

---

**THIS CIRCULAR 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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---

**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 RE-ELECTION OF DIRECTORS,  
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO REPURCHASE SHARES  
NOTICE OF 2021 ADJOURNED ANNUAL GENERAL MEETING  
AND  
NOTICE OF 2022 ANNUAL GENERAL MEETING**

---

Notices convening 2021 Adjourned the Annual General Meeting and 2022 Annual 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 Tuesday, 14 June 2022 at 10:00 a.m. and 10:15 a.m. (immediately after the 2021 Adjourned Annual General Meeting) respectively are set out in this circular. Forms of proxy for use at the 2021 Adjourned Annual General Meeting and 2022 Annual General Meeting are enclosed. Whether or not you intend to attend and vote at the Annual General Meeting or any adjournment thereof 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 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.

\* For identification purposes only



---

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

---

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 Annual General Meeting.

1. A compulsory body temperature check will be conducted on every person attending the Annual 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 2021 Adjourned AGM and 2022 AGM venue.
2. Every attendees will be required to sign and complete a health declaration form before admission to the 2021 Adjourned AGM and 2022 AGM venue.
3. Seating at the 2021 Adjourned AGM and 2022 AGM 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 Annual General Meeting. The Company may limit the number of attendees at the Annual 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 2021 Adjourned AGM and 2022 AGM venue.
5. Any person who has travelled outside Hong Kong within 14 days immediately before the Annual 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 Annual General Meeting.
6. Any attendee who declines any of the above-named measures will not be admitted to the 2021 Adjourned AGM and 2022 AGM venue.
7. No food or beverages will be provided to the attendees at the Annual General Meeting.

**The Company would like to remind the Shareholders to consider appointing the Chairman of the Annual General Meeting as his/her/its proxy to vote on the resolutions at the Annual 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 Annual General Meeting.**

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

---

## DEFINITIONS

---

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

“2021 Adjourned Annual General Meeting” or “2021 Adjourned AGM”	the annual general meeting of the Company to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Tuesday, 14 June 2022 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);
“2022 Annual General Meeting” or “2022 AGM”	the annual general meeting of the Company to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Tuesday, 14 June 2022 at 10:15 a.m. (or immediately after the 2021 Adjourned Annual General Meeting) 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);
“Annual General Meeting”	2021 Adjourned Annual General Meeting and 2022 Annual General Meeting, collectively;
“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 in force from time to time;
“CG Code”	Corporate Governance Code and Corporate Governance Report contained in Appendix 14 to the Listing Rules;
“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;
“Dragon Leap”	Dragon Leap Developments Limited, an indirect non-wholly owned subsidiary of Viva China, which holds 1,741,977,652 Shares (representing approximately 70.59% of the Shares in issue);
“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;

---

## DEFINITIONS

---

“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”	11 April 2022, 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;
“Repurchase Code”	the Hong Kong Code on Share Buy-backs;
“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);
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company;
“Shareholder(s)”	registered 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 Hong Kong Code on Takeovers and Mergers;
“Viva China”	Viva China Holdings Limited (Stock Code: 8032), the Shares of which are listed on GEM of the Stock Exchange;
“2020/2021 Annual Report”	annual report of the Company for the period from 1 July 2020 to 31 December 2021; and
“%”	per cent.

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

*Non-executive Directors:*

Mr. Victor HERRERO (*Chairman*)

Mr. LAW Ching Kit Bosco

*Independent Non-executive Directors:*

Mr. LEE Kwok Ming

Prof. SIN Yat Ming

Mr. CHEONG Shin Keong

*Principal office:*

2/F, PopOffice

9 Tong Yin Street

Tseung Kwan O

Kowloon, Hong Kong

*Registered office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

19 April 2022

*To the Shareholders:*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF DIRECTORS,  
PROPOSED GENERAL MANDATES TO ISSUE NEW SHARES  
AND TO REPURCHASE SHARES  
NOTICE OF 2021 ADJOURNED ANNUAL GENERAL MEETING  
AND  
NOTICE OF 2022 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 2022 Annual General Meeting, resolutions, amongst others, will be proposed for seeking Shareholders' approval to (i) the proposed re-election of Directors; (ii) the proposed granting of the General Mandate and the Repurchase Mandate to the Directors.

\* For identification purposes only

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED RE-ELECTION OF DIRECTORS

Pursuant to Bye-Law 99 of the Bye-Laws and Appendix 14 of the Listing Rules, Prof. SIN Yat Ming and Mr. CHEONG Shin Keong will retire from office by rotation and, being eligible, will offer themselves for re-election at the 2022 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.

Prof. SIN Yat Ming and Mr. Cheong Shin Keong, being Independent Non-executive Directors eligible for re-election at the 2022 Annual General Meeting, have made annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that Prof. SIN Yat Ming and Mr. Cheong Shin Keong 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 2022 Annual General Meeting, (a) a written notice of her/his/its intention to propose such person for election as a Director; (b) a written confirmation executed by the nominee of her/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 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on or before Tuesday, 24 May 2022.

### 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 10 November 2021. The obtaining of such a mandate is in accordance with the Listing Rules. As at the Latest Practicable Date, there were 2,467,750,091 Shares in issue. The maximum number of Shares to be issued is 493,550,018 Shares.

---

## LETTER FROM THE BOARD

---

### **4. PROPOSED GENERAL MANDATE TO REPURCHASE SHARES**

At the 2022 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 2022 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. 6 of the notice of the 2022 Annual General Meeting to be proposed at the 2022 Annual General Meeting in relation to the proposed Repurchase Mandate is set out in Appendix II to this circular.

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. 2021 ADJOURNED ANNUAL GENERAL MEETING**

A notice convening the 2021 Adjourned Annual General Meeting is set out hereunder. At the 2021 Adjourned Annual General Meeting to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Tuesday, 14 June 2022 at 10:00 a.m., ordinary resolution in respect of receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditor of the Company and its subsidiaries for the period from 1 July 2020 to 31 December 2021 will be proposed.

A form of proxy for use at the 2021 Adjourned Annual General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the 2021 adjourned Annual General Meeting thereof 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 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2021 Adjourned 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 2021 Adjourned Annual General Meeting or any adjourned meeting (as the case may be) should you so wish.

### **6. 2022 ANNUAL GENERAL MEETING**

A notice convening the 2022 Annual General Meeting is set out hereunder. At the 2022 Annual General Meeting to be held at 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong on Tuesday, 14 June 2022 at 10:15 a.m., (or immediately after the 2021 Adjourned Annual General Meeting) ordinary resolutions in respect of the re-election of the Directors, the granting of the General Mandate and the Repurchase Mandate to the Directors as referred to above will be proposed.

---

## LETTER FROM THE BOARD

---

A form of proxy for use at the 2022 Annual General Meeting is enclosed with this circular. Whether or not you intend to attend and vote at the 2022 Annual General Meeting or any adjournment thereof 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 2/F, PopOffice, 9 Tong Yin Street, Tseung Kwan O, Kowloon, Hong Kong as soon as possible but in any event, not less than 48 hours before the time appointed for holding the 2022 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 2022 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) of the Bye-laws, 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 or she or it 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/her/its votes or cast his/her/its 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.

### 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 2022 Annual General Meeting.

### 9. 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*

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

**INDEPENDENT NON-EXECUTIVE DIRECTORS****Prof. SIN Yat Ming (Prof. SIN)**

**Prof. SIN**, aged 66, was appointed in October 2005 and is also the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee of the Company. Prof. Sin holds a Doctor of Philosophy in Business Administration from the University of British Columbia, Canada, a Master of Business Administration from the University of Texas at Arlington and a Bachelor of Business Administration from the Chinese University of Hong Kong (“CUHK”). Prof. Sin had been a member of the Faculty of Business Administration of CUHK for over 35 years. He had also been a professor of Department of Marketing of CUHK and an associate director of CUHK’s Center for Hospitality and Real Estate Research until July 2016 on his retirement. He is now the Honorary Institute Fellow of the Asia-Pacific Institute of Business and Adjunct Professor, CUHK Business School. He is serving as the advisor for the Hong Kong Institute of Marketing. He is an independent non-executive director of Hung Fook Tong Group Holdings Limited (stock code: 1446) listed on the Stock Exchange. Save as disclosed above, Prof. Sin did not hold any other directorship in other listed public companies in the last three years and other major appointments and qualifications.

Prof. Sin is not connected with any Director, senior management, chief executive or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, apart from holding 403,636 share options of the Company, he has no other interest in the Shares of the Company within the meaning of Part XV of the SFO.

Prof. Sin’s 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. Prof. Sin is entitled to an annual director’s fee of HK\$300,000, which is determined by the Board with reference to his responsibilities with the Group.

Prof. Sin has served as an Independent Non-Executive Director of the Company for more than 12 years. During his tenure of office over the past years, Prof. Sin has been able to fulfill all the requirements regarding independence of an independence non-executive director and provide annual confirmation of independence to the Company pursuant to Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as at the Latest Practicable Date, the Company is not aware of any matters or events that may occur and affect the independence of Prof. Sin.

The Board is of the opinion that Prof. Sin remains independent notwithstanding the length of his service and believes that his knowledge and experience in the Group’s business and his general business acumen continue to generate valuable contribution to the Board, the Company and the Shareholders as a whole.

Pursuant to Code Provision A.4.3 of the CG Code, a separate ordinary resolution will be proposed at the 2022 Annual General Meeting to approve the re-election of Prof. Sin as an Independent Non-Executive Director.

Save as disclosed above, there is no other information regarding Prof. Sin which should be disclosed pursuant to 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.

**Mr. CHEONG Shin Keong (Mr. Cheong)**

**Mr. Cheong**, aged 65, was appointed in September 2017 and is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Cheong is currently the vice chairman of HK Television Entertainment Company Limited (Viu TV). He joined Purapharm Corporation Limited, a company listed on the Stock Exchange (stock code: 1498) as a non-executive director from March 2020 to September 2020, was appointed as an executive director from September 2020 to June 2021 and re-designated as a non-executive director from June 2021 to March 2022. He was the general manager and an executive director of Television Broadcasts Limited, a company listed on the Stock Exchange (stock code: 511) from January 2015 to December 2019. Mr. Cheong has extensive experience in the advertising and marketing industry and contributes actively to the professional development of marketing in Hong Kong through leading marketing industry bodies. He is a Fellow and a deputy chairman of the Hong Kong Management Association as well as the former chairman of the Hong Kong Regional Board of the Chartered Institute of Marketing. Save as disclosed above, Mr. Cheong did not hold any other directorship in other listed public companies in the last three years and other major appointments and qualifications.

Mr. Cheong is not connected with any Director, senior management, chief executive or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, apart from holding 403,636 share options of the Company, he has no other interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Cheong's 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. Cheong is entitled to an annual director's fee of HK\$300,000, 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. Cheong which should be disclosed pursuant to 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.

---

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

---

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 2022 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 2,467,750,091. 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 2022 Annual General Meeting, the exercise of the Repurchase Mandate in full would enable the Company to repurchase a maximum of 246,775,009 Shares, representing 10% of the issued share capital of the Company during the period from the date of the 2022 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.

---

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

---

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 2020/21 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/it 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, 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 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.

---

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

---

As at the Latest Practicable Date, Dragon Leap, held 1,741,977,652 Shares, representing approximately 70.59% of the issued Shares. Save as Dragon Leap, no Shareholder was interested in 10% or more of the issued share capital of the Company. In the event that the Directors will exercise in full of the Repurchase Mandate, and assuming that no new Shares are allotted or issued, the interest in the Company of Dragon Leap would be increased to approximately 78.43% of the total number of issued Shares and such increase will not give rise to any obligation to make a mandatory general offer under Rule 26 and 32 of the Takeovers Code. 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.

The Directors confirm that the Repurchase Mandate will not be exercised to the extent as may result in the amount of the Shares held by the public being reduced to less than the prescribed minimum percentage of 25% of the issued Shares as required by the Stock Exchange.

**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:

	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
April	0.580	0.395
May	0.710	0.480
June	0.800	0.600
July	0.770	0.495
August	0.660	0.560
September	0.930	0.620
October	1.280	0.870
November	1.320	1.020
December	1.110	0.840
<b>2022</b>		
January	0.860	0.760
February	0.790	0.610
March	0.690	0.425

The closing price at which the Shares have been traded on the Stock Exchange on the Latest Practicable Date is HK\$0.600.

---

## NOTICE OF 2021 ADJOURNED ANNUAL GENERAL MEETING

---

# 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 2021 ADJOURNED ANNUAL GENERAL MEETING

Reference is made to the circular of Bossini International Holdings Limited dated 9 October 2021 and the notice of annual general meeting dated 9 October 2021. **NOTICE IS HEREBY GIVEN** that the 2021 Adjourned Annual 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 Tuesday, 14 June 2022 at 10:00 a.m. for the following purposes:

### At Ordinary Business

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditors of the Company and its subsidiaries for the period from 1 July 2020 to 31 December 2021.

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

Hong Kong, 19 April 2022

\* For identification purpose only

---

## NOTICE OF 2021 ADJOURNED ANNUAL GENERAL MEETING

---

*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 of the Company shall alone be entitled to vote in respect of such Share.
5. Completion and return of the form of proxy will not preclude Shareholders 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 Listing Rules, all resolutions 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 2021 Adjourned Annual General Meeting, the register of members of the Company will be closed from Thursday, 9 June 2022 to Tuesday, 14 June 2022, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2021 Adjourned 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 Wednesday, 8 June 2022.
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 2021 Adjourned Annual General Meeting, the 2021 Adjourned Annual 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 2021 Adjourned Annual 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 2021 Adjourned Annual 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, Prof. SIN Yat Ming and Mr. CHEONG Shin Keong.*

---

## NOTICE OF 2022 ANNUAL GENERAL MEETING

---

# 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 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2022 Annual 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 Tuesday, 14 June 2022 at 10:15 a.m. (or immediately after the 2021 Adjourned Annual General Meeting) for the following purposes:

### **At Ordinary Business**

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditors of the Company and its subsidiaries for the period from 1 July 2020 to 31 December 2021.
2. Each as a separate resolution, to re-elect the following retiring directors as directors of the Company:
  - (a) Prof. SIN Yat Ming;
  - (b) Mr. CHEONG Shin Keong; and
  - (c) To authorize the board of directors (the “Board”) of the Company to fix the remuneration of the directors of the Company (the “Directors”).
3. To re-appoint PricewaterhouseCoopers as the auditor of the Company and to authorise the Board of the Company to fix its remuneration.

\* For identification purpose only

---

## NOTICE OF 2022 ANNUAL GENERAL MEETING

---

### 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

4. **“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;
  - (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;

---

## NOTICE OF 2022 ANNUAL GENERAL MEETING

---

- (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).”

5. **“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;

---

## NOTICE OF 2022 ANNUAL GENERAL MEETING

---

- (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.”
6. “**THAT** conditional upon the passing of resolution nos. 4 and 5 as set out in the notice convening the meeting of which this resolution forms part, the general mandate referred to in resolution no. 4 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, 19 April 2022

---

## NOTICE OF 2022 ANNUAL GENERAL MEETING

---

*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 of the Company shall alone be entitled to vote in respect of such Share.
5. Completion and return of the form of proxy will not preclude Shareholders 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 Listing Rules, all resolutions 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 2022 Annual General Meeting, the register of members of the Company will be closed from Thursday, 9 June 2022 to Tuesday, 14 June 2022, both days inclusive. During this period, no transfer of Shares will be registered. In order to be eligible to attend and vote at the 2022 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 Wednesday, 8 June 2022.
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 2022 Annual General Meeting, the 2022 Annual 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 2022 Annual 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 2022 Annual 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, Prof. SIN Yat Ming and Mr. CHEONG Shin Keong.*