



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)

Proxy Form for the Annual General Meeting to be held on 27 May 2013

Number of shares to which this proxy form relates ¹	
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I/We ², _____ (name)
of _____ (address)
being the registered holder(s) of Xtep International Holdings Limited (the “Company”) **HEREBY APPOINT** ³ _____
_____ (name)
of _____ (address)
or failing him/her, **THE CHAIRMAN OF THE ANNUAL GENERAL MEETING** (“AGM”) of the Company to act as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM to be held at Taishan Room, Level 5, Island Shangri-la Hong Kong, Pacific place, Supreme Court Road, Central, Hong Kong at 10:00 a.m. on Monday, 27 May 2013 and at any adjournment thereof. I/We direct that my/our vote(s) be cast on the specified resolutions as indicated by an “✓” in the appropriate boxes. In the absence of any indication, the proxy may vote in respect of that resolution at his/her discretion.

Ordinary Resolutions		For ⁴	Against ⁴
1.	To receive and consider the consolidated audited financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2012		
2.	To declare a final dividend of HK10.0 cents (equivalent to RMB8.1 cents) per share for the year ended 31 December 2012		
3.	To declare a special dividend of HK4.5 cents (equivalent to RMB3.7 cents) per share for the year ended 31 December 2012		
4.	To re-elect Mr. Ho Yui Pok, Eleutherius as director of the Company ⁵		
5.	To re-elect Mr. Tan Wee Seng as director of the Company ⁵		
6.	To re-elect Mr. Xu Peng Xiang as director of the Company ⁵		
7.	To re-elect Dr. Bao Ming Xiao as director of the Company ⁵		
8.	To authorise the board of directors of the Company to fix the remuneration of the Company’s directors		
9.	To re-appoint Ernst & Young as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration		
10.	To grant a general mandate to the directors of the Company to allot, issue and deal with the Company’s shares ⁶		
11.	To grant a general mandate to the directors of the Company to repurchase the Company’s shares ⁶		
12.	To extend the general mandate granted under resolution No. 10 by adding the amount representing the total number of shares repurchased pursuant to the general mandate granted under resolution No. 11 ⁶		

Dated this _____ day of _____, 2013

Shareholder’s signature⁷: _____

Contact Telephone No.: _____

Notes:

1. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder appearing in this proxy form.
2. Please insert full name(s) and address(es) in **BLOCK CAPITALS as shown in the register of the Company**.
3. Please insert the name and address of the proxy. If no name is inserted, the chairman of the meeting will act as your proxy. A shareholder may appoint one or more proxies to attend the meeting and vote for him/her. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a shareholder of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote(s) in respect of that resolution at his/her discretion or to abstain from voting. **Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
5. There will be 4 Director vacancies to be filled at the AGM following the retirement of Mr. Ho Yui Pok, Eleutherius, Mr. Tan Wee Seng, Mr. Xu Peng Xiang and Dr. Bao Ming Xiao. If there are more than 4 candidates standing for election at the AGM, each resolution proposing that a candidate be appointed as a director of the Company will provide for a method to determine which 4 candidates shall be elected as directors as follows:

“THAT subject to the number of net votes cast in relation to this resolution (net votes being votes cast in favour minus votes cast against this resolution) being among the 4 highest number of net votes cast on each of the resolutions for the appointment of a person as a director of the Company at the AGM to be held on 27 May 2013 or on the date of its adjournment (where applicable), name of candidate be and is hereby appointed as a director of the Company with effect from the conclusion of the AGM held on 27 May 2013 for a term of approximately 3 years expiring at the conclusion of the Company’s annual general meeting to be held in 2016, provided that if any 4 or more of such resolutions record the same number of net votes (the “Tied Resolutions”), the ranking of the Tied Resolutions from highest to lowest number of net votes shall be determined by the drawing of lots by the chairman of the meeting.”
6. The full text of resolutions 10 to 12 are set out in the notice of the AGM.
7. This proxy form must be signed by a shareholder of the Company or its/his/her agent duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or be signed by an officer or agent duly authorised in writing.
8. In order to be valid, this completed proxy form, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), must be lodged on Company’s Hong Kong share registrar, Computershare Hong Kong Investor Services Limited at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be).
9. Submission of this proxy form shall not preclude you from attending the meeting or any adjourned meeting thereof and voting in person should you so wish, but the appointment of the proxy will be revoked if you vote in person at the meeting.
10. If you have returned a proxy form, you may revoke it by completing and signing a proxy form bearing a later date, and lodging it with Company’s Hong Kong share registrar. In order to be valid for voting purposes, this latter proxy form should be received by Company’s Hong Kong share registrar not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) (“Closing Time”). If this latter proxy form is lodged with Company’s Hong Kong share registrar after the Closing Time, it will be invalid for voting purpose. However, it will revoke any previous proxy form and any vote that may be cast by the purported proxy will not be counted in any poll taken on a proposed resolution.
11. In the case of joint registered holders of any shares, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in Company’s register of members in respect of the relevant joint holding.
12. The Company reserves the right to treat any proxy form which has been incorrectly completed in some manner which (at its absolute discretion) is not material as being valid.
13. Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the AGM will be decided by poll at the meeting.