

**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 obtain independent professional advice or 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 Cosmo Lady (China) Holdings Company Limited, you should at once hand this circular and the accompanying form of proxy and, if applicable, the annual report to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**Cosmo Lady (China) Holdings Company Limited**  
**都市麗人(中國)控股有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 2298)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
DECLARATION OF FINAL DIVIDEND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting of Cosmo Lady (China) Holdings Company Limited to be held at Magnolia & Camomile Room, Lower Lever II, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, April 30, 2015 at 2:00 pm is set out on pages 13–17 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

March 27, 2015

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## DEFINITIONS

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

“Annual General Meeting”	annual general meeting of the Company to be held at Magnolia & Camomile Room, Lower Lever II, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, April 30, 2015 at 2:00 pm, notice of which is set out on pages 13–17 of this circular, and any adjournment thereof
“Articles”	the articles of association of the Company currently in force
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	board of Directors
“Company”	Cosmo Lady (China) Holdings Company Limited (都市麗人(中國)控股有限公司), a company incorporated in the Cayman Island with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“Controlling Shareholders”	has the meaning ascribed thereto in the Listing Rules and, unless the context otherwise requires, refers to Mr. Zheng Yaonan, Mr. Zhang Shengfeng, Mr. Lin Zonghong, Mr. Cheng Zuming, Great Brilliant Investment Holdings Limited, Forever Flourish International Holdings Limited, Forever Shine Holdings Limited, Mountain Dragon Investment Limited and Harmonious Composition Investment Holdings Limited
“Director(s)”	director(s) of the Company
“Group”	Company and its subsidiaries
“HK\$” and “HK cents”	Hong Kong dollar and cents respectively, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	March 24, 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular

## DEFINITIONS

“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Notice”	notice of the Annual General Meeting set out on pages 13–17 of this circular
“Proposed Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Proposed Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Proposed General Mandate
“Proposed General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue or otherwise deal with new Shares for up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Proposed Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution at the Annual General Meeting
“Share(s)”	share(s) of US\$0.01 each in the share capital of the Company
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended or supplemented from time to time
“Shareholder(s)”	holder(s) of Share(s) in issue
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers approved by the Securities and Futures Commission of Hong Kong as amended from time to time
“%”	per cent



**Cosmo Lady (China) Holdings Company Limited**  
**都市麗人(中國)控股有限公司**  
*(Incorporated in Cayman Islands with limited liability)*  
**(Stock Code: 2298)**

*Executive Directors:*

Mr. ZHENG Yaonan (*Chairman and  
Chief Executive Officer*)  
Mr. ZHANG Shengfeng (*Deputy Chairman*)  
Mr. LIN Zonghong (*Deputy Chairman*)  
Mr. CHENG Zuming  
Ms. WU Xiaoli

*Non-executive Director:*

Mr. WEN Baoma

*Independent Non-executive Directors:*

Mr. YAU Chi Ming  
Dr. DAI Yiyi  
Mr. CHEN Zhigang

*Registered Office:*

Appleby Trust (Cayman) Ltd.  
Clifton House  
75 Fort Street, P.O. Box 1350  
Grand Cayman, KY-1108  
Cayman Islands

*Principal Place of Business  
in Hong Kong:*

Suite 2012, 20/F, Tower 1  
Times Square  
1 Matheson Street  
Causeway Bay  
Hong Kong

March 27, 2015

*To Shareholders*

Dear Sirs or Madams

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES  
AND TO REPURCHASE SHARES  
DECLARATION OF FINAL DIVIDEND  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purposes of this circular are to give you notice of the Annual General Meeting, and information on certain matters to be dealt with at the Annual General Meeting, which include: (i) grant of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate; (ii) payment of final dividend; (iii) re-election of Directors; and (iv) the Notice.

## LETTER FROM THE BOARD

### GENERAL MANDATE TO ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Proposed General Mandate to the Directors to exercise all powers of the Company to allot, issue and deal with new Shares in the share capital of the Company up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,906,457,000 Shares. On the basis that no further Shares are issued or repurchased before the Annual General Meeting, the maximum number of Shares that can be allotted and issued by the Company under the Proposed General Mandate is 381,291,400 Shares.

### GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to approve the grant of the Proposed Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,906,457,000 Shares. On the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 190,645,700 Shares which are fully paid-up.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### PROPOSED EXTENSION MANDATE

In addition, subject to approval of the ordinary resolutions in relation to the Proposed General Mandate and the Proposed Repurchase Mandate, an ordinary resolution will be proposed to grant the Proposed Extension Mandate to the Directors to the effect that the number of Shares repurchased by the Company under the Proposed Repurchase Mandate will also be added to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted under the Proposed General Mandate.

### FINAL DIVIDEND

The Board has recommended a final dividend of HK 10 cents per Share. Subject to the Shareholders' approval of the proposed final dividend at the Annual General Meeting, the final dividend will be payable on or about Friday, May 22, 2015 to the Shareholders whose names appear on the register of members of the Company on Monday, May 11, 2015. For the purpose of ascertaining Shareholder's entitlement for the final dividend, the register of members of the Company will be closed from Friday, May 8, 2015 to Monday, May 11, 2015, both days inclusive. In order to qualify for the said dividend, all properly

## LETTER FROM THE BOARD

completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited for registration no later than 4:30 p.m. on Thursday, May 7, 2015.

### RE-ELECTION OF RETIRING DIRECTORS

According to Article 108 of the Articles, at each annual general meeting one-third of the Directors shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Zhang Shengfeng, Mr. Lin Zonghong and Mr. Wen Baoma will retire by rotation at the Annual General Meeting and, being eligible, will offer themselves for re-election.

Information of the retiring Directors proposed to be re-elected at the Annual General Meeting is set out in Appendix II to this circular.

Under resolution numbered 3 in the Notice, the re-election of the retiring Directors will be individually voted on by Shareholders.

### ANNUAL GENERAL MEETING

The Notice convening the Annual General Meeting is set out on pages 13–17 of this circular.

The record date for determining Shareholders' right to attend and vote at the Annual General Meeting is Thursday, April 30, 2015. Shareholders whose names appear on the register of members of the Company on this record date will be entitled to attend and vote at the Annual General Meeting. For determining Shareholders' eligibility to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, April 28, 2015 to Thursday, April 30, 2015, both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited for registration no later than 4:30 p.m. on Monday, April 27, 2015.

There is enclosed a form of proxy for use at the Annual General Meeting. A Shareholder entitled to attend and vote at the Annual General Meeting may appoint one or, if he holds two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a Shareholder of the Company. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete and return the enclosed form of proxy to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. 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 adjournment thereof should you so wish.

## LETTER FROM THE BOARD

### VOTING BY WAY OF POLL

Pursuant to Article 72 of the Articles, a resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded or otherwise required under the Listing Rules. A poll may be demanded by:

- (a) the chairman of the meeting; or
- (b) at least 2 Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (d) any Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, the chairman of the meeting will demand a poll for every resolution put to the vote at the Annual General Meeting except where the chairman in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. To the best of the knowledge, information and belief of the Directors, none of the Shareholders is required to abstain from voting on any of the resolutions to be proposed at the Annual General Meeting. The Company will announce the results of the poll after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the grant to the Directors of the Proposed General Mandate, the Proposed Repurchase Mandate and the Proposed Extension Mandate, the payment of the final dividend and the re-election of the retiring Directors, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all these resolutions to be proposed at the Annual General Meeting.

Yours faithfully  
By order of the Board  
**Cosmo Lady (China) Holdings Company Limited**  
**ZHENG Yaonan**  
*Chairman*



This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to the Shareholders for their consideration of the Proposed Repurchase Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,906,457,000 Shares which are fully paid. Subject to the passing of resolution numbered 7 regarding the Proposed Repurchase Mandate as set out in the Notice and on the basis that no further Shares will be issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Proposed Repurchase Mandate to repurchase a maximum of 190,645,700 Shares until (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws to be held; or (iii) the revocation or variation by an ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

## **2. REASONS FOR REPURCHASE**

A repurchase of Shares 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 and will only be made when the Directors believe that such repurchase will be to the benefit of the Company and its Shareholders as a whole.

## **3. FUNDING OF REPURCHASES**

The Directors propose that repurchases of Shares under the Proposed Repurchase Mandate will be financed from the Company's distributable profits and/or available cash flow. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles and the laws of Cayman Islands.

It is envisaged that if the Proposed Repurchase Mandate is exercised in full, there might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position disclosed in the audited financial statements for the year ended December 31, 2014 (being the date to which the latest published audited financial statements of the Company have been made up). However, the Directors do not propose to exercise the Proposed Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing level which in the opinion of the Directors are from time to time appropriate for the Company.

## **4. DISCLOSURE OF INTERESTS**

None of the Directors or (to the best of the knowledge of the Directors having made all reasonable enquiries) any of their close associates (as defined under the Listing Rules) have a present intention, in the event that the Proposed Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

No core connected person (as defined under the Listing Rules) of the Company has notified the Company of any present intention to sell Shares to the Company and no such person has undertaken not to sell any Shares to the Company in the event that the Proposed Repurchase Mandate is exercised.

## 5. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, in the event that the Proposed Repurchase Mandate is exercised, they will exercise the power of the Company to make purchases pursuant to the Proposed Repurchase Mandate in accordance with the Listing Rules, the Articles and the applicable laws of Cayman Islands.

## 6. SHARE PRICE

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each month since June 26, 2014 (the listing date of the Company) up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2014</b>		
June	3.58	3.50
July	3.62	3.31
August	4.69	3.50
September	4.67	4.19
October	5.15	4.29
November	5.14	4.71
December	5.68	4.83
<b>2015</b>		
January	5.33	4.98
February	5.29	4.90
March (up to the Latest Practicable Date)	5.54	5.11

## 7. TAKEOVERS CODE

If, as a result of a share buy-back by the Company, 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 the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the Controlling Shareholders, acting in concert and together held 1,242,150,000 Shares, representing approximately 65.16% of the total issued share capital of the Company. Based on the said interest of the Controlling Shareholders as at the Latest Practicable Date, in the event that the Directors exercise in full their power under the Proposed Repurchase Mandate to repurchase Shares, the interest of the Controlling Shareholders in the issued share capital of the Company will be increased to approximately 72.39%. The Directors are not aware of any consequences which would give rise to an obligation on the part of the Controlling Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no present intention to exercise the Proposed Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below 25%, the prescribed minimum percentage required by the Stock Exchange.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

No purchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) in the six months prior to the Latest Practicable Date.

The following are the information of Mr. Zhang Shengfeng, Mr. Lin Zonghong and Mr. Wen Baoma, all of whom will retire at the Annual General Meeting in accordance with the Articles and, being eligible, will offer themselves for re-election.

#### The information of the retiring Directors

**Mr. ZHANG Shengfeng (張盛鋒)**, aged 46, was appointed as the executive Director, deputy Chairman of the Board and vice president on January 30, 2014 and is a member of the Company's remuneration committee. He also holds positions as the executive director and concurrently as the general manager in a number of the Company's subsidiaries. Mr. Zhang was a co-founder of Cosmo Lady GuangDong Holdings Limited (廣東都市麗人實業有限公司) ("**Cosmo Lady Guangdong**"), established in September 2009, where he had served as a deputy chairman since then until July 2013, and has thereafter held the positions of executive director and vice president. Previously, Mr. Zhang served as a director at Shenzhen City Beauty Fashion Co., Ltd. (深圳市都市麗人風內衣有限公司), an intimate wear company, from March 2006 to August 2009. Mr. Zhang is primarily responsible for the design, research and development and procurement of the Group.

Mr. Zhang has been a deputy chairman of Dongguan Fenggang Association of Enterprises with Foreign Investment (東莞市鳳崗外商投資協會) and a deputy chairman of Shenzhen Underwear Association (深圳市內衣協會) since September 2011 and August 2012, respectively.

Mr. Zhang is currently studying for an executive master of business administration degree at the School of Management of Xiamen University (廈門大學), Xiamen, Fujian Province and is also a participant of the EMBA Programme at Cheung Kong Graduate School of Business (長江商學院), Beijing branch. Mr. Zhang has obtained a college degree in industrial electric automation from Guangdong College of Engineering (廣東工學院), which was combined with the other two colleges and now known as Guangdong University of Technology (廣東工業大學), Guangzhou, Guangdong Province in July 1990.

As at the Latest Practicable Date, Mr. Zhang, acting in concert with the other Controlling Shareholders, is deemed by Part XV of the SFO to be interested in 1,242,150,000 Shares, representing approximately 65.16% of the total issued share capital of the Company.

Mr. Zhang has a service contract with the Company regarding his appointment as executive Director commencing on January 30, 2014 for a term of three years. According to the service contract of Mr. Zhang, he is entitled to an annual director's fee of HK\$580,000 for the 2014 financial year and his annual director's fee for subsequent financial years is subject to annual review based on prevailing market practice, the Company's remuneration policy and Mr. Zhang's responsibilities with the Group. Mr. Zhang is also entitled to a discretionary bonus based on the above-mentioned factors.

Mr. Zhang did not hold any directorship in any listed companies during the past three years. Save for the information disclosed above, there is no information of Mr. Zhang which is discloseable pursuant to any of the requirements under Rules 13.51(2)(a) to (v) of the Listing Rules and there are no other matters concerning Mr. Zhang that need to be brought to the attention of the Shareholders.

**Mr. LIN Zonghong (林宗宏)**, aged 46, was appointed as the executive Director, deputy Chairman of the Board and vice president on January 30, 2014. He also holds positions as the executive director and concurrently as the general manager in a number of the Company's subsidiaries. Mr. Lin is also the supervisor of Fanxue Fashion (Zhengzhou) Co., Ltd. (鄭州市凡雪服裝有限公司), a wholly-owned subsidiary of the Company. Mr. Lin was a co-founder of Cosmo Lady Guangdong, established in September 2009, where he had served as a deputy chairman since then until July 2013, and has thereafter held the positions of executive director and vice president. Prior to that, Mr. Lin served as a director at Shenzhen City Beauty Fashion Co., Ltd. (深圳市都市麗人風內衣有限公司), an intimate wear company, from June 2006 to September 2009. Mr. Lin is primarily responsible for the production and logistics of the Group.

Mr. Lin is currently studying for an executive master of business administration degree at the School of Management of Xiamen University (廈門大學), Xiamen, Fujian Province, and has graduated from China Europe International Business School (中歐國際工商學院), Shanghai, upon finishing the study of the Advanced Management Programme in June 2013.

As at the Latest Practicable Date, Mr. Lin, acting in concert with the other Controlling Shareholders, is deemed by Part XV of the SFO to be interested in 1,242,150,000 Shares, representing approximately 65.16% of the total issued share capital of the Company.

Mr. Lin has a service contract with the Company regarding his appointment as executive Director commencing on January 30, 2014 for a term of three years. According to the service contract of Mr. Lin, he is entitled to an annual director's fee of HK\$580,000 for the 2014 financial year and his annual director's fee for subsequent financial years is subject to annual review based on prevailing market practice, the Company's remuneration policy and Mr. Lin's responsibilities with the Group. Mr. Lin is also entitled to a discretionary bonus based on the above-mentioned factors.

Mr. Lin did not hold any directorship in any listed companies during the past three years. Save for the information disclosed above, there is no information of Mr. Lin which is discloseable pursuant to any of the requirements under Rules 13.51(2)(a) to (v) of the Listing Rules and there are no other matters concerning Mr. Lin that need to be brought to the attention of the Shareholders.

**Mr. WEN Baoma (溫保馬)**, aged 53, was appointed as a non-executive Director on April 16, 2014. Mr. Wen was a non-executive director from October 2010 to July 2013 and a supervisor from July 2013 to January 2014 at Cosmo Lady Guangdong. Mr. Wen is primarily responsible for giving strategic advice and making recommendations on the operations and management of the Group.

Mr. Wen has been a partner of Capital Today China Growth (HK) Limited, an investment company, since 2005, and currently serves on the board of directors of a number of Capital Today investee companies, including Wisdom Alliance Limited, an online diamond retailer through Zbird.com and Yuanmeng Household Products Co., Ltd. (遠夢家居用品股份有限公司), a company manufacturing and selling home textile products.

Mr. Wen had held a number of senior positions in various investment companies and an investment bank set forth below:

<b>Company and its Principal Business</b>	<b>Duration of Tenure</b>	<b>Last Position Held</b>
Actis Capital LLP (Beijing), an investment company	from 2004 to 2005	Principal
Intel Capital (Hong Kong), an investment company	from 2000 to 2004	Investment Manager
AIG Investment Corporation (Asia) Ltd., an investment company	from 1998 to 2000	Investment Manager
Jardine Fleming Holdings Limited (later acquired by JP Morgan), an investment bank	from 1995 to 1997	Executive

Mr. Wen obtained a master of business administration degree from London Business School of the University of London, London, UK, in August 1995 and a master's degree and a bachelor's degree in engineering from Tsinghua University (清華大學), Beijing, in June 1988 and July 1984, respectively.

As at the Latest Practicable Date, Mr. Wen did not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Wen signed a letter of appointment with the Company regarding his appointment as a non-executive Director commencing on April 16, 2014 for a term of three years. According to the letter of appointment of Mr. Wen, he is entitled to an annual director's fee of HK\$50,000 based on prevailing market practice, the Company's remuneration policy and Mr. Wen's responsibilities with the Company.

Mr. Wen did not hold any directorship in any listed companies during the past three years. Save for the information disclosed above, there is no information of Mr. Wen which is discloseable pursuant to any of the requirements under Rules 13.51(2)(a) to (v) of the Listing Rules and there are no other matters concerning Mr. Wen that need to be brought to the attention of the Shareholders.



**Cosmo Lady (China) Holdings Company Limited**  
**都市麗人(中國)控股有限公司**  
*(Incorporated in Cayman Islands with limited liability)*  
**(Stock Code: 2298)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Cosmo Lady (China) Holdings Company Limited (the “**Company**”) will be held at Magnolia & Camomile Room, Lower Lever II, Kowloon Shangri-La, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, April 30, 2015 at 2:00 pm for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor of the Company for the year ended December 31, 2014.
2. To declare a final dividend of HK10 cents per Share for the year ended December 31, 2014.
3. To re-elect the following retiring directors:
  - (i) Mr. Zhang Shengfeng as an executive director;
  - (ii) Mr. Lin Zonghong as an executive director; and
  - (iii) Mr. Wen Baoma as a non-executive director.
4. To re-appoint PricewaterhouseCoopers as the Company’s auditor and authorise the board of directors of the Company to fix its remuneration.
5. To authorize the board of the directors of the Company to fix the remuneration of the directors of the Company.

## NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants to subscribe for Shares or any securities which are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants to subscribe for Shares or any securities which are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of subscription, exchange or conversion under the terms of any warrants or convertible securities issued by the Company or any securities which are exchangeable into Shares; (iii) the exercise of the subscription rights under options granted under any option scheme or similar arrangement adopted by the Company; or (iv) any scrip dividend or similar arrangement providing for allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company, shall not exceed (aa) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution plus (bb) (if the Directors are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of the share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution), and the said approval shall be limited accordingly; and



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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or the applicable laws of the Cayman Islands; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares, warrants or other securities which are attached with rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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 applicable to the Company).”

7. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other exchange on which shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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- (b) the aggregate nominal amount of the Shares which the Directors are authorised to repurchase pursuant to the approval in paragraph (a) of this resolution shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution, and the said approval shall be limited accordingly; and
  - (c) for the purposes of this resolution: “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or the applicable laws of the Cayman Islands; and
    - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
8. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional on the passing of resolutions numbered 6 and 7 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 6 above be and is hereby extended by the addition to the aggregate nominal amount of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 7 above.”

By Order of the Board  
**Cosmo Lady (China) Holdings Company Limited**  
**ZHENG Yaonan**  
*Chairman*

Hong Kong, March 27, 2015

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. Any shareholder of the Company entitled to attend and vote at the above meeting may appoint one or, if he holds two or more Shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the above 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 registered holders are present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy, together with a 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 completed and lodged at the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the above meeting or any adjournment thereof, and in such event, the relevant form of proxy shall be deemed revoked.
4. Shareholders whose names appear on the register of members of the Company on Thursday, April 30, 2015 are entitled to attend and vote at the above meeting. For determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, April 28, 2015 to Thursday, April 30, 2015, both days inclusive. In order to qualify for attending and voting at the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, April 27, 2015.
5. The final dividend will be payable on or about Friday, May 22, 2015 to the shareholders whose names appear on the register of members of the Company on Monday, May 11, 2015. For the purpose of ascertaining shareholder's entitlement for the final dividend, the register of members of the Company will be closed from Friday, May 8, 2015 to Monday, May 11, 2015, both days inclusive. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, May 7, 2015.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. As at the date hereof, the board of the Directors comprises Mr. Zheng Yaonan, Mr. Zhang Shengfeng, Mr. Lin Zonghong, Mr. Cheng Zuming and Ms. Wu Xiaoli as executive Directors; Mr. Wen Baoma as non-executive Director; and Mr. Yau Chi Ming, Dr. Dai Yiyi and Mr. Chen Zhigang as independent non-executive Directors.