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**Xtep International Holdings Limited**  
**特步國際控股有限公司**

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

**(Stock Code: 1368)**

**VOLUNTARY ANNOUNCEMENT**

**CHANGE OF SHAREHOLDING IN THE COMPANY**

The Company was informed by the Ding Family that on 14 October 2015, Mr. Ding Shui Po and Ms. Ding Mei Qing completed the transfers of their indirect interest in 1,310,059,500 Shares, representing approximately 60.05% of the total issued share capital of the Company, to the Family Trusts and their respective controlled companies for family wealth and succession planning purposes.

Immediately after the Transfers, the Family Trusts (through their controlled companies) will indirectly hold 1,310,059,500 Shares in aggregate, representing approximately 60.05% of the total issued share capital of the Company.

As the Family Trusts and their respective controlled companies have acquired not less than 30% of the voting rights of the Company immediately after the Transfers, the Ding Family, the Family Trusts and their respective controlled companies are required to make a mandatory general offer for all the issued shares of the Company pursuant to Rule 26 of the Takeovers Code, unless a waiver is granted by the Executive. In this regard, the Executive has granted a waiver from the obligation to make a mandatory general offer pursuant to Note 6 to Rule 26.1 of the Takeovers Code.

**THE TRANSFERS**

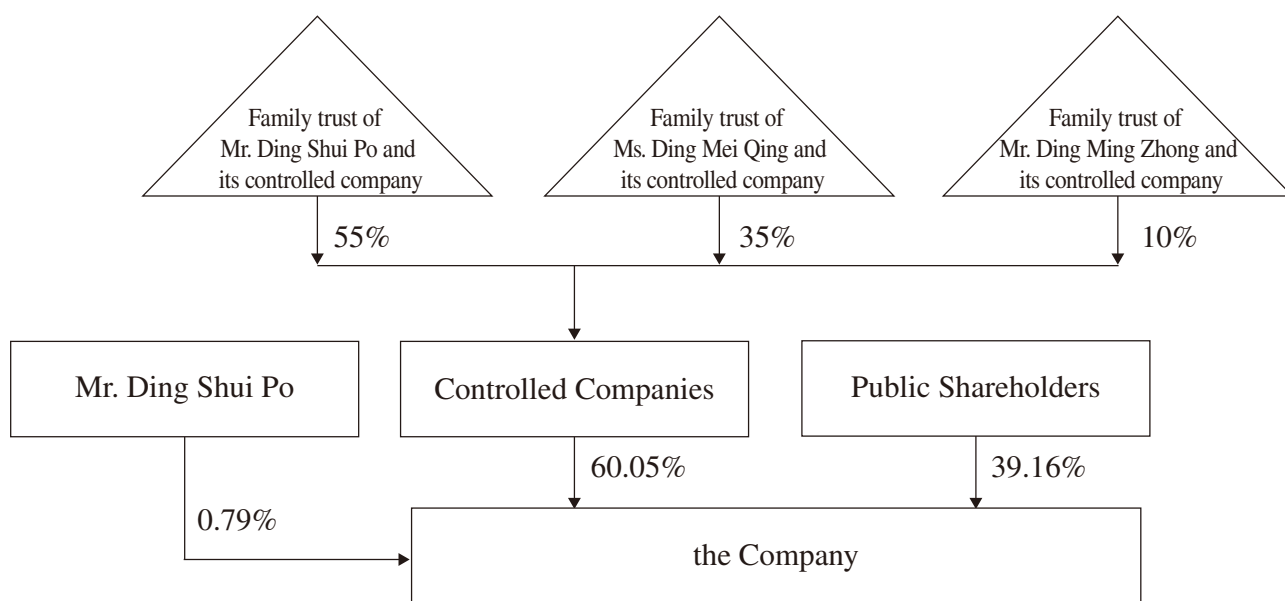
The Company was informed by the Ding Family that on 14 October 2015, Mr. Ding Shui Po and Ms. Ding Mei Qing completed the transfers of their indirect interest in 1,310,059,500 Shares, representing approximately 60.05% of the total issued share capital of the Company, to the Family Trusts and their respective controlled companies.

The Ding Family consists of Mr. Ding Shui Po, Ms. Ding Mei Qing and Mr. Ding Ming Zhong who are siblings and executive Directors. The Family Trusts were established by each of Mr. Ding Shui Po, Ms. Ding Mei Qing and Mr. Ding Ming Zhong for the benefit of their respective family members. USB Trustees (BVI) Limited is the trustee of the Family Trusts.

Immediately before the Transfers, Mr. Ding Shui Po and Ms. Ding Mei Qing (through their controlled companies) were controlling shareholders of the Company holding indirect interest in 1,310,059,500 Shares in aggregate, representing approximately 60.05% of the total issued share capital of the Company. Mr. Ding Shui Po also directly held 17,315,500 Shares, representing approximately 0.79% of the total issued share capital of the Company.

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The following diagram set out the shareholding structure in respect of the ownership and control of the Company by the Ding Family immediately after the Transfers:



## REASON FOR THE TRANSFERS

The indirect interest in 1,310,059,500 Shares was transferred by Mr. Ding Shui Po and Ms. Ding Mei Qing to the Family Trusts and their controlled companies by gift or at nil consideration (as the case maybe) for family wealth and succession planning purposes.

## IMPLICATIONS UNDER THE TAKEOVERS CODE

As the Family Trusts and their respective controlled companies have acquired not less than 30% of the voting rights of the Company immediately after the Transfers, the Ding Family, the Family Trusts and their respective controlled companies are required to make a mandatory general offer for all the issued shares of the Company pursuant to Rule 26 of the Takeovers Code, unless a waiver is granted by the Executive. In this regard, the Executive has granted a waiver from the obligation to make a mandatory general offer pursuant to Note 6 to Rule 26.1 of the Takeovers Code.

## DEFINITIONS

“Company”	Xtep International Holdings Limited, the shares of which are listed on the Stock Exchange
“Ding Family”	collectively, Mr. Ding Shui Po, Ms. Ding Mei Qing and Mr. Ding Ming Zhong
“Director(s)”	director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong
“Family Trust”	the family trust established by each of Mr. Ding Shui Po, Ms. Ding Mei Qing and Mr. Ding Ming Zhong, respectively; collectively, the “Family Trusts”
“Share(s)”	ordinary share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“Transfers”	the transfers of indirect interest in 1,310,059,500 Shares by Mr. Ding Shui Po and Ms. Ding Mei Qing to the Family Trusts and their controlled companies by gift or at nil consideration (as the case maybe)

**Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

By Order of the Board of  
**Xtep International Holdings Limited**  
**Ding Shui Po**  
Chairman

Hong Kong, 15 October 2015

*As at the date of this announcement, the executive directors of the Company are Mr. Ding Shui Po, Ms. Ding Mei Qing, Mr. Lin Zhang Li, Mr. Ding Ming Zhong, Mr. Ye Qi and Mr. Ho Yui Pok, Eleutherius; and the independent non-executive directors are Mr. Sin Ka Man, Mr. Tan Wee Seng, Dr. Gao Xian Feng and Dr. Bao Ming Xiao.*