



## Bosideng International Holdings Limited

波司登國際控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3998)

### Proxy Form for the Annual General Meeting to be held on August 26, 2011 (or any adjournment thereof)

I/We<sup>(Note 1)</sup> \_\_\_\_\_ of Bosideng International Holdings Limited being the registered holder(s) of \_\_\_\_\_ shares<sup>(Note 2)</sup> of US\$0.00001 each in the share capital of the above-named Company HEREBY APPOINT THE CHAIRMAN OF THE ANNUAL GENERAL MEETING<sup>(Note 3)</sup> or \_\_\_\_\_

of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the Annual General Meeting (and any adjournment thereof) of the Company to be held at Harcourt Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on August 26, 2011 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the Notice of Annual General Meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below<sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS	FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1. To receive and approve the financial statements and the reports of the directors and auditors for the year ended March 31, 2011.		
2. To declare a final dividend of RMB6.8 cents per ordinary share and a special dividend of RMB6.0 cents per ordinary share.		
3. (i) To re-elect Mr. Gao Dekang as a director;		
(ii) To re-elect Ms. Wang Yunlei as a director;		
(iii) To re-elect Mr. Wang Yao as a director;		
(iv) To re-elect Mr. Ngai Wai Fung as a director; and		
(v) To authorize the board of directors to fix the directors' remuneration.		
4. To appoint the auditors and to authorize the board of directors to fix the remuneration of the auditors.		
5. (A) To grant a general mandate to the directors to allot, issue and deal with the shares in accordance with ordinary resolution number 5(A) as set out in the notice of the Annual General Meeting.		
(B) To grant a general mandate to the directors to repurchase the shares in accordance with ordinary resolution number 5(B) as set out in the notice of the Annual General Meeting.		
(C) Conditional upon ordinary resolutions number 5(A) and 5(B) being passed, to extend the general mandate to the directors to allot, issue and deal with additional shares by the number of shares repurchased in accordance with ordinary resolution number 5(C) as set out in the notice of the Annual General Meeting.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ Signed<sup>(Note 5)</sup> \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE ANNUAL GENERAL MEETING" and insert the name and address of the proxy desired in the space provided. A member may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST".** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the Notice of Annual General Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized to sign the same.
- In the case of joint holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the Meeting, personally or by proxy, the vote of the joint holder whose name stands first in the register of members and who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s).
- To be valid, this form of proxy together with the power of attorney (if any) or other authority under which it is signed (if any) or a notarially certified copy thereof, must be deposited at the registered office of the Company at the offices of 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 not less than 48 hours before the time for holding the Meeting or any adjournment thereof (as the case may be).
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.