



波司登國際控股有限公司  
**Bosideng International Holdings Limited**

(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 3998)

**Proxy Form for the Extraordinary General Meeting to be held on  
Thursday, August 28, 2014  
(or any adjournment thereof)**

I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares (Note 2) of USD0.00001 each  
in the share capital of the above-named Company HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL  
MEETING (Note 3) or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and act for me/us at the Extraordinary General Meeting (and any adjournment thereof) of the Company to be  
held immediately after the conclusion of the annual general meeting of the Company at 10:00 a.m. on Thursday, August 28, 2014 at Oasis  
Room, 8th Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong for the purpose of considering  
and, if thought fit, passing the resolution as set out in the Notice of Extraordinary 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 resolution as indicated below (Note 4).

ORDINARY RESOLUTION (Note 6)	FOR (Note 4)	AGAINST (Note 4)
To approve the proposed annual caps for each of the three years ending March 31, 2015, 2016 and 2017, and all the transactions contemplated under the Framework Manufacturing Outsourcing and Agency Agreement.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014 Signed (Note 5) \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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).
3. If any proxy other than the Chairman is preferred, strike out the words "THE CHAIRMAN OF THE EXTRAORDINARY 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.**
4. **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 Extraordinary General Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised 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 authorised to sign the same.
6. The full descriptions of the ordinary resolution proposed to be considered and approved at the Meeting are set out in the Notice of Extraordinary General Meeting dated July 25, 2014, which is also available at the websites of the Company at <http://company.bosideng.com> and the HKExnews at <http://www.hkexnews.hk>.
7. 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).
8. 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).
9. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
10. 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.
11. In accordance with Chapter 14A of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "Listing Rules"), Mr. Gao Dekang and his associates (as defined in the Listing Rules) are required to abstain from voting on the above ordinary resolution.
12. According to Rule 13.39(4) of the Listing Rules, the voting at the Meeting shall be taken by way of a poll.