



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 ANNUAL GENERAL MEETING TO BE HELD ON
FRIDAY, AUGUST 28, 2015 (OR ANY ADJOURNMENT THEREOF)**

I/We, being the registered holder(s) of Bosideng International Holdings Limited (the "Company"), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING** ^(Note 7) to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 10:00 am, on Friday, August 28, 2015 at Regus Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)			
Registered Name			
Registered Address			
Certificate No. <i>(Note 7)</i>		Signature <i>(Note 3)</i>	
Date			

Proxy ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS.)			
Full Name		No. of Shares <i>(Note 2)</i>	
Full Address			

ORDINARY RESOLUTIONS ^(Note 5)		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and approve the financial statements and the reports of the directors and auditors for the year ended March 31, 2015.		
2.	To declare a final dividend of HKD1.0 cent per ordinary share.		
3.	(i) To re-elect Ms. Mei Dong as an executive director;		
	(ii) To re-elect Ms. Gao Miaoqin as an executive director;		
	(iii) To re-elect Mr. Rui Jinsong as an executive director;		
	(iv) To re-elect Mr. Lian Jie as an independent non-executive director; and		
	(v) To authorise the board of directors to fix the directors' remuneration.		
4.	To appoint the auditors and to authorise the board 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.		

Notes:

1. If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A holder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a member of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
2. Please insert the number of shares for this proxy. If no number is inserted, this proxy form will be deemed to relate to all the shares registered in the name of the holder(s).
3. This proxy form must be signed and dated by the shareholder or his/her attorney duly authorised in writing. If the shareholder is a company, it should execute this proxy form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. In the case of joint shareholders, any one shareholder may sign this proxy form. The vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint shareholding.
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 in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
5. The full descriptions of the ordinary resolutions proposed to be considered and approved at the Annual General Meeting are set out in the Notice of Annual General Meeting dated July 28, 2015, which is also available at the websites of the Stock Exchange at (www.hkexnews.hk) and of the Company at (company.bosideng.com).
6. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the 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 fixed for holding the meeting or any adjournment thereof.
7. Completion and delivery of this proxy form will not preclude you from attending and voting at the meeting if you so wish.
8. Please provide one certificate number, if possible, to facilitate processing.
9. For the avoidance of doubt, we do not accept any special instructions written on this proxy form.