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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Bossini International Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**bossini**

**BOSSINI INTERNATIONAL HOLDINGS LIMITED**

**堡獅龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 592)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

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A notice convening the Special General Meeting of Bossini International Holdings Limited to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Thursday, 4 March 2021 at 2:00 p.m. is set out in this circular. A form of proxy for use at the Special General Meeting is enclosed. Whether or not you intend to attend and vote at the Special General Meeting in person, please complete the form of proxy in accordance with the instructions set out thereon and return it to the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Special General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjourned meeting (as the case may be) should you so wish.

\* *For identification purposes only*

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## **PRECAUTIONARY MEASURES FOR THE SPECIAL GENERAL MEETING**

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To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19, the following precautionary measures will be implemented at the Special General Meeting.

1. A compulsory body temperature check will be conducted on every person attending the Special General Meeting. Any person with a body temperature of over 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be admitted to the Special General Meeting venue.
2. Every attendees will be required to sign and complete a health declaration form before admission to the Special General Meeting venue.
3. Seating at the Special General Meeting venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the Special General Meeting. The Company may limit the number of attendees at the Special General Meeting as may be necessary to avoid over-crowding.
4. Every attendee is required to wear a surgical face mask at any time within the Special General Meeting venue.
5. Any person who has travelled outside Hong Kong within 14 days immediately before the Special General Meeting (the “**Recent Travel History**”), is subject to quarantine or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine or with Recent Travel History shall not attend the Special General Meeting.
6. Any attendee who declines any of the above-named measures will not be admitted to the Special General Meeting venue.
7. No food or beverages will be provided to the attendees at the Special General Meeting.

**The Company would like to remind the Shareholders to consider appointing the Chairman of the Special General Meeting as his/her/its proxy to vote on the resolutions at the Special General Meeting as an alternative to attending in person. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Special General Meeting.**

Subject to the development of the COVID-19 situation, the Company may implement and/or adjust precautionary measures for the Special General Meeting at short notice as the public health situation changes, and may issue further announcement(s) on such measures as and when appropriate.

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## DEFINITIONS

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*In this circular, the following expressions shall the following meanings unless the content indicates otherwise:*

“Board”	the board of Directors;
“Bye-Laws”	the bye-laws of the Company in force from time to time;
“Company”	Bossini International Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“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 People’s Republic of China;
“Increase in Authorised Share Capital”	the proposed increase in the Company’s authorised share capital from HK\$200,000,000 divided into 2,000,000,000 Shares to HK\$300,000,000 divided into 3,000,000,000 Shares by creating an additional 1,000,000,000 unissued Shares;
“Latest Practicable Date”	5 February 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Record Date”	Tuesday, 16 March 2021, or on such other date as the Company may determine, being the date of reference to which the Shareholders’ entitlements to the Rights Issue are to be determine;
“Register of Members”	the principal or branch register of members of the Company maintained in Bermuda or Hong Kong respectively;
“Rights Issue”	the proposed issue of 821,916,697 Rights Share at the subscription price of HK\$0.36 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares held on the Record Date payable in full on acceptance;
“Rights Share(s)”	up to 821,916,697 new Share(s) to be allotted and issued in respect of the Rights Issue;

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## DEFINITIONS

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“Share(s)”	the share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	registered holder(s) of the Share(s);
“Special General Meeting” or “SGM”	the special general meeting of the Company to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Thursday, 4 March 2021 at 2:00 p.m. for the purposes of considering the business set out in the notice of the Special General Meeting and, if thought fit, passing the resolution set out therein, or any adjourned meeting (as the case may be);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited.

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## LETTER FROM THE BOARD

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**bossini**

### **BOSSINI INTERNATIONAL HOLDINGS LIMITED**

**堡獅龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 592)

*Executive Directors:*

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

Mr. ZHAO Jianguo

Mr. CHAN Cheuk Him Paul

*Principal office:*

2/F, PopOffice

9 Tong Yin Street

Tseung Kwan O

Kowloon, Hong Kong

*Non-executive Directors:*

Mr. Victor HERRERO (*Chairman*)

Mr. LAW Ching Kit Bosco

*Registered office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Independent Non-executive Directors:*

Mr. LEE Kwok Ming

Mr. CHEONG Shin Keong

Prof. SIN Yat Ming

10 February 2021

*To the Shareholders:*

Dear Sir/Madam,

### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF SPECIAL GENERAL MEETING**

#### **1. INTRODUCTION**

Reference is made to the Company's announcement dated 5 February 2021 in relation to, among other things, the Increase in Authorised Share Capital and the Rights Issue. The purpose of this circular is to provide you with information regarding resolution to be proposed at the Special General Meeting to enable you to make an informed decision on whether to vote for or against the resolution.

At the Special General Meeting, a resolution will be proposed for seeking Shareholders' approval to approve the proposed Increase in Authorised Share Capital.

\* For identification purposes only

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## LETTER FROM THE BOARD

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### 2. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$200,000,000 divided into 2,000,000,000 Shares of par value of HK\$0.10 each, of which 1,643,833,394 Shares are in issue and 356,166,606 Shares are authorised but unissued as at the Latest Practicable Date. In addition, the Company has 90,000,000 share options granted under the share option scheme of the Company remain outstanding as at the Latest Practicable Date.

In order to accommodate growth of the Group and to provide the Company with greater flexibility to raise funds by the Rights Issue, the Board proposed the Increase in Authorised Share Capital. The Board believes the Increase in Authorised Share Capital are in the interests of the Company and the Shareholders as a whole.

Upon the Increase in Authorised Share Capital becoming effective and assuming no Shares are issued or repurchased from the Latest Practicable Date up to the date of the Special General Meeting to be convened on Thursday, 4 March 2021, the authorised share capital of the Company will be HK\$300,000,000 divided into 3,000,000,000 Shares, with 1,643,833,394 Shares in issue and 1,356,166,606 Shares authorised but unissued.

The proposed Increase in Authorised Share Capital is subject to the approval by the Shareholders by way of an ordinary resolution at the Special General Meeting.

### 3. SPECIAL GENERAL MEETING

At the Special General Meeting, a resolution will be proposed for the Shareholders to approve the proposed Increase in Authorised Share Capital.

Pursuant to the Listing Rules, the voting on the proposed resolution at the Special General Meeting will be taken by way of a poll. The results of the poll will be published by way of an announcement on the Company's website and the website of the Stock Exchange in accordance with the requirements of the Listing Rules.

A form of proxy for use at the Special General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Special General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions set out thereon and return it to the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the Special General Meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Special General Meeting or any adjourned meeting (as the case may be) should you so wish.

### 4. RECOMMENDATION

The Directors consider that the proposed resolution at the Special General Meeting is in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the resolution at the Special General Meeting.

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## LETTER FROM THE BOARD

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### 5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,  
For and on behalf of  
**Bossini International Holdings Limited**  
**Mr. Victor HERRERO**  
*Chairman and Non-executive Director*



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## NOTICE OF SPECIAL GENERAL MEETING

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**bossini**

### BOSSINI INTERNATIONAL HOLDINGS LIMITED

堡獅龍國際集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 592)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Special General Meeting of Bossini International Holdings Limited (the “**Company**”) will be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Thursday, 4 March 2021 at 2:00 p.m. for the following purposes:

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

#### ORDINARY RESOLUTION

“**THAT:**

1. the authorised share capital of the Company be increased from HK\$200,000,000 divided into 2,000,000,000 shares of HK\$0.10 each (the “**Shares**”) to HK\$300,000,000 divided into 3,000,000,000 Shares by the creation of an additional 1,000,000,000 Shares (the “**Increase in Authorised Share Capital**”), such Shares shall rank *pari passu* in all respects; and that any one or more of the directors or the company secretary of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

By Order of the Board  
**Bossini International Holdings Limited**  
**WONG Suk May**  
*Company Secretary*

Hong Kong, 10 February 2021

\* For identification purpose only

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## NOTICE OF SPECIAL GENERAL MEETING

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*Notes:*

1. A form of proxy for use at the meeting is enclosed herewith.
2. A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote on his behalf. A member who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
4. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting either personally or by proxy in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, then one of the said persons so present whose name stands first on the Register of Members shall alone be entitled to vote in respect of such Share.
5. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the resolution set out in this Notice will be decided by poll at the above meeting.
7. For determining the entitlement to attend and vote at the Special General Meeting, the Register of Members will be closed from Monday, 1 March 2021 to Thursday, 4 March 2021, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the Special General Meeting, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrars in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 26 February 2021.
8.
  - (i) If tropical cyclone warning signal no. 8 or above remains hoisted or a black rainstorm warning signal is in force at 7:00 a.m. at the date of the Special General Meeting, the Special General Meeting will be postponed. Shareholders will be informed of the date, time and venue of the postponed Meeting by a supplementary notice posted on the respective websites of the Company ([www.bossini.com](http://www.bossini.com)) and The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)).
  - (ii) The Special General Meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. Members should make their own decision as to whether they would attend the Special General Meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.

*As at the date of this notice, the Board comprises three executive directors, namely Mr. CHEUNG Chi (Co-Chief Executive Officer), Mr. ZHAO Jianguo and Mr. CHAN Cheuk Him Paul, two non-executive Directors, namely Mr. Victor HERRERO (Chairman) and Mr. LAW Ching Kit Bosco, and three independent non-executive directors, namely Mr. LEE Kwok Ming, Mr. CHEONG Shin Keong and Prof. SIN Yat Ming.*