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**bossini**

**BOSSINI INTERNATIONAL HOLDINGS LIMITED**

**堡獅龍國際集團有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 592)

**CONTINUING CONNECTED TRANSACTIONS**

**(1) SPORTSWEAR SPONSORSHIP COOPERATION AGREEMENT**

**(2) PURCHASE AGREEMENT**

**(3) ONLINE SERVICES COOPERATION AGREEMENTS**

**SPORTSWEAR SPONSORSHIP COOPERATION AGREEMENT**

On 14 November 2023 (after trading hours), Shenzhen Bossini and Viva Sports entered into the Sportswear Sponsorship Cooperation Agreement for a term from 1 January 2024 to 31 December 2025, pursuant to which Shenzhen Bossini has agreed to cooperate with Viva Sports to sponsor the Sports Team. For further details, please refer to the section headed “Sportswear Sponsorship Cooperation Agreement” below.

**PURCHASE AGREEMENT**

On 14 November 2023 (after trading hours), Guangzhou Fubaolong and Viva Shoes entered into the Purchase Agreement for a term from the date of the Purchase Agreement to 31 December 2025, pursuant to which Guangzhou Fubaolong may purchase the Products from Viva Shoes. For further details, please refer to the section headed “Purchase Agreement” below.

\* *For identification purposes only*

## **ONLINE SERVICES COOPERATION AGREEMENTS**

### **E-Commerce Cooperation Agreement**

On 14 November 2023 (after trading hours), Guangzhou Bossini and Viva Technology entered into the E-Commerce Cooperation Agreement for a term from 1 January 2024 to 31 December 2024, pursuant to which Viva Technology has agreed to manage bossini's online shops at various e-commerce platforms in the PRC and Guangzhou Bossini has agreed to allow Viva Technology to use certain "bossini", "bossini.X" and "bossini.X KIDS" trademarks for provision of services under the E-Commerce Cooperation Agreement. For further details, please refer to the section headed "Online Services Cooperation Agreements – E-Commerce Cooperation Agreement" below.

### **Live Streaming Cooperation Agreement**

On 14 November 2023 (after trading hours), Guangzhou Bossini, Guangzhou Fubaolong, Shenzhen Bossini Trading and Viva Technology entered into the Live Streaming Cooperation Agreement for a term from 1 January 2024 to 31 December 2024, pursuant to which Viva Technology has agreed to provide live streaming and short video production services on certain e-commerce and social media platforms in the PRC to Guangzhou Bossini, Guangzhou Fubaolong and Shenzhen Bossini Trading. For further details, please refer to the section headed "Online Services Cooperation Agreements – Live Streaming Cooperation Agreement" below.

## **IMPLICATION OF THE LISTING RULES**

Viva Sports, Viva Shoes and Viva Technology are subsidiaries of Viva Goods, the indirect controlling shareholder of the Company. Accordingly, each of Viva Sports, Viva Shoes and Viva Technology is a connected person of the Company and the transactions contemplated under each of the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement, the E-Commerce Cooperation Agreement and the Live Streaming Cooperation Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the Online Services Cooperation Agreements are entered into between the Group and the Viva Group in respect of services relating to e-commerce, the transactions contemplated under the Online Services Cooperation Agreements are aggregated under the Listing Rules.

Since one or more of the applicable percentage ratios in respect of each of the transactions under the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement and the Online Services Cooperation Agreements exceed 0.1% but do not exceed 5%, the continuing connected transactions under the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement and the Online Services Cooperation Agreements are subject to reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

**SPORTSWEAR SPONSORSHIP COOPERATION AGREEMENT**

On 14 November 2023 (after trading hours), Shenzhen Bossini and Viva Sports entered into the Sportswear Sponsorship Cooperation Agreement for a term commencing from 1 January 2024 to 31 December 2025, pursuant to which Shenzhen Bossini has agreed to cooperate with Viva Sports to sponsor the Sports Team.

**Terms of the Sportswear Sponsorship Cooperation Agreement**

**Date:** 14 November 2023

**Parties:** Shenzhen Bossini, a wholly-owned subsidiary of the Company

Viva Sports, a wholly-owned subsidiary of Viva Goods

**Effective Period:** For a term commencing from 1 January 2024 and ending on 31 December 2025.

**Principal Terms:** Viva Sports has entered into a master agreement with the Association pursuant to which Viva Sports shall sponsor or arrange a designated sponsor for the Sports Team.

Pursuant to the Sportswear Sponsorship Cooperation Agreement, Shenzhen Bossini has agreed to cooperate with Viva Sports to sponsor the Sports Team.

During the effective period of the Sportswear Sponsorship Cooperation Agreement, Shenzhen Bossini shall be the sponsor of the Sports Team. Pursuant to the Sportswear Sponsorship Cooperation Agreement, among other things, Shenzhen Bossini shall have the exclusive rights to use the photos, videos and images of the sportsmen of the Sports Team which the sportsmen have worn the clothes of “bossini” or “bossini.X” in trainings, competitions and other public events. “bossini” or “bossini.X” will be presented as the sponsor of the Sports Team at the relevant sports competitions. Shenzhen Bossini shall also have the rights to request the sportsmen of the Sports Team to attend advertising shooting and products promotion activities. If permitted, Shenzhen Bossini can also display its designated logo on the sports gears of the Sports Team. Shenzhen Bossini shall have the franchise rights to design, manufacture and sell training and competition clothing of the Sports Team.

Pursuant to the Sportswear Sponsorship Cooperation Agreement, Shenzhen Bossini shall (i) pay an annual cooperation fee of RMB4 million; (ii) supply sportswear to the Sports Team with an aggregate amount of RMB3.2 million per year; (iii) supply sports gear to the Sports Team; (iv) share 5% of the revenue for sale of franchised products of the Sports Team with the Association; and (v) provide rewards of not more than RMB1 million if the Sports Team is awarded medals in an international sporting event. The fees payable under the Sportswear Sponsorship Cooperation Agreement will be satisfied by the internal resources of the Group.

The terms of the Sportswear Sponsorship Cooperation Agreement (including the fees payable) were based on the master agreement entered into between Viva Sports and the Association, which is an independent third party to Viva Goods and the Company. The Board considers the terms of the Sportswear Sponsorship Cooperation Agreement (including the fees payable) were fair and reasonable for the reasons set out in the paragraphs headed “Reasons and benefits of the transactions” below.

#### **Annual caps and basis of determination**

The table below sets out the annual cap for the fees and value of the sportswear and gears provided by Shenzhen Bossini contemplated under the Sportswear Sponsorship Cooperation Agreement:

<i>In RMB</i>	<b>For the year ending 31 December</b>	
	<b>2024</b>	<b>2025</b>
Annual caps	10 million	10 million

The annual cap is determined with reference to (i) the amounts payable and value of products to be supplied by Viva Sports to the Association; (ii) the historical transaction amount under the Existing Sportswear Sponsorship Cooperation Agreement; and (iii) the expected sales of the franchised products.

The historical transaction amounts between Shenzhen Bossini and Viva Sports for the two financial years ended 31 December 2022 and the nine months ended 30 September 2023 under the Existing Sportswear Sponsorship Cooperation Agreement were as follows:

<i>In RMB</i>	<b>For the financial year ended</b>		<b>For the nine months</b>
	<b>31 December</b>		<b>ended 30 September</b>
	<b>2021</b>	<b>2022</b>	<b>2023</b>
Annual caps	20 million	20 million	20 million
Actual fees	3.8 million	4.2 million	5.8 million

### **Reasons and benefits of the transactions**

The “bossini” brand has been repositioned from a lower end fast fashion brand to a leisure brand bearing sports vitality. Since the sponsorship of the Sports Team in 2021, it helped raising the customers’ awareness on the repositioning of the “bossini” brand as a brand bearing sports vitality and reinforcing such brand image. Viva Sports is a wholly-owned subsidiary of Viva Goods, which is principally engaged in sports talent management, competition and event production and management, and sports-related marketing and consultancy service. Viva Sports has an established relationship with different sports associations and teams in the PRC. The execution of the Sportswear Sponsorship Cooperation Agreement offers the Group with an opportunity to provide sponsorship to the Sports Team which is beneficial to the Group in promoting its brand image.

### **PURCHASE AGREEMENT**

On 14 November 2023 (after trading hours), Guangzhou Fubaolong and Viva Shoes entered into the Purchase Agreement for a term from the date of the Purchase Agreement to 31 December 2025, pursuant to which Guangzhou Fubaolong may purchase the Products from Viva Shoes.

#### **Terms of the Purchase Agreement**

<b>Date:</b>	14 November 2023
<b>Parties:</b>	Guangzhou Fubaolong, a wholly-owned subsidiary of the Company  Viva Shoes, a non wholly-owned subsidiary of Viva Goods
<b>Effective Period:</b>	For a term commencing from the date of the Purchase Agreement and ending on 31 December 2025.

**Principal terms:** Pursuant to the Purchase Agreement, Guangzhou Fubaolong may purchase the Products from Viva Shoes. Guangzhou Fubaolong will provide the design of the Products specifying the type of materials to be used before requesting Viva Shoes to provide quotations for the production of the Products. The fees payable will be satisfied by the internal resources of the Group.

**Payment terms:** Guangzhou Fubaolong shall pay within 30 days after it has checked the quality of the Products for the relevant order

**Price and Pricing Policy:** The prices for the Products are determined by reference to (i) the prevailing market prices of the raw materials and accessories used in the Products, the labour costs, the order size, the complexity of the design of the Products and prevailing market demand; and (ii) the prevailing market price of similar products and order size taking into consideration of the workmanship and quality of such products, and on similar terms of payment and delivery offered by suppliers, being independent third parties, to the Guangzhou Fubaolong.

To ensure that the terms of purchase offered by Viva Shoes are no less favourable to the Group than those available from independent third parties, the Company will obtain quotations of similar products and order size taking into consideration of the workmanship and quality of such products, and on similar payment and delivery terms from at least two suppliers which are independent third parties in order to ascertain the prevailing market price mentioned in (ii) above.

When entering individual contracts as contemplated under the Purchase Agreement with Viva Shoes, the product department of the Company will conduct the independent third-party quotations comparison procedure as described in the paragraph above to ensure that the price and terms of each contract, taken as a whole, offered by Viva Shoes are no less favourable to the Company than those offered by independent third parties.

Upon delivery of the Products, the quality control department of the Company will also conduct checks to review and assess whether the Products have been supplied in accordance with the terms of each contract and in accordance with the pricing policy described above.

## Annual caps and basis of determination

The table below sets out the annual cap for the fees payable by Guangzhou Fubaolong contemplated under the Purchase Agreement:

<i>In RMB</i>	<b>For the year ending 31 December</b>		
	<b>2023</b>	<b>2024</b>	<b>2025</b>
Annual caps	5 million	5 million	5 million

The annual caps have been determined with reference to (i) the historical transaction amounts of purchases from Viva Shoes; and (ii) the anticipated sales volume of the Group for the three financial years ending 31 December 2025.

The historical transaction amounts between Guangzhou Fubaolong and Viva Shoes for the two financial years ended 31 December 2022 and the nine months ended 30 September 2023 were as follows:

<i>In RMB</i>	<b>For the financial year ended</b>		<b>For the nine months</b>
	<b>31 December</b>	<b>2022</b>	<b>ended 30 September</b>
	<b>2021</b>		<b>2023</b>
Actual purchase	0.6 million	0.7 million	2.1 million

## Reasons and benefits of the transactions

The Group is principally engaged in retailing and distribution of garments. Viva Shoes is a non wholly-owned subsidiary of Viva Goods, which principally engaged in manufacturing footwear. The Group has made orders for footwear from Viva Shoes from time to time. Viva Shoes has been a reliable supplier of the Products to the Group to meet its business needs. The Directors consider that the transactions with Viva Shoes is in the interest of the Group, as it would be able to provide secure reliable delivery of quality Products to the Group at prices and terms, considered as a whole, not less favourable than that offered by independent third party suppliers.

## ONLINE SERVICES COOPERATION AGREEMENTS

### E-Commerce Cooperation Agreement

On 14 November 2023 (after trading hours), Guangzhou Bossini and Viva Technology entered into the E-Commerce Cooperation Agreement for a term from 1 January 2024 to 31 December 2024, pursuant to which Viva Technology has agreed to manage bossini's online shops at various e-commerce platforms in the PRC and Guangzhou Bossini has agreed to allow Viva Technology to use certain "bossini", "bossini.X" and "bossini.X KIDS" trademarks for provision of services under the E-Commerce Cooperation Agreement.

**Terms of the E-Commerce Cooperation Agreement**

**Date:** 14 November 2023

**Parties:** Guangzhou Bossini, a wholly-owned subsidiary of the Company

Viva Technology, a wholly-owned subsidiary of Viva Goods

**Effective Period:** For a term commencing from 1 January 2024 and ending on 31 December 2024.

**Principal terms:** Guangzhou Bossini has agreed to allow Viva Technology to use certain “bossini”, “bossini.X” and “bossini.X KIDS” trademarks and Viva Technology has agreed to manage bossini’s online shops at various e-commerce platforms in the Mainland China, including product listing, online platform designs, marketing, data processing, order management and after-sales services.

Viva Technology shall be entitled to receive service fee of 8 % of the Gross Merchandise Volume, which shall be subject to the annual caps set out in the section headed “annual caps and basis of determination” below. Viva Technology shall provide monthly statement to Guangzhou Bossini on or before the 10th day of the following month and Guangzhou Bossini shall check the statement within 5 days. Viva Technology shall provide invoice to Guangzhou Bossini on or before the 20th day of the following month and Guangzhou Bossini shall settle the invoice within 5 business days.

The service fee percentage was determined on arm-length negotiations between Guangzhou Bossini and Viva Technology with reference to the services to be provided by Viva Technology under the E-Commerce Cooperation Agreement, the historical service fees under the Existing E-Commerce Cooperation Agreement and prevailing fees for similar services provided by other services providers which are over 8%. The service fees will be satisfied by the internal resources of the Group.

**Live Streaming Cooperation Agreement**

On 14 November 2023 (after trading hours), Guangzhou Bossini, Guangzhou Fubaolong and Shenzhen Bossini Trading and Viva Technology entered into the Live Streaming Cooperation Agreement for a term from 1 January 2024 to 31 December 2024, pursuant to which Viva Technology has agreed to provide live streaming and short video production services on certain e-commerce and social media platforms in the PRC to Guangzhou Bossini, Guangzhou Fubaolong and Shenzhen Bossini Trading.

**Terms of the Live Streaming Cooperation Agreement**

- Date:** 14 November 2023
- Parties:**
  - Guangzhou Bossini, a wholly-owned subsidiary of the Company
  - Shenzhen Bossini Trading, a wholly-owned subsidiary of the Company
  - Guangzhou Fubaolong, a wholly-owned subsidiary of the Company
  - Viva Technology, a wholly-owned subsidiary of Viva Goods
- Effective Period:** For a term commencing from 1 January 2024 and ending on 31 December 2024.
- Principal terms:** Guangzhou Bossini, Shenzhen Bossini Trading and Guangzhou Fubaolong have agreed to engage Viva Technology to provide live streaming and short videos production services for certain e-commerce and social media platforms in the PRC. Viva Technology shall be responsible for project planning, liaising with the e-commerce and social media platforms, operation and management of the live streaming booths and assisting the Group to identify its target customers for marketing campaigns.

A summary of the fees charged by Viva Technology is set out below:

	Live streaming	Renovation and provision of equipment for live streaming booth	Short video production	Short video promotion
Category A e-commerce/ social media platforms (currently covers JD.com, Kuaishou and TikTok)	A fixed service fee of RMB40,000 per month per each live streaming booth (inclusive of tax)	One-off fee of RMB60,000 per each live streaming booth (inclusive of tax)	For each campaign for initiating customer's interests in a product/ brand: RMB1,000 per video (inclusive of tax)	RMB2,000 per month (inclusive of tax)
Category B e-commerce/ social media platforms (currently covers TMall, Taobao and Xiaohongshu)	RMB400 per hour (inclusive of tax)		For each product: RMB800 per video (inclusive of tax) With a minimum number of 10 videos per month for each production above.	

Viva Technology shall provide a monthly statement to Guangzhou Bossini, Shenzhen Bossini Trading and Guangzhou Fubaolong on or before the 15th day of the following month after the services being provided and Guangzhou Bossini, Shenzhen Bossini Trading and Guangzhou Fubaolong shall confirm and pay Viva Technology on or before the 20th day of the relevant month.

The fees were determined on arm-length negotiation between Guangzhou Bossini, Shenzhen Bossini Trading, Guangzhou Fubaolong and Viva Technology with reference to the services to be provided by Viva Technology under the Live Streaming Cooperation Agreement and the E-Commerce Cooperation Agreement, the historical fees charged under the Existing Live Streaming Cooperation Agreement and prevailing market rates for similar services provided by other services providers which are less competitive than the fees charged by the Viva Technology. The service fees will be satisfied by the internal resources of the Group.

### **Annual caps and basis of determination**

As the Online Services Cooperation Agreements are entered into between the Group and the Viva Group in respect of services relating to e-commerce, the transactions contemplated under the Online Services Cooperation Agreements are aggregated under the Listing Rules.

The annual cap for the service fees payable by Guangzhou Bossini, Shenzhen Bossini Trading and Guangzhou Fubaolong to Viva Technology contemplated under the Online Services Cooperation Agreements shall be RMB6 million.

The annual cap has been determined with reference to (i) the estimated transaction value through various online platforms in the PRC; (ii) the Company's ongoing strategy to utilise internet technologies and online platforms to expand in the PRC market; and (iii) the services fees paid to Viva Technology under the Existing E-Commerce Cooperation Agreement and the Existing Live Streaming Cooperation Agreement.

The historical transaction amounts between (i) Guangzhou Bossini, Shenzhen Bossini Trading and Guangzhou Fubaolong; and (ii) Viva Technology for the two financial years ended 31 December 2022 and the nine months ended 30 September 2023 under the Existing E-Commerce Cooperation Agreement and the Existing Live Streaming Cooperation Agreement were as follows:

	<b>For the financial year ended 31 December</b>		<b>For the nine months ended 30 September</b>
	<b>2021</b>	<b>2022</b>	<b>2023</b>
Annual caps	12 million	26 million	29.5 million
Actual service fees	2.4 million	5.3 million	1.9 million

## **Reasons and benefits of the transactions**

Viva Technology is a wholly-owned subsidiary of Viva Goods, which is principally engaged in providing online e-commerce solutions in the PRC, including marketing, customer and logistics services. Viva Technology has a management team with extensive experience in managing e-commerce businesses in the PRC and has been building a network and relationship with online sale platforms in the PRC. After entering into the Existing E-Commerce Cooperation Agreement, Viva Technology has helped the Group to set up more than 10 stores on various online sale platforms in the PRC. As Viva Technology is familiar with the operation of the Group's online stores and the marketing strategies of the Group, the execution of the Online Services Cooperation Agreements will enable the Group to save costs in managing its e-commerce business, expand its online distribution networks in the PRC and further enhance the sales of the online stores of Bossini.

## **INTERNAL CONTROL**

In order to ensure that the Company complies with the terms of the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement and the Online Services Cooperation Agreements, the Company has adopted a series of internal control policies in its daily operations.

These internal control policies are implemented and monitored by the Company's finance department, product department, independent non-executive Directors and external auditors:

- (1) the Company's finance department conducts regular monitoring of connected transactions, the results of which together with the external auditor's report are then submitted to the audit committee and independent non-executive Directors for review. The Company's finance department and the product department supervise connected transactions and ensures that these transactions are carried out in the following ways: (a) in respect of the Purchase Agreement, the price of the Products is determined in accordance with the relevant pricing principles; and (b) the continuing connected transactions contemplated under the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement and the Online Services Cooperation Agreements are conducted in accordance with the terms of the relevant agreements, and that the terms are fair and reasonable and are in the interests of the Company and its Shareholders as a whole;
- (2) the independent non-executive Directors have reviewed and will continue to review the continuing connected transactions and confirm in the annual report whether: these transactions are concluded on normal or better commercial terms; in accordance with the relevant agreements, and that the terms are fair and reasonable and are in the interests of the Company and its Shareholders as a whole; and

- (3) the Company’s external auditors will also conduct annual reviews on the continuing connected transactions including reviews of the total amount of accumulated transactions and annual caps, and make corresponding confirmations in the Company’s annual report.

The Board believes that the above internal control procedures can ensure that the transactions under the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement and the Online Services Cooperation Agreements will be implemented on normal or better commercial terms and will not harm the interests of the Company and its Shareholders.

## **INFORMATION OF THE PARTIES TO THE AGREEMENTS**

The Company and its subsidiaries are principally engaged in the retailing and distribution of garments bearing the Group’s designated brand names including “bossini”, “bossini.X” and “bossini.X KIDS”. As at the date of this announcement, the Company is owned as to approximately 62.91% by Dragon Leap Consumables Limited (which is in turn indirectly wholly-owned by Viva Goods) and is an indirect non-wholly owned subsidiary of Viva Goods.

Shenzhen Bossini, a wholly-owned subsidiary of the Company, is principally engaged in retailing and distribution of garments.

Shenzhen Bossini Trading, a wholly-owned subsidiary of the Company, is principally engaged in retailing and distribution of garments in the PRC.

Guangzhou Bossini, a wholly-owned subsidiary of the Company, is principally engaged in retailing and distribution of garments in the PRC.

Guangzhou Fubaolong, a wholly-owned subsidiary of the Company, is principally engaged in retailing and distribution of garments in the PRC.

Viva Sports, a wholly-owned subsidiary of Viva Goods, is principally engaged in sports talent management, competition and event production and management, and sports-related marketing and consultancy service.

Viva Shoes, a non wholly-owned subsidiary of Viva Goods, is principally engaged in manufacturing footwear.

Viva Technology, a wholly-owned subsidiary of Viva Goods, is principally engaged in providing online e-commerce solutions in the PRC, including marketing, customer and logistics services.

Viva Goods and its subsidiaries are principally engaged in the operation of “multi-brands apparels and footwear” business. It also engages in the “sports experience” business, including the operation, service provision and investment of sports destinations, sports competitions and events as well as an e-sports club.

## **IMPLICATIONS OF THE LISTING RULES**

Viva Sports, Viva Shoes and Viva Technology are subsidiaries of Viva Goods, the indirect controlling shareholder of the Company. Accordingly, each of Viva Sports, Viva Shoes and Viva Technology is a connected person of the Company and the transactions contemplated under each of the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement, the E-Commerce Cooperation Agreement and the Live Streaming Cooperation Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As the Online Services Cooperation Agreements are entered into between the Group and the Viva Group in respect of services relating to e-commerce, the transactions contemplated under the Online Services Cooperation Agreements are aggregated under the Listing Rules.

Since one or more of the applicable percentage ratios in respect of each of the transactions under the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement and the Online Services Cooperation Agreements exceed 0.1% but do not exceed 5%, the continuing connected transactions under the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement and the Online Services Cooperation Agreements are subject to reporting and announcement requirements but exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

In view of the reasons and benefits set out in the paragraphs headed "Sportswear Sponsorship Cooperation Agreement – Reasons and benefits of the transactions", "Purchase Agreement – Reasons and benefits of the transactions" and "Online Services Cooperation Agreements – Reasons and benefits of the transactions", the Directors (including the independent non-executive Directors) are of the view that as far as the independent Shareholders are concerned, the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement, the Online Services Cooperation Agreements and the transactions contemplated thereunder (together with the annual caps) have been entered into in the ordinary course of business of the Company, and on normal commercial terms after arm's length negotiations between the parties, and the terms of the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement, the Online Services Cooperation Agreements and the transactions contemplated thereunder (together with the annual caps) are fair and reasonable and in the best interests of the Company and its Shareholders as a whole.

As Mr. Cheung Chi is a director of Viva Sports, he has abstained from voting on the Board resolution approving the Sportswear Sponsorship Cooperation Agreement and the continuing connected transactions contemplated thereunder. As Mr. Zhao Jianguo is a director of Viva Technology, he has abstained from voting on the Board resolution approving the Online Services Cooperation Agreement. Save as aforementioned, as no Director is considered by the Board to have a material interest in the Sportswear Sponsorship Cooperation Agreement, the Purchase Agreement, the Online Services Cooperation Agreements and the continuing connected transactions contemplated thereunder, none of the Directors have abstained from voting on the relevant Board resolutions.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Association”	a sport association in the PRC;
“Board”	the board of Directors;
“Company”	Bossini International Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 592);
“connected person(s)”	has the meaning as given in the Listing Rules;
“controlling shareholder”	has the meaning as given in the Listing Rules;
“Director(s)”	the director(s) of the Company;
“E-Commerce Cooperation Agreement”	the e-commerce cooperation agreement dated 14 November 2023 entered into between Guangzhou Bossini and Viva Technology;
“Existing E-Commerce Cooperation Agreement”	the e-commerce cooperation agreement dated 28 April 2021 entered into between Guangzhou Bossini and Viva Technology;
“Existing Live Streaming Cooperation Agreement”	the live streaming cooperation agreement dated 18 March 2022 entered into between Guangzhou Bossini, Shenzhen Bossini Trading, Guangzhou Fubaolong and Viva Technology;

“Existing Sportswear Sponsorship Cooperation Agreement”	the sportswear sponsorship cooperation agreement dated 7 September 2021 entered into between Shenzhen Bossini and Viva Sports;
“Gross Merchandise Volume”	the sum of the total value of the products sold from the e-commerce business and the total value of products to be delivered in the month minus the total value of products returned in the same month;
“Group”	the Company and its subsidiaries;
“Guangzhou Bossini”	廣州市堡獅龍實業有限公司, a company established in the PRC, a wholly-owned subsidiary of the Company;
“Guangzhou Fubaolong”	廣州富葆龍貿易有限公司, a company established in the PRC, a wholly-owned subsidiary of the Company;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Live Streaming Cooperation Agreement”	the live streaming cooperation agreement dated 14 November 2023 entered into between Guangzhou Bossini, Shenzhen Bossini Trading, Guangzhou Fubaolong and Viva Technology;
“Online Services Cooperation Agreements”	the E-Commerce Cooperation Agreement and the Live Streaming Cooperation Agreement;
“percentage ratio(s)”	has the meaning as given in the Listing Rules;
“PRC”	the People’s Republic of China, which for the purpose of this announcement only, excludes Hong Kong, Macau and Taiwan;
“Products”	adult and children shoes;

“Purchase Agreement”	the purchase agreement dated 14 November 2023 entered into between Guangzhou Fubaolong and Viva Shoes;
“RMB”	Renminbi, the lawful currency of the PRC;
“Shares”	the ordinary shares of the Company;
“Shareholders”	holders of the Shares;
“Shenzhen Bossini”	深茂景貿易(深圳)有限公司, a company established in the PRC, a wholly-owned subsidiary of the Company;
“Shenzhen Bossini Trading”	深圳市堡獅龍貿易有限公司, a company established in the PRC, a wholly-owned subsidiary of the Company;
“Sports Team”	a sports team in PRC;
“Sportswear Sponsorship Cooperation Agreement”	the sportswear sponsorship cooperation agreement dated 14 November 2023 entered into between Shenzhen Bossini and Viva Sports;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning as given in the Listing Rules;
“Viva Goods”	Viva Goods Company Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 933) and the indirect controlling shareholder of the Company;
“Viva Group”	Viva Goods and its subsidiaries from time to time;
“Viva Shoes”	來賓寧聚力鞋業有限公司, a company established in the PRC, a non wholly-owned subsidiary of Viva Goods;
“Viva Sports”	非凡領越體育發展(北京)有限公司, a company established in the PRC, a wholly-owned subsidiary of Viva Goods;

“Viva Technology”

非系網絡科技（上海）有限公司，a company established in the PRC, a wholly-owned subsidiary of Viva Goods; and

“%”

percent.

By Order of the Board of  
**Bossini International Holdings Limited**  
**Mr. ZHAO Jianguo**  
*Chairman and Executive Director*

Hong Kong SAR, 14 November 2023

*As at the date of this announcement, the Board comprises three executive directors, namely Mr. ZHAO Jianguo (Chairman), Mr. CHEUNG Chi (Chief Executive Officer) and Ms. YU Xin, one non-executive director, namely 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.*