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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.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims 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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**BOSSINI INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 592)

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

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A notice convening the Annual General Meeting of Bossini International Holdings Limited to be held at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on Wednesday, 16 November 2011 at 10:00 a.m. is set out in this circular. A form of proxy for use at the Annual General Meeting is enclosed. Whether or not you intend to attend and vote at the Annual 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 principal office at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual 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 Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

6 October 2011

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on Wednesday, 16 November 2011 at 10:00 a.m. for the purposes of considering the businesses set out in the notice of the Annual General Meeting and, if thought fit, passing the resolutions set out therein, or any adjourned meeting (as the case may be);
“associate(s)”	has the same meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Bye-laws”	the bye-laws of the Company;
“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;
“connected person(s)”	has the same meaning ascribed to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“General Mandate”	the general mandate to allot, issue and deal with new Shares not exceeding 20% of the aggregate of nominal amount of the share capital of the Company in issue as at the date of passing of the ordinary resolution in relation thereof;
“Group”	the Company and its subsidiaries;
“HK\$” and “cents”	Hong Kong dollars and cents respectively, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	30 September 2011, 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;
“Register of Members”	the principal or branch register of members of the Company maintained in Bermuda or Hong Kong respectively;

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## DEFINITIONS

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“Repurchase Code”	the Hong Kong Code on Share Repurchases;
“Repurchase Mandate”	the authority to repurchase fully paid up Shares of up to 10% of the aggregate of the nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Shareholder(s)”	registered holder(s) of the Share(s);
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“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;
“2010/11 Annual Report”	annual report of the Company for the year ended 30 June 2011; and
“%”	per cent.

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## LETTER FROM THE BOARD

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### **BOSSINI INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 592)

*Executive Directors:*

Ms. TSIN Man Kuen Bess (*Chairman*)  
Mr. MAK Tak Cheong Edmund (*Chief Executive Officer*)  
Mr. CHAN Cheuk Him Paul

*Independent Non-executive Directors:*

Mr. LEE Man Chun Raymond  
Ms. LEUNG Mei Han  
Prof. SIN Yat Ming

*Principal office:*

Level 1, The Long Beach  
8 Hoi Fai Road, Tai Kok Tsui  
Kowloon  
Hong Kong

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

6 October 2011

*To the Shareholders*

Dear Sir/Madam,

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

#### **1. INTRODUCTION**

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

At the Annual General Meeting, resolutions, amongst others, will be proposed for seeking Shareholders' approval to (i) the proposed re-election of Directors; and (ii) the proposed granting of the General Mandate and the Repurchase Mandate to the Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 99 of the Bye-laws, Mr. LEE Man Chun Raymond and Ms. LEUNG Mei Han will retire from office by rotation and, being eligible, will offer themselves for re-election at the Annual General Meeting.

Biographical details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are set out in Appendix I to this circular.

Each of Mr. LEE Man Chun Raymond and Ms. LEUNG Mei Han, being the Independent Non-executive Directors eligible for re-election at the Annual General Meeting, has made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Mr. Lee and Ms. Leung meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

If a Shareholder wishes to nominate a person to stand for election as a Director at the Annual General Meeting, (a) a written notice of his intention to propose such person for election as a Director; (b) a written confirmation executed by the nominee of his willingness to be elected; and (c) the biographical details of such nominated candidate as required under Rule 13.51(2) of the Listing Rules for publication by the Company must be validly served at the principal office of the Company at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on or before Wednesday, 26 October 2011.

### 3. PROPOSED GENERAL MANDATE TO ISSUE SHARES

Approval is being sought from the Shareholders to grant to the Directors a General Mandate in order to ensure flexibility and the Directors' discretion in the event it becomes desirable for the Company to issue, allot and deal with Shares up to 20% of its issued share capital as at the date of passing the relevant ordinary resolution. A similar mandate was previously granted to the Directors at the annual general meeting of the Company held on 17 November 2010. The obtaining of such a mandate is in accordance with the Listing Rules. As at the Latest Practicable Date, there were 1,619,179,394 Shares in issue. The maximum number of Shares to be issued is 323,835,878 Shares.

### 4. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Directors a general mandate to, inter alia, repurchase up to 10% of the Shares of the Company in issue as at the date of passing of the relevant resolution. In addition, a separate resolution will be proposed at the Annual General Meeting to provide that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be issued and allotted under the General Mandate.

An explanatory statement, as required by the Listing Rules, regulating the repurchases by companies with a primary listing on the Stock Exchange of their own securities, to provide requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution no. 7 of the notice of the Annual General Meeting to be proposed at the Annual General Meeting in relation to the proposed Repurchase Mandate is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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With reference to the proposed new General Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plans to issue any new securities or repurchase any Shares pursuant to the relevant mandates.

### **5. FINAL DIVIDEND AND SPECIAL DIVIDEND**

The Board has recommended a final dividend of HK3.03 cents per Share and a special dividend of HK1.20 cents per Share subject to shareholders' approval at the 2011 AGM.

The register of members of the Company will be closed from Tuesday, 22 November 2011 to Thursday, 24 November 2011 (both days inclusive). During this period, no transfer of Shares will be registered. In order to qualify for the proposed final dividend and special dividend, all transfer forms of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of Shop Nos. 1712-6, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 21 November 2011.

### **6. ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting is set out hereunder. At the Annual General Meeting to be held at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on Wednesday, 16 November 2011 at 10:00 a.m., ordinary resolutions in respect of the re-election of the Directors, and the granting of the General Mandate and the Repurchase Mandate to the Directors as referred to the above will be proposed.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the Annual 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 principal office at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the Annual 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 Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

### **7. VOTING BY POLL**

The chairman of the Annual General Meeting will demand poll voting for all the resolutions set out in the Notice of Annual General Meeting in accordance with the requirements of Rule 13.39(4) of the Listing Rules.

Pursuant to Bye-Law 76(A), on a poll every Shareholder present in person or by a duly authorised corporate representative or by proxy, shall have one vote for every Share of which he is the holder which is fully paid up or credited as fully paid up. On a poll a shareholder entitled to more than one vote need not use all his votes or cast his votes in the same way.

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.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Directors consider that the proposed (i) re-election of Directors; and (ii) granting of the General Mandate, the Repurchase Mandate and extended General Mandate to the Directors are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of all the ordinary resolutions to be proposed at the Annual General Meeting.

### 9. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The information contained herein relating to the Company has been supplied by the Directors, who collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts not contained in this circular the omission of which would make any statement herein misleading insofar as it relates to the Company.

Yours faithfully,  
For and on behalf of  
**Bossini International Holdings Limited**  
**MAK Tak Cheong Edmund**  
*Chief Executive Officer*



*The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. LEE Man Chun Raymond** *BBS, JP*, aged 40, was appointed in September 2004, is also a member of the Audit Committee and the Remuneration Committee of the Company. Mr. Lee is the chief executive officer as well as founder of Lee & Man Paper Manufacturing Limited, a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 2314). He holds a Bachelor’s Degree in Applied Science from The University of British Columbia in Canada. Mr. Lee is currently involved in a number of public engagements. Mr. Lee has been awarded honorary citizenship of Dongguan and reputational citizenship of Changshu. Mr. Lee was awarded the “Young Industrialist Award of Hong Kong 2002” and the “2003 Hong Kong Ten Outstanding Young Persons Selection Awardees”. In addition, Mr. Lee received the “Bronze Bauhinia Star” (BBS) from the Government of the Hong Kong Special Administrative Region in 2005 and was also appointed non-official Justice of the Peace (JP) in 2007. Mr. Lee was also appointed the CPPCC National Committee in 2008. Save as disclosed above, Mr. Lee did not hold any other directorship in other listed public companies in the last three years and other major appointments and qualifications.

Mr. Lee was not connected with any Director, senior management, chief executive or substantial or controlling shareholder of the Company, nor did he has any interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no service agreement entered into between Mr. Lee and the Company and his length of service with the Company will be one year from his date of appointment which will be automatically renewed unless early termination by either party serving not less than three months prior written notice or upon mutual consent on short notice. The term of his appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws.

Mr. Lee is entitled to a Director’s fee of HK\$198,600 per annum, which is determined based on the prevailing market rate and his anticipated time and expertise to be exercised on the Group’s affairs and is subject to review by the remuneration committee from time to time.

Save as disclosed above, there is no other information regarding Mr. Lee which should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter of significance that needs to be brought to the attention of the Shareholders.

**Ms. LEUNG Mei Han**, aged 53, was appointed in September 2004, is also the Chairman of the Audit Committee and the Remuneration Committee of the Company. Ms. Leung holds a Bachelor’s Degree in Commerce from The University of Queensland, Australia and is a fellow member of CPA Australia. She has over 26 years’ experience in accounting, securities, corporate finance and related areas. Ms. Leung is also an independent non-executive director of Four Seas Mercantile Holdings Limited (stock code: 374), Yue Da Mining Holdings Limited (stock code: 629) and Xiangyu Dredging Holdings Limited (stock code:871) listed on the Stock Exchange since 1998, 2007 and 2011 respectively. Save as disclosed above, Ms. Leung did not hold any other directorship in other listed public companies in the last three years and other major appointments and qualifications.

Ms. Leung was not connected with any Director, senior management, chief executive or substantial or controlling shareholder of the Company, nor did she has any interest in the Shares of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no service agreement entered into between Ms. Leung and the Company and her length of service with the Company will be one year from her date of appointment which will be automatically renewed unless early termination by either party serving not less than three months prior written notice or upon mutual consent on short notice. The term of her appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Bye-laws.

Ms. Leung is entitled to a Director's fee of HK\$248,800 per annum, which is determined based on the prevailing market rate and her anticipated time and expertise to be exercised on the Group's affairs and is subject to review by the remuneration committee from time to time.

Save as disclosed above, there is no other information regarding Ms. Leung which should be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is there any other matter of significance that needs to be brought to the attention of the Shareholders.

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## **APPENDIX II            EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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This Appendix serves as an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting for granting the Repurchase Mandate to the Directors.

### **SHAREHOLDERS' APPROVAL**

All proposed repurchases of Shares on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval.

### **REASONS FOR SHARE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to continue to have general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders are assured that such repurchases of Shares will only be made when the Directors believe that they are appropriate and will benefit the Company and the Shareholders.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue of the Company was 1,619,179,394. Subject to the passing of the proposed ordinary resolution approving to grant the Repurchase Mandate to the Directors and on the assumption that no further Share is allotted or issued or repurchased by the Company prior to the Annual General Meeting, the exercise of the Repurchase Mandate in full would enable the Company to repurchase a maximum of 161,917,939 Shares, representing 10% of the issued share capital of the Company during the period from the date of the Annual General Meeting up to (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 law to be held, or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying the Repurchase Mandate, whichever occurs first.

### **FUNDING OF REPURCHASE**

Repurchases to be made pursuant to the proposed Repurchase Mandate must be financed out of funds legally available for such purpose in accordance with the Company's memorandum of association and Bye-laws and the applicable laws of Bermuda. Bermuda laws provide that the amount of capital repaid related to a Share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds that would otherwise be available for distribution or dividend or the proceeds of a fresh issue of shares made for the purpose. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided out of funds of the Company otherwise available for dividend or distribution or out of the Company's share premium account.

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## **APPENDIX II            EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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There might be a material adverse impact on the working capital and/or gearing level of the Company in the event that the exercise of the Repurchase Mandate in full as compared with the position disclosed in the Company's 2010/11 Annual Report. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing level of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

### **DISCLOSURE OF INTERESTS**

None of the Directors nor, 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 Repurchase Mandate is approved by the Shareholders, to sell any Share to the Company.

No connected person has notified the Company that he/she has a present intention to sell any Share to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by Shareholders.

### **UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the regulations set out in the Company's memorandum of association and Bye-laws and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

### **EFFECT OF THE TAKEOVERS CODE**

If, as a result of a Share repurchase, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, save as Mr. LAW Ka Sing, no Shareholder was interested in 10% or more of the issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase to be made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

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**APPENDIX II EXPLANATORY STATEMENT OF THE REPURCHASE MANDATE**

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In the event that the Directors exercise the power in full to repurchase Shares under the Repurchase Mandate, and assuming that no new Shares are allotted or issued, the shareholdings of Mr. LAW Ka Sing would be increased approximately from 67.76% to 75.28% of the issued share capital of the Company. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than such prescribed percentage.

In the event that the Directors exercise the Repurchase Mandate in full to repurchase Shares in accordance with the terms of the ordinary resolution to be proposed at the Annual General Meeting and assuming that no further Shares are issued by the Company, the increase in the percentage of the shareholdings of Mr. LAW Ka Sing in the Company will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

**SHARE REPURCHASES BY THE COMPANY**

The Company did not repurchase any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**SHARE PRICES**

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

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2010</b>		
October	0.840	0.740
November	0.900	0.740
December	1.170	0.870
<b>2011</b>		
January	1.030	0.890
February	0.930	0.860
March	0.930	0.760
April	0.920	0.790
May	0.930	0.840
June	0.940	0.840
July	0.940	0.820
August	0.870	0.670
September (up to the Latest Practicable Date)	0.740	0.630

The closing price at which the Shares have been traded on the Stock Exchange on the Latest Practicable Date is HK\$0.630.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **BOSSINI INTERNATIONAL HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

(Stock code: 592)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Bossini International Holdings Limited (the “Company”) will be held at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong on Wednesday, 16 November 2011 at 10:00 a.m. for the following purposes:

#### **As Ordinary Business**

1. To receive and consider the audited financial statements and the reports of the directors and auditors of the Company and its subsidiaries for the year ended 30 June 2011.
2. To declare a final and special dividend for the year ended 30 June 2011.
3. To re-elect retiring directors of the Company and to authorise the board of directors (the “Board”) of the Company to fix the remuneration of the directors of the Company (the “Directors”).
4. To re-appoint auditors and to authorise the Board of the Company to fix their remuneration.

#### **As Special Business**

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

### **ORDINARY RESOLUTIONS**

5. **“THAT:**
  - (a) subject to paragraphs (b) and (c) of this resolution, the granting of an unconditional general mandate to the Directors during the Relevant Period (as defined in paragraph (d) of this resolution) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company (the “Shares”)) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the unconditional general mandate under paragraph (a) of this resolution shall not extend beyond the Relevant Period save the Directors may make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the general mandate in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution) or (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the bye-laws of the Company or (iii) any share option scheme of the Company or (iv) the exercise of any rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into Shares of the Company, shall not exceed 20% of the aggregate of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) 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 the bye-laws of the Company or any applicable law to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company (the “Shareholders”) in general meeting; and

“Rights Issue” means an offer of Shares of the Company or issue of options, warrants, or other securities giving the right to subscribe for Shares of the Company, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares of the Company (or, where appropriate, such other securities), (subject to all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company).”

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## NOTICE OF ANNUAL GENERAL MEETING

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6. **“THAT:**
- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) of this resolution) of all the powers of the Company to repurchase Shares of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission and the Stock Exchange, subject to and in accordance with all applicable laws and regulations and requirements of the Stock Exchange, be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of the Shares which may be repurchased by the Company during the Relevant Period pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
  - (c) 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 the bye-laws of the Company or any applicable law to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by ordinary resolution of the Shareholders of the Company in general meeting.”
7. **“THAT** conditional upon the passing of resolution nos. 5 and 6 as set out in the notice convening the meeting of which this resolution forms part, the general mandate referred to in resolution no. 5 as set out in the notice convening the meeting of which this resolution forms part be and is hereby extended by the addition to the aggregate nominal amount of share capital which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of Shares in the capital of the Company which may be repurchased by the Company since the granting of the said general mandate pursuant to the exercise by the Directors of the powers of the Company to repurchase such Shares provided that such amount shall not exceed 10% of the aggregate of the nominal amount of the share capital of the Company in issue on the date of passing of this resolution.”

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

Hong Kong, 6 October 2011



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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. 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.
2. 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 principal office at Level 1, The Long Beach, 8 Hoi Fai Road, Tai Kok Tsui, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (as the case may be).
3. 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 of the Company shall alone be entitled to vote in respect of such Share.
4. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in this Notice will be decided by poll at the above meeting.
5. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 11 November 2011 to Wednesday, 16 November 2011, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the Annual 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 Thursday, 10 November 2011.
6. For determining the entitlement to the proposed final dividend, the register of members of the Company will be closed from Tuesday, 22 November 2011 to Thursday, 24 November 2011, both days inclusive. During this period, no transfer of Shares will be registered. In order to qualify for the entitlement to the proposed final dividend and special dividend, 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 Monday, 21 November 2011.