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## **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)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**EGM**”) of Xtep International Holdings Limited (the “**Company**”) will be held at 24/F, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 2:30 p.m. on Friday, 23 August 2024 to consider and, if thought fit, transact the following business:

### **ORDINARY RESOLUTIONS**

1. “**THAT** the entry into and the performance by the Company of the share purchase agreement dated 9 May 2024 entered into between the Company and Ding Shun Investment Limited in relation to the disposal (the “**Disposal**”) of the entire issued share capital of KP Global Investment Limited (“**KP Global**”) by the Company (the “**Share Purchase Agreement**”) (a copy of which is tabled at the EGM and marked “A” and signed by the chairman of the EGM for identification purpose) and the transactions contemplated thereunder be and is hereby approved, confirmed and ratified, and the directors of the Company be and are hereby authorised to do such acts and things and to take such steps as they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Share Purchase Agreement and the transactions contemplated thereunder.”
2. “**THAT** conditional upon the passing of resolution no.1 above, and subject to the fulfilment of the conditions set out in the section headed “Conditions of the declaration of the Special Dividend” in the “Letter from the Board” in the circular of the Company dated 2 August 2024, the declaration and payment of a special dividend (the “**Special Dividend**”) of HK\$0.447 per ordinary share of the Company (the “**Share(s)**”) to the shareholders of the Company whose names appear on the register of members of the Company on the record date fixed by

the board of directors of the Company for determining the entitlements to the Special Dividend be and is hereby approved and confirmed, and the directors of the Company be and are hereby authorised to do such acts and things and to take such steps as they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of the payment of the Special Dividend.”

3. “**THAT** conditional upon the passing of resolution no.1 above, the entry into and the performance by the Company of the subscription agreement dated 9 May 2024 entered into between the Company and KP Global in relation to the proposed subscription of the 3.5% convertible bonds due 2032 in the principal amount of US\$154,000,000 to be issued by KP Global to the Company and the relevant bond instrument to be executed by the parties (the “**KP Convertible Bonds Documents**”) (a copy of which is tabled at the EGM and marked “B” and signed by the chairman of the EGM for identification purpose), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified, and the directors of the Company be and are hereby authorised to do such acts and things and to take such steps as they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the KP Convertible Bonds Documents and the transactions contemplated thereunder.”
4. “**THAT** the waiver sought by Mr. Ding Shui Po and Ms. Ding Mei Qing in respect of certain non-competition restrictions set out in the deed of non-compete dated 7 May 2008 executed by the then controlling shareholders of the Company in favour of the Company (the “**Waiver**”) be and is hereby approved and confirmed, and the directors of the Company be and are hereby authorised to do such acts and things and to take such steps as they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of the grant of the Waiver.”

By Order of the Board  
**Xtep International Holdings Limited**  
**DING Shui Po**  
*Chairman*

Hong Kong, 2 August 2024

*As at the date of this notice, the executive directors of the Company are Mr. Ding Shui Po, Ms. Ding Mei Qing and Mr. Ding Ming Zhong; the non-executive director of the Company is Mr. Tan Wee Seng; and the independent non-executive directors of the Company are Dr. Bao Ming Xiao, Dr. Wu Ka Chee, Davy and Dr. Chan Yee Wah.*

*Registered office:*

Cricket Square, Hutchins Drive P.O. Box 2681  
Grand Cayman KY1-1111, Cayman Islands

*Principal place of business in Hong Kong:*

Unit A, 27/F, Tower A  
Billion Centre, 1 Wang Kwong Road  
Kowloon Bay, Kowloon, Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more Shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited 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 as soon as possible and in any event not later than 48 hours before the commencement of the above meeting or any adjournment thereof.
3. In order to determine the entitlement to attend and vote at the EGM, the transfer books and register of members of the Company will be closed from Monday, 19 August 2024 to Friday, 23 August 2024, both days inclusive, during which period no transfer of Shares will be effected. The record date for entitlement to attend and vote at the EGM is Friday, 23 August 2024. In order to be eligible to attend and vote at the forthcoming EGM to be held on Friday, 23 August 2024, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 16 August 2024.
4. In order to determine the entitlement to the proposed Special Dividend, the transfer books and register of members of the Company will be closed from Thursday, 5 September 2024 to Monday, 9 September 2024, both days inclusive, during which period no transfer of Shares will be effected. The record date for entitlement to the proposed Special Dividend is Monday, 9 September 2024. In order to be eligible to receive the proposed Special Dividend, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 4 September 2024. Further details in relation to the payment date of the Special Dividend will be set out in an announcement of the Company to be published on or around the completion of the Disposal.
5. In the case of joint holders of a Share, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.