstanding principal amount of USD275,000,000 which are convertible into 438,470,977 Shares at the conversion price of HKD4.91 per Share (subject to adjustments).

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 1,074,926,038 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. Assuming that (i) all outstanding Options are exercised in full and all Convertible Bonds are fully converted on or before the date of the AGM; and (ii) no further Shares are/will be issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the exercise of the proposed Repurchase Mandate in full would result in up to a maximum of 1,182,168,136 Shares being repurchased by the Company during the above-said period.

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 from the Company's internal resources.

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from 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.

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, 2020 in the results announcement of the Company dated June 23, 2020). 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 the 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 purpose 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), namely Mr. Gao Dekang and his associates (the "**Controlling Shareholders**"), together controlled the exercise of approximately 71.24% 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 79.16%, which will not give rise to any obligation to make a mandatory offer under the Takeovers Code, but 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. The Directors have no intention to repurchase Shares to 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.

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 and including up to the Latest Practicable Date were as follows:

	Price per Share <i>(Note)</i>	
	Highest <i>HKD</i>	Lowest <i>HKD</i>
2019		
July	2.78	2.20
August	2.85	2.30
September	3.41	2.65
October	4.23	3.28
November	4.50	3.50
December	4.00	2.76
2020		
January	3.20	2.41
February	2.73	2.23
March	2.42	1.54
April	2.27	1.68
May	2.40	1.88
June	2.63	2.00
July (up to the Latest Practicable Date)	2.66	2.13

Note: source from the Stock Exchange

SHARES REPURCHASED BY THE COMPANY

In the six months immediately preceding the Latest Practicable Date, the Company had repurchased a total of 80,000,000 Shares (the “**Repurchased Shares**”) on the Stock Exchange. Details of the Repurchased Shares in the six months immediately preceding the Latest Practicable Date are as follows:

Date of repurchase	Number of Shares repurchased	Price per Share	
		Highest (HKD)	Lowest (HKD)
February 3, 2020	10,000,000	2.43	2.33
February 4, 2020	5,000,000	2.49	2.47
February 5, 2020	5,000,000	2.60	2.57
March 9, 2020	10,000,000	2.20	2.13
March 10, 2020	5,000,000	2.19	2.17
March 11, 2020	5,000,000	2.22	2.21
March 13, 2020	10,000,000	2.00	1.98
March 16, 2020	10,000,000	1.85	1.81
March 17, 2020	5,000,000	1.82	1.71
March 18, 2020	5,000,000	1.80	1.77
March 19, 2020	5,000,000	1.70	1.60
March 20, 2020	5,000,000	1.75	1.70
	80,000,000		

The Repurchased Shares were subsequently cancelled. Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company’s listed securities (whether on the Stock Exchange or otherwise) in the six months 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 close 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).

No core connected person 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.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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

Mr. Gao Dekang, aged 68, is the Chairman of the Board and the Chief Executive Officer of the Company and a director of certain subsidiaries of the Group. He is a representative of the 10th to 12th National Congress and a National Model Worker (全國勞動模範). He is the founder of the Group and was appointed as an executive Director in July 2006. He is responsible for the overall strategic development of the Group and has over 40 years of experience in the apparel industry. He is a senior economist and a senior engineer. He received an EMBA degree (majoring in Business Administration) from Phoenix International University in New Zealand in 2002, and obtained a Master's degree in business management from Victoria University in Switzerland in 2012. Further information about Mr. Gao's positions held in public offices and awards are disclosed in the section headed "Director and Senior Management" of the 2019/20 annual report of the Company.

Mr. Gao had not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date. Pursuant to the existing service agreement between Mr. Gao and the Company, the appointment of Mr. Gao was for a fixed term of three years commencing from September 15, 2010 renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Mr. Gao is subject to retirement by rotation and re-election in accordance with the Articles. The current Director's fee payable to Mr. Gao is RMB330,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Mr. Gao is determined by reference to his duty, qualification and experience and the prevailing market rate.

As at the Latest Practicable Date, Mr. Gao was interested and deemed to be interested in 7,658,074,140 Shares (representing approximately 71.24% of the total number of Shares in issue) and Convertible Bonds in the principal amount of USD19,500,000 (representing approximately 7.09% of the total outstanding Convertible Bonds). Save that Mr. Gao is the spouse of Ms. Mei Dong (an executive Director and the Executive President of the Company) and the father of Mr. Gao Xiaodong (an executive Director and the Vice President of the Company), Mr. Gao did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning the re-election of Mr. Gao as a Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

Ms. Mei Dong, aged 52, is an executive Director and the Executive President of the Company. Ms. Mei was appointed as an executive Director in July 2006 and is responsible for the overall operational management of the Group. Ms. Mei is a director and/or legal representative of certain subsidiaries of the Group. She has over 20 years' experience in the down apparel industry. Ms. Mei obtained various awards and honours such as the recognition of "Successful Female Entrepreneur" (巾幗建功) in China and the National Model Worker (全國勞動模範). Ms. Mei joined Bosideng Corporation Limited in June 1994, and remained with

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

the Group after the reorganisation of the businesses of the Group prior to its listing. She received an EMBA degree (majoring in Business Administration) from Phoenix International University in New Zealand in 2002. She is the spouse of Mr. Gao Dekang (the Chairman, the CEO, a controlling Shareholder and an executive Director) and the mother of Mr. Gao Xiaodong (an executive Director).

Ms. Mei had 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. Mei and the Company, the appointment of Ms. Mei was for a fixed term of three years commencing from September 15, 2010, renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Ms. Mei is subject to retirement by rotation and re-election in accordance with the Articles. The current Director's fee payable to Ms. Mei is RMB330,000 per year and may, subject to the discretion of the Directors, be reviewed. The remuneration package of Ms. Mei is determined by reference to her duty, qualification and experience and the prevailing market rate.

As at the Latest Practicable Date, Ms. Mei was interested and deemed to be interested in 7,658,074,140 Shares (representing approximately 71.24% of the total number of Shares in issue) and Convertible Bonds in the principal amount of USD19,500,000 (representing approximately 7.09% of the total outstanding Convertible Bonds). Save as being the spouse of Mr. Gao Dekang (a Controlling Shareholder and an executive Director) and the mother of Mr. Gao Xiaodong (an executive Director and the Vice President of the Company), Ms. Mei did not have any other relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders as at the Latest Practicable Date.

Save as disclosed above, there are no other matters concerning the re-election of Ms. Mei 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 Rule 13.51(2) of the Listing Rules.

Mr. Dong Binggen, aged 70, a senior engineer, was appointed as an independent non-executive Director 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, Secretary of the Communist Party Committee. Mr. Dong was the Chairman of a PRC company listed on the Shenzhen Stock Exchange ("SZSE"), namely China Union Holdings Ltd. (SZSE, Stock Code: 000036) from June 2004 to June 2019. He had also been the Chairman of the Shenzhen Textile Industry Association and the President of the Shenzhen Textile Engineering Association. He is currently the member of the Standing Committee and the Invited Vice Chairman of China Textile Industry Association. Save as disclosed above, Mr. Dong had not held any directorship in any other public listed companies during the three years preceding the Latest Practicable Date.

APPENDIX II DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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, 2010, renewable automatically for successive terms of one year, unless and until terminated by either party by giving a three-month written notice. Mr. Dong is subject to retirement by rotation and re-election in accordance with the Articles. 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.

As at the Latest Practicable Date, (i) Mr. Dong did not have any relationship with any Directors, senior management, substantial Shareholders or controlling Shareholders; and (ii) Mr. Dong did not have any interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the SFO).

Pursuant to the Code Provision A.4.3 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Since his appointment in September 2007, Mr. Dong Binggen has been serving as an independent non-executive Director for more than nine years. Mr. Dong has never been involved with the daily operations and business decisions of the Company. He has never been interested or deemed to be interested in any Shares or its associated corporation. The Company has received from Mr. Dong an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is of the opinion that Mr. Dong maintains an independent view of the Company's affairs and is able to carry out his duties as an independent non-executive Director in an impartial manner. He has given much valuable advice to the Company during past years of services. The Board therefore recommends the re-election of Mr. Dong as an independent non-executive Director notwithstanding the fact that Mr. Dong has served the Company for more than nine years.

Save as disclosed above, there are no other matters concerning Mr. Dong's re-election as a Director that need to be brought to the attention of the Shareholders and there are no other matters which shall be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

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波司登 BOSIDENG

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 (the “**AGM**”) of Bosideng International Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Friday, August 21, 2020 at Regus Conference Centre, 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and approve the financial statements and the reports of the directors (the “**Directors**”) and auditors (the “**Auditors**”) for the year ended March 31, 2020.
2. To declare a final dividend of HKD6.0 cents per ordinary share of the Company (the “**Share**”).
3.
 - (i) To re-elect Mr. Gao Dekang as an executive Director;
 - (ii) To re-elect Ms. Mei Dong as an executive Director; and
 - (iii) To re-elect Mr. Dong Binggen, who has already served as a Director for more than nine years as an independent non-executive Director; and
 - (iv) To authorize the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
4. To appoint the Auditors and to authorize the Board to fix the remuneration of the Auditors.
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions, as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the 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 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;

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- (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 total number of Shares 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 total number of Shares in issue as at the date of 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
- (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,

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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.”

6. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions, as an ordinary resolution of the Company:

“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 (the “**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 (the “**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 total number 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 total number of Shares in issue as at the date of 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.”
7. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions, as an ordinary resolution of the Company:

“THAT conditional upon the passing of resolutions 5 and 6 above, the general mandate granted to the Directors pursuant to resolution 5 above be and is hereby extended by the addition to it of the total number of Shares repurchased by the Company pursuant to the Repurchase Mandate under resolution 6 above, provided that such amount shall not exceed 10% of the total number of Shares in issue as at the date of passing of this Resolution.”

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

Hong Kong, July 24, 2020

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Notes:

1. 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.
2. 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.
3. 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.
4. The register of members of the Company will be closed, for the purpose of determining the Shareholders' entitlement to attend and vote at the AGM, from August 18, 2020 to August 21, 2020 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend and vote at the AGM, Shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on August 17, 2020.
5. Please refer to Appendix II of the circular of the Company dated July 24, 2020 for the details of the retiring Directors subject to re-election at the AGM.

As at the date of this notice, the executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Ms. Huang Qiaolian, Mr. Rui Jinsong and Mr. Gao Xiaodong, and the independent non-executive Directors are Mr. Dong Binggen, Mr. Wang Yao and Dr. Ngai Wai Fung.