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## **Bosideng International Holdings Limited**

**波司登國際控股有限公司**

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

**(Stock code: 3998)**

### **CHANGE OF DIRECTORS CHANGE IN COMPOSITION OF BOARD COMMITTEES AND NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES**

#### **CHANGE OF DIRECTORS**

The Board hereby announces that (i) Ms. Wang Yunlei has resigned as an executive Director; (ii) Mr. Shen Jingwu has resigned as a non-executive Director and a member of the Remuneration Committee; and (iii) Mr. Jiang Hengjie has resigned as an independent non-executive Director, a member of the Audit Committee, Remuneration Committee and Nomination Committee, with effect from 1 May 2013.

The Board is also pleased to announce that Mr. Mak Yun Kuen and Mr. Rui Jinsong have been appointed as executive Directors with effect from 1 May 2013.

#### **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the resignation of Mr. Shen Jingwu and Mr. Jiang Hengjie, Mr. Wang Yao will be appointed as a member of the Audit Committee and Nomination Committee with effect from 1 May 2013.

#### **NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES**

Following the change of Directors taking effect on 1 May 2013, the Board will comprise ten members including seven executive Directors and three independent non-executive Directors, with the number of independent non-executive Directors falling below one-third of the Board.

## **RESIGNATION OF DIRECTORS**

The board (the “Board”) of directors (the “Directors”) of Bosideng International Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) hereby announces that (i) Ms. Wang Yunlei (“Ms. Wang”) has resigned as an executive Director with effect from 1 May 2013 in order to devote more time to her personal commitments; (ii) Mr. Shen Jingwu (“Mr. Shen”) has resigned as a non-executive Director and a member of the remuneration committee (the “Remuneration Committee”) of the Company with effect from 1 May 2013 in order to devote more time to his personal commitments; and (iii) Mr. Jiang Hengjie (“Mr. Jiang”) has resigned as an independent non-executive Director, a member of the audit committee (the “Audit Committee”), Remuneration Committee and nomination committee (the “Nomination Committee”) of the Company with effect from 1 May 2013 in order to devote more time to his personal commitments.

Each of Ms. Wang, Mr. Shen and Mr. Jiang has confirmed that he/she had no disagreement with the Board and there are no other matters relating to his/her resignation that need to be brought to the attention of the shareholders (the “Shareholders”) of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Ms. Wang, Mr. Shen and Mr. Jiang for their valuable contribution to the Company during their tenure.

## **APPOINTMENT OF DIRECTORS**

The Board is also pleased to announce that Mr. Mak Yun Kuen (“Mr. Mak”) and Mr. Rui Jinsong (“Mr. Rui”) have been appointed as executive Directors with effect from 1 May 2013.

The biographical details of each of Mr. Mak and Mr. Rui are set out as follows:

### **Mr. Mak Yun Kuen**

Mr. Mak Yun Kuen, aged 37, is the Company Secretary of the Company, and the Chief Financial Officer of the Group. Mr. Mak is also the director and/or company secretary of certain subsidiaries in the Group. Mr. Mak joined the Group in July 2008 and has been responsible for the overall financial and accounting affairs, investor relations and company secretarial matters of the Group. Mr. Mak graduated from Lingnan University with a Bachelor’s Degree in Business Administration (Honours), and is a member of the Hong Kong Institute of Certified Public Accountants and a fellow of

the Association of Chartered Certified Accountants. Before joining the Group, Mr. Mak was the qualified accountant and company secretary of Golden Eagle Retail Group Limited (Stock code: 03308), a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Save as disclosed above, Mr. Mak does not hold any other positions in the Company or any of its subsidiaries. Further, Mr. Mak did not hold any directorship or take any major appointment in any listed public company in the three years immediately preceding the date of this announcement.

Mr. Mak will enter into a service contract for an initial fixed term of three years with the Company and is entitled to an annual remuneration to be determined by reference to the Company’s operating results, individual performance and comparable market statistics. Mr. Mak will hold office only until the forthcoming annual general meeting of the Company and will then be eligible for re-election, and thereafter he will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As at the date of this announcement, Mr. Mak (i) has no interest in the shares, underlying shares or debentures of the Company and/or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “SFO”)); and (ii) does not have any relationship with any other Director, senior management, substantial Shareholders or controlling Shareholders of the Company (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”)).

Save as disclosed above, there are no other matters relating to the appointment of Mr. Mak that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

### **Mr. Rui Jinsong**

Mr. Rui Jinsong, aged 40, is the Vice President of the Group and the General Manager of Jiangsu Bosideng Downwear Co., Ltd., a subsidiary of the Group. He is responsible for the overall management of design, production, brand building and marketing of the *Bosideng* apparels, a core business segment of the Group. Mr. Rui joined the Group in May 2004 and has been responsible for the marketing management of the *Bosideng* brand. He graduated from Wuxi Light Industry College in 1994, majoring in Textile Engineering.

Save as disclosed above, Mr. Rui does not hold any other positions in the Company or any of its subsidiaries. Further, Mr. Rui did not hold any directorship or take any major appointment in any listed public company in the three years immediately preceding the date of this announcement.

Mr. Rui will enter into a service contract for an initial fixed term of three years with the Company and is entitled to an annual remuneration to be determined by reference to the Company's operating results, individual performance and comparable market statistics. Mr. Rui will hold office only until the forthcoming annual general meeting of the Company and will then be eligible for re-election, and thereafter he will be subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

As at the date of this announcement, save as being interested in 1,878,242 shares of the Company (representing 0.02% of the issued share capital of the Company), Mr. Rui (i) has no other 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); and (ii) does not have any relationship with any other Director, senior management, substantial Shareholders or controlling Shareholders of the Company (as defined in the Listing Rules).

Save as disclosed above, there are no other matters relating to the appointment of Mr. Rui that need to be brought to the attention of the Shareholders and there is no other information which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules.

## **CHANGE IN COMPOSITION OF BOARD COMMITTEES**

Following the resignation of Mr. Shen and Mr. Jiang, Mr. Wang Yao will be appointed as a member of the Audit Committee and Nomination Committee with effect from 1 May 2013 and the composition of the Audit Committee, Remuneration Committee and Nomination Committee will be as follows:

### **Audit Committee:**

Mr. Ngai Wai Fung (Chairman)  
Mr. Dong Binggen  
Mr. Wang Yao

### **Remuneration Committee:**

Mr. Wang Yao (Chairman)  
Mr. Gao Dekang  
Mr. Dong Binggen

### **Nomination Committee:**

Mr. Gao Dekang (Chairman)  
Mr. Dong Binggen  
Mr. Wang Yao

## **NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES**

Under Rule 3.10A of the Listing Rules, the independent non-executive directors of a listed issuer must represent at least one-third of the board of directors. Following the change of Directors taking effect on 1 May 2013, the Board will comprise ten members including seven executive Directors and three independent non-executive Directors, with the number of independent non-executive Directors falling below one-third of the Board.

The Company will identify suitable candidates to be appointed as an additional independent non-executive Director or consider adjusting the composition of the Board as soon as practicable to re-comply with Rule 3.10A, and will make further announcement as and when appropriate.

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

Hong Kong, 22 April, 2013

*As at the date of this announcement, the executive Directors are Mr. Gao Dekang, Ms. Mei Dong, Dr. Kong Shengyuan, Ms. Gao Miaoqin, Ms. Huang Qiaolian and Ms. Wang Yunlei; the non-executive Director is Mr. Shen Jingwu; and the independent non-executive Directors are Mr. Dong Binggen, Mr. Jiang Hengjie, Mr. Wang Yao and Mr. Ngai Wai Fung.*