



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 11 May 2009

I/We (Note 1) _____
of _____
being the holder(s) (Note 2) of _____ shares of HK\$0.01 each of Xtep International Holdings Limited (“Company”) hereby appoint the Chairman of the annual general meeting (the “Meeting”) of the Company or _____
of _____
to act as my/our proxy (Note 3) at the Meeting to be held at Taishan Room, Level 5, Island Shangri-La Hotel, Pacific Place, Supreme Court Road, Central, Hong Kong on Monday, 11 May 2009 at 10:00 a.m. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll (Note 4).

Ordinary Resolutions	For	Against
1. To receive and consider the audited consolidated 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 2008.		
2. To declare a final dividend of HK8.0 cents (equivalent to RMB7.1 cents) per share and a special dividend of HK5.0 cents (equivalent to RMB4.4 cents) per share for the year ended 31 December 2008.		
3. To re-elect Mr. Lin Zhang Li as director of the Company.		
4. To re-elect Mr. Ding Ming Zhong as director of the Company.		
5. To re-elect Mr. Ye Qi as director of the Company.		
6. To authorise the board of directors of the Company to fix the remuneration of the Company’s directors.		
7. To re-appoint Ernst & Young as the Company’s auditors and to authorise the board of directors of the Company to fix their remuneration.		
8. To grant a general mandate to the directors of the Company to allot, issue and deal with the Company’s shares.		
9. To grant a general mandate to the directors of the Company to repurchase the Company’s shares.		
10. To extend the general mandate granted under resolution no. 8 by adding the amount representing the aggregate nominal value of shares repurchased pursuant to the general mandate granted under resolution no. 9.		
Special Resolution		
11. To approve the amendments to the articles of association of the Company.		

Date: _____

Shareholder’s signature: _____ (Note 5, 6, 7, 8 and 9)

Notes:

1. Full name(s) and address(es) are to be inserted in BLOCK CAPITALS.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the annual general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided. If no name is inserted, the Chairman of the Meeting will act as proxy.
4. If you wish to vote for any of the resolutions set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against any resolutions, please tick (“✓”) the boxes marked “Against”. If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
5. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
6. The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
7. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
8. Any alteration made to this form should be initialled by the person who signs the form.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.