



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 Extraordinary General Meeting to be held on 23 August 2024

Number of shares to which this proxy form relates ¹	
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I/We², _____ (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 EXTRAORDINARY GENERAL MEETING** (the “EGM”) of the Company to act as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM to be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 2:30 p.m. on Friday, 23 August 2024 and at any adjournment or postponement thereof for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the EGM (the “Notice”). 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.

Unless otherwise indicated, capitalised terms used in this form of proxy shall have same meanings as those defined in the Notice.

Ordinary Resolutions		For ⁴	Against ⁴
1.	To confirm, approve and ratify the Share Purchase Agreement and the transactions contemplated thereunder.		
2.	Conditional upon the passing of resolution no.1, to approve and confirm declaration of the Special Dividend.		
3.	Conditional upon the passing of resolution no.1, to approve, confirm and ratify the KP Convertible Bonds Documents and the transactions contemplated thereunder.		
4.	To approve and confirm the Waiver.		

Dated this _____ day of _____, 2024

Shareholder’s signature⁶: _____

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 of the Company 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. The full text of the resolutions are set out in the notice of the EGM.
6. 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.
7. 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 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 appointed for holding the meeting or adjourned meeting (as the case may be).
8. Submission of this proxy form shall not preclude you from attending the meeting or any adjourned or postponed 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.
9. 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 branch share registrar. In order to be valid for voting purposes, this latter proxy form should be received by Company’s Hong Kong branch 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 branch 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.
10. 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.
11. 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.
12. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, all resolutions set out in the notice of the EGM will be decided by poll at the meeting.
13. In the event of any inconsistency, the English version of this proxy form shall prevail over the Chinese version.