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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Kingmaker Footwear Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank or stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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KINGMAKER FOOTWEAR HOLDINGS LIMITED
信星鞋業集團有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 01170)

**PROPOSED GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
ADOPTION OF THE NEW SHARE OPTION SCHEME,
TERMINATION OF THE EXISTING SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Kingmaker Footwear Holdings Limited (the “**Company**”) to be held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-la Hotel, 64 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 29 August 2011 at 11:00 a.m. is set out on pages 22 to 26 of this circular. Whether or not you are able to attend the meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not later than 48 hours before the time of the meeting to the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting should you so wish.

* *for identification purposes only*

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held on Monday, 29 August 2011 at 11:00 a.m. at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-la Hotel, 64 Mody Road, Tsimshatsui, Kowloon, Hong Kong or any adjournment thereof, the notice of which is set out on pages 22 to 26 of this circular
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-laws”	the bye-laws in force from time to time of the Company
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	Kingmaker Footwear Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Share Option”	the existing share option scheme of the Company adopted on 28 August 2002
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 July 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme proposed to be adopted by the Company at the Annual General Meeting, a summary of the principal terms of which are set out in Appendix II to this circular
“PRC”	the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary within the meaning of the Companies Ordinance for the time being of the Company whether incorporated in Hong Kong or elsewhere and “subsidiaries” shall be construed accordingly
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases
“US”	the United States of America
“US\$”	United States dollars, the lawful currency of the United States
“%”	per cent.

LETTER FROM THE BOARD



KINGMAKER FOOTWEAR HOLDINGS LIMITED
信星鞋業集團有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 01170)

Executive Directors:

Mr. Chen Ming Hsiung, Mickey (*Chairman*)
Mdm. Huang Hsiu Duan, Helen
Mr. Kimmel, Phillip Brian
Mr. Lee Kung, Bobby
Mr. Wong Hei Chiu

Non-executive Directors:

Mr. Chow Wing Kin, Anthony, *SBS, J.P.*
Mr. Chan Ho Man, Daniel

Independent non-executive Directors:

Mr. Tam King Ching, Kenny
Mr. Chan Mo Po, Paul, *MH, J.P.*
Mr. Yung Tse Kwong, Steven

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

17th Floor, Empress Plaza
17-19 Chatham Road South
Tsimshatsui
Kowloon
Hong Kong

29 July 2011

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES,
RE-ELECTION OF DIRECTORS,
ADOPTION OF THE NEW SHARE OPTION SCHEME,
TERMINATION OF THE EXISTING SHARE OPTION SCHEME
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you further information regarding the ordinary resolutions for (i) the general mandates to repurchase Shares and to allot, issue and deal with new Shares; (ii) the proposed re-election of Directors who are due to retire; (iii) the adoption

* *for identification purposes only*

LETTER FROM THE BOARD

of the New Share Option Scheme; and (iv) the termination of the Existing Share Option Scheme and to seek your approval of the resolutions in relation thereto to be proposed at the Annual General Meeting.

The notice of the Annual General Meeting is set out on pages 22 to 26 of this circular to consider the resolutions relating to the general mandates to repurchase Shares and to issue Shares, the re-election of Directors, the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme. This circular contains the explanatory statement and the terms of the New Share Option Scheme in compliance with the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions.

PROPOSED GENERAL MANDATES TO REPURCHASE SHARES AND ISSUE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to grant the Directors a general mandate to exercise all powers of the Company to repurchase issued and fully paid Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution (the “**Repurchase Mandate**”). The Repurchase Mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by law or by the Bye-laws; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Ordinary resolutions will also be proposed at the Annual General Meeting to (i) grant the Directors a general mandate to allot, issue and deal with new Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution (the “**Share Issue Mandate**”); and (ii) extend the Share Issue Mandate by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 675,897,945 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 135,179,589 Shares.

EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the proposed Repurchase Mandate is set out in Appendix I to this circular. The information in the explanatory statement is provided to you with all information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

LETTER FROM THE BOARD

PROPOSED RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. Chen Ming Hsiung, Mickey, Mdm. Huang Hsiu Duan, Helen, Mr. Kimmel, Phillip Brian, Mr. Lee Kung, Bobby and Mr. Wong Hei Chiu; the non-executive Directors are Mr. Chow Wing Kin, Anthony and Mr. Chan Ho Man, Daniel; and the independent non-executive Directors are Mr. Tam King Ching, Kenny, Mr. Chan Mo Po, Paul and Mr. Yung Tse Kwong, Steven.

Pursuant to Article 87 of the Bye-laws, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not greater than one-third) shall retire from office by rotation provided that every Director shall be subject to the retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. In addition, the Directors to retire by rotation shall include (so far as necessary to ascertain the number of Directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election.

Accordingly, Mdm. Huang Hsiu Duan, Helen, Mr. Chan Ho Man, Daniel, and Mr. Chan Mo Po, Paul shall retire by rotation at the Annual General Meeting. Mdm. Huang Hsiu Duan, Helen and Mr. Chan Ho Man, Daniel, being eligible, will offer themselves for re-election. Mr. Chan Mo Po, Paul, however, will not offer himself for re-election.

Brief biographical and other details of Mdm. Huang Hsiu Duan, Helen and Mr. Chan Ho Man, Daniel, who are proposed to be re-elected at the Annual General Meeting, are set out as follows:

Mdm. Huang Hsiu Duan, Helen

Mdm. Huang Hsiu Duan, Helen, aged 54, is the wife of Mr. Chen Ming Hsiung, Mickey and is a co-founder of the Group. Mdm. Huang is responsible for the Group's administration and has more than 34 years' experience in the footwear industry.

Mdm. Huang was appointed as an executive Director in 1994 and should continue thereafter until terminated by the Company or Mdm. Huang by giving to the other not less than 3 months notice in writing and without payment of compensation other than statutory compensation. Mdm. Huang is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Bye-laws. For the year ending 31 March 2012, it is proposed that Mdm. Huang will receive emoluments in the sum of approximately US\$175,000 and approximately HK\$143,000 per annum for being an executive Director and her emoluments, which are subject to adjustment as appropriate in the future, are determined by the Company with reference to her duties and responsibilities with the Company.

As at the Latest Practicable Date, Mdm. Huang was interested in or deemed to be interested in an aggregate of 302,712,252 Shares, representing approximately 44.79% of the total issued share capital of the Company, which include 364,000 underlying Shares in respect of the share options granted by the Company to Mdm. Huang.

LETTER FROM THE BOARD

Mr. Chan Ho Man, Daniel

Mr. Chan Ho Man, Daniel, aged 56, is a fellow member of the Association of Chartered Certified Accountants and an associate member of Hong Kong Institute of Certified Public Accountants. He is responsible for advising the management on the corporate strategy and policy development. Mr. Chan has more than 32 years' accounting and finance experience in Hong Kong.

Mr. Chan was appointed as an executive Director in 1996 and was re-designated as the vice-chairman of the Company and a non-executive Director in 2009 with a term of 3 years. Mr. Chan is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Bye-laws. For the year ending 31 March 2012, it is proposed that Mr. Chan will receive emoluments of approximately HK\$390,000 per annum for being a non-executive Director and his emoluments, which are subject to adjustment as appropriate in the future, are determined by the Company with reference to his duties and responsibilities with the Company.

As at the Latest Practicable Date, Mr. Chan was interested in 3,880,000 Shares, representing approximately 0.57% of the issue share capital of the Company and had 1,920,000 share options granted by the Company.

Save as disclosed hereof, as at the Latest Practicable Date, and to the best knowledge and belief of the Board, the Directors confirmed that:

- (a) each of Mdm. Huang Hsiu Duan, Helen and Mr. Chan Ho Man, Daniel is not connected with any Director, senior management, substantial Shareholder or controlling Shareholder of the Company;
- (b) each of Mdm. Huang Hsiu Duan, Helen and Mr. Chan Ho Man, Daniel has no other interests in the Shares which are required to be disclosed under Part XV of the SFO;
- (c) each of Mdm. Huang Hsiu Duan, Helen and Mr. Chan Ho Man, Daniel does not hold any directorships in listed public companies in the last three years;
- (d) there is no other information that needs to be disclosed pursuant to any of the requirements as set out in Rule 13.51(2)(h) to (v) of the Listing Rules; and
- (e) the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Directors.

LETTER FROM THE BOARD

ADOPTION OF THE NEW SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME

The Existing Share Option Scheme was adopted by the Company on 28 August 2002 and will remain valid and effective for a period of 10 years from 28 August 2002. As the Existing Share Option Scheme will expire on 27 August 2012, the Board has taken this opportunity to review and consider the rules of the Existing Share Option Scheme and has proposed to terminate the Existing Share Option Scheme and adopt the New Share Option Scheme. Upon termination of the Existing Share Option Scheme, no further options will be granted thereunder; however, the rules of the Existing Share Option Scheme will remain in full force and effect to the extent necessary to give effect to the exercise of option granted prior to its termination or otherwise as may be required in accordance with the rules of the Existing Share Option Scheme. Options granted prior to such termination will continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme. As at the Latest Practicable Date, there were 39,862,500 options granted but not yet exercised under the Existing Share Option Scheme.

Adoption of the New Share Option Scheme shall take effect subject to:

- (a) the passing of an ordinary resolution approving the adoption of the New Share Option Scheme; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares which may fall to be issued pursuant to the exercise of options to be granted under the New Share Option Scheme.

A summary of the principal terms of the New Share Option Scheme is set out in Appendix II to this circular. A copy of the rules of the New Share Option Scheme is available for inspection at the principal place of business of the Company in Hong Kong at 17th Floor, Empress Plaza, 17-19 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong during normal business hours from the date of this circular up to and including the date of the Annual General Meeting.

The maximum number of Shares which may fall to be issued upon exercise of all options to be granted under the New Share Option Scheme must not exceed 10% of the total issued share capital of the Company as at the date of adoption of the New Share Option Scheme; and the maximum aggregate number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the New Share Option Scheme and any other schemes of the Company must not exceed 30% of the issued share capital of the Company from time to time. On the basis of 675,897,945 Shares in issue as at the Latest Practicable Date and assuming that no further Shares will be issued or repurchased by the Company prior to the date of adoption of the New Share Option Scheme, the maximum number of Shares which may be issued pursuant to the New Share Option Scheme will be 67,589,794 Shares.

LETTER FROM THE BOARD

The purpose of the New Share Option Scheme is to enable the Group to grant options to selected participants as incentive or rewards for their contributions to the Group, to continue and/or render improved service with the Group, and/or to establish a stronger business relationship between the Group and such participants.

Under the provisions of the New Share Option Scheme, the Board has the discretion to impose any minimum period for which an option has to be held and/or any performance target required to be achieved before such option may be exercised. In addition, the Board will be empowered to determine the subscription price of a Share in respect of any particular option granted under the New Share Option Scheme, the basis upon which is set out in paragraph 2 of Appendix II to this circular. With the above provisions, the selected participants are attracted to subscribe for Shares pursuant to the options granted by the Company as rewards for their contribution to the Group and incentives to further contribute towards the profitability and success of the Group.

None of the Directors are appointed as trustees of the New Share Option Scheme or have a direct or indirect interest in the trustees of the New Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for approval for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of any options that may be granted under the New Share Option Scheme.

The Directors consider that it is not appropriate to state the value of all options that can be granted pursuant to the New Share Option Scheme as if they had been granted on the Latest Practicable Date as a number of variables which are crucial for calculation of the option value cannot be reasonably determined. Such variables include but not limited to the exercise price, exercise period and the conditions, if any, that an option is subject to. The Directors believe that any calculation of the value of the options as at the Latest Practicable Date based on a number of speculative assumptions would not be meaningful and would be misleading to the Shareholders.

GENERAL INFORMATION

The notice of the Annual General Meeting is set out on pages 22 to 26 of this circular. A form of proxy for the Annual General Meeting is enclosed herewith. To be valid, the form of proxy must be completed in accordance with the instructions printed thereon and deposited, together with power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event no later than 48 hours before the time for holding the Annual General Meeting. Completion and delivery of the form of proxy will not prevent you from attending and voting at the Annual General Meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the Annual General Meeting. The poll results will be published on the respective websites of the Stock Exchange and the Company after the conclusion of the Annual General Meeting.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposals for the Repurchase Mandate, the Share Issue Mandate, the extension of the Share Issue Mandate, re-election of Directors, the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme are fair and reasonable and in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully,

For and on behalf of the Board of
Kingmaker Footwear Holdings Limited
Chen Ming Hsiung, Mickey
Chairman

This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide all the requisite information in relation to the Repurchase Mandate.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their fully-paid shares subject to certain restrictions, the more important of which are summarised below:

(a) Share capital

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of the relevant resolutions granting the Repurchase Mandate. The Company's authority is restricted to purchase in accordance with the Listing Rules. As at the Latest Practicable Date, there were in issue an aggregate of 675,897,945 Shares. Exercise in full of the Repurchase Mandate, on the basis that no further Shares would be issued or repurchased prior to the date of the Annual General Meeting, would accordingly result in up to 67,589,794 Shares being repurchased by the Company. The Shares repurchased by the Company shall, subject to applicable law, be automatically cancelled upon such repurchase.

(b) Funding of repurchase

Repurchase of the Shares will be funded out of funds legally available for such purpose in accordance with the Bye-laws and the memorandum of association of the Company and the applicable laws of Bermuda.

(c) Reasons for repurchase

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase shares of the Company on the market. The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases of Shares will benefit the Company and the Shareholders.

As compared with the position of the Company in its financial statements for the year ended 31 March 2011, being the date of its latest audited consolidated accounts, the Directors consider that there would not be any material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be made in full during the proposed repurchase period. The

Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

(d) Directors, their associates and connected persons

None of the Directors nor, to the best of the knowledge of the Directors having made all reasonable enquiries, any of their associates has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Repurchase Mandate is granted.

(e) Undertaking of the Directors

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchase pursuant to the Repurchase Mandate in the proposed resolution in accordance with the Listing Rules, the Bye-laws and the memorandum of association of the Company and the applicable laws of Bermuda.

(f) Effect of the Takeovers Code

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 26 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the register of the Shareholders maintained by the Company pursuant to Section 336 under Part XV of the SFO showed that the Company has been notified of the following interests, being 5% or more of the Company's issued share capital:

Name of Shareholder	Directly Beneficially Interests	Through Spouse or Minor Children	Through Controlled Corporation	Total Number of Shares (including underlying Shares) held	Approximate percentage of the shareholding as at the Latest Practicable Date	Approximate percentage of shareholding if the Repurchase Mandate is exercise in full
Chen Ming Hsiung, Mickey	1,350,000	31,657,500	269,704,752	302,712,252	44.79%	49.76%
Huang Hsiu Duan, Helen (Note 1)	364,000	271,054,752	31,293,500	302,712,252	44.79%	49.76%
King Strike Limited (Note 2)	269,704,752	–	–	269,704,752	39.90%	44.34%
DJE Investment S.A. (Note 3)	65,758,300	–	–	65,758,300	9.73%	10.81%
Aberdeen Asset Management Plc and its associate (Note 4)	45,794,000	–	–	45,794,000	6.78%	7.53%

Notes:

1. Mdm. Huang Hsiu Duan, Helen is the spouse of Mr. Chen Ming Hsiung, Mickey.
2. The issued share capital of King Strike Limited is beneficially owned by Mr. Chen Ming Hsiung, Mickey, as to 75.80%, Mdm. Huang Hsiu Duan, Helen, as to 22.07% and Mr. Lee Kung, Bobby as to 2.13%.
3. The 65,758,300 Shares are held in the capacity as investment manager by DJE Investment S.A., a corporation controlled by DJE Kapital AG, which is ultimately controlled by Ehrhardt Dr. Jens Alfred Karl.
4. The 45,794,000 Shares are held in the capacity as investment manager by Aberdeen Asset Management Plc and its associate.

In the event that the Directors shall exercise in full the Repurchase Mandate and assuming that no Shares are issued or repurchased between the Latest Practicable Date and the date of repurchase, the total interests of the above substantial Shareholders would be increased to approximately the respective percentages shown in the last column above. Such increases will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code and will not reduce the amount of Shares held by the public to be less than 25%. The Directors have no current intention to exercise the Repurchase Mandate to such extent as would give rise to an obligation to make a mandatory offer under Rules 26 of the Takeovers Code.

2. SHARE PURCHASE MADE BY THE COMPANY

During the six months preceding the Latest Practicable Date, the Company repurchased 1,282,000 Shares on the Stock Exchange at an aggregate consideration of HK\$1,924,200 before expenses. The repurchases were effected by the Directors for the enhancement of shareholder value in the long term. Details of the Share repurchases are as follows:

Date of repurchases	Number of ordinary Shares repurchased	Highest price paid per Share <i>HK\$</i>	Lowest price paid per Share <i>HK\$</i>	Aggregate consideration paid <i>HK\$</i>
24 February 2011	200,000	1.49	1.49	298,000
25 February 2011	200,000	1.48	1.47	295,000
4 July 2011	200,000	1.52	1.50	302,000
5 July 2011	200,000	1.52	1.52	304,000
7 July 2011	10,000	1.52	1.52	15,200
12 July 2011	200,000	1.50	1.48	297,520
13 July 2011	160,000	1.52	1.50	241,340
14 July 2011	112,000	1.54	1.52	171,140

The repurchased Shares are cancelled and the nominal value of the cancelled shares was transferred to the capital redemption reserve and the relevant aggregate consideration was paid out from the Company's retained profits.

Save as disclosed above, neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Shares during the previous six months immediately preceding the Latest Practicable Date.

3. SHARE PRICES

The highest and lowest share prices at which Shares traded on the Stock Exchange during each of the previous twelve months immediately preceding the Latest Practicable Date on the Stock Exchange were as follows:

	Per share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
July	1.42	1.00
August	1.65	1.32
September	1.77	1.38
October	1.74	1.56
November	1.96	1.57
December	1.97	1.64
2011		
January	1.79	1.58
February	1.67	1.45
March	1.62	1.45
April	1.78	1.59
May	1.75	1.62
June	1.70	1.59
July (up to the Latest Practicable Date)	1.59	1.46

NEW SHARE OPTION SCHEME

Summary of terms

The following is a summary of the principal terms of the New Share Option Scheme to be adopted at the Annual General Meeting.

1. Who may join and purpose

The Directors may, at their discretion, invite any person belonging to any of the following classes of participants, to take up options to subscribe for Shares:

- (a) any employee (whether full time or part time) of the Company, any of its subsidiaries or any entity (“**Invested Entity**”) in which the Group holds any equity interest, including any executive director of the Company, any of such subsidiaries or any Invested Entity;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any subsidiary or any Invested Entity;
- (c) any supplier of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to the Group or any Invested Entity; and
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity.

For the avoidance of doubt, any person who falls within any of the above classes shall not, by itself, unless the Directors otherwise determined, be construed as a grant of option under the New Share Option Scheme.

The basis of eligibility of any of the above class of participants to the grant of any options shall be determined by the Directors from time to time on the basis of their contribution to the development and growth of the Group.

The purpose of the New Share Option Scheme is to enable the Group to grant options to selected participants as incentive or rewards for their contributions to the Group, to continue and/or render improved service with the Group, and/or to establish a stronger business relationship between the Group and such participants.

2. Price of Shares

The subscription price shall, subject to the adjustment as stated in the New Share Option Scheme, be a price determined by the Board and shall not be less than the higher of (i) the nominal value of a Share; (ii) the closing price of one Share as stated in the daily quotation sheets issued by the Stock Exchange on the date of offer, which shall be a business day; and (iii) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the date of offer.

3. Maximum number of Shares

- (a) The number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised at any time under the New Share Option Scheme and any other schemes adopted by the Group (including the Existing Share Option Scheme) shall not exceed such number of Shares as equals 30 per cent. of the issued share capital of the Company from time to time. No options may be granted under the New Share Option Scheme or any other schemes adopted by the Group if the grant of such option will result in the limit referred to in this paragraph being exceeded.
- (b) The total number of Shares which may be issued upon exercise of all options (excluding, for this purpose, options which have lapsed in accordance with the terms of the New Share Option Scheme and any other schemes of the Group) to be granted under the New Share Option Scheme and any other schemes of the Group must not in aggregate exceed 10 per cent. of the Shares in issue on the date of adoption of the New Share Option Scheme (“**General Scheme Limit**”) provided that:
 - (i) subject to paragraph (a) and without prejudice to paragraph (b)(ii), the Company may by the issue of a circular to and approval of its Shareholders in general meeting to refresh the General Scheme Limit provided that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other schemes of the Group must not exceed 10 per cent. of the Shares in issue as at the date of approval of the limit and for the purpose of calculating the limit, options (including those outstanding, cancelled, lapsed or exercised in accordance with the New Share Option Scheme and any other schemes of the Group) previously granted under the New Share Option Scheme and any other schemes of the Group will not be counted; and
 - (ii) subject to paragraph (a) and without prejudice to paragraph (b)(i), the Company may by the issue of a circular and separate Shareholders’ approval in general meeting to grant options under the New Share Option Scheme beyond the General Scheme Limit or, if applicable, the limit referred to in paragraph (b)(i) to participants specifically identified by the Company before such approval is sought.

4. Maximum entitlement of each participant

Subject to paragraph 5 of this Appendix, the total number of Shares issued and which may fall to be issued upon exercise of the options of the New Share Option Scheme and the options granted under any other schemes of the Group (including both exercised or outstanding options) to each grantee in any 12-month period shall not exceed 1 per cent. of the issued share capital of the Company for the time being. Where any further grant of options to a grantee under the New Share Option Scheme would result in the Shares issued and to be issued upon exercise of all options granted and proposed to be granted to such person (including exercised, cancelled and outstanding options) under the New Share Option Scheme and any other schemes of the Group in the 12-month period up to and including the date of such further grant representing in aggregate over 1 per cent. of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such grantee and his associates abstaining from voting. The number and terms (including the subscription price) of options to be granted to such grantee must be fixed before the Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the date of offer for the purpose of calculating the subscription price.

5. Grant of options to connected persons

Any grant of options under the New Share Option Scheme to a Director, chief executive or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee or proposed grantee of the options). Where any grant of options to a substantial shareholder or an independent non-executive Director or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1 per cent. of the Shares in issue; and
- (b) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million;

such further grant of options must be approved by Shareholders.

For the purpose of seeking approval of Shareholders under paragraphs 3, 4 and 5 of this Appendix, the Company must send a circular to the Shareholders containing the information required under the Listing Rules and the vote at the Shareholders' meeting convened to obtain the requisite approval shall be taken on a poll with those persons required under the Listing Rules abstaining from voting. In such event, the Company must send a circular to the Shareholders containing a generic description of the specified Participants, the number and terms of options to be granted. The purpose of granting options to the specified Participants with an explanation as to how the terms of options serve such purpose and such other information required under Rule 17.02(2)(d) of the Listing Rules and the disclaimer required

under Rule 17.02(4) of the Listing Rules. For the purpose of paragraph 5, all connected persons (as defined in the Listing Rules) of the Company must abstain from voting at the relevant general meeting, except that any connected person may vote against the relevant resolution at the general meeting provided that his intention to do so has been stated in the circular.

6. Time of exercise of option

An option may be exercised in accordance with the terms of the New Share Option Scheme at any time during the period (which may not expire later than 10 years from the date of offer of that option) to be determined and notified by the Directors to the grantee and in the absence of such determination, from the date of acceptance of the offer of such option to the earlier of the date on which such option lapses in accordance with the terms of the New Share Option Scheme and 10 years from the date of offer of that option. A consideration of HK\$1 will be payable upon acceptance of the offer. There is no minimum period for which an option must be held before it can be exercised.

7. Performance target

Unless the Directors otherwise determined and stated in the offer of grant of options to a grantee, a grantee is not required to achieve any performance target before any options granted under the New Share Option Scheme can be exercised.

8. Rights are personal to grantee

An option may not be transferred or assigned and will be personal to the grantee of the option.

9. Rights on dismissal

If the grantee of an option leaves the service of the Group by reason of his voluntary resignation or the termination of his employment in accordance with the provisions of his contract of employment or because his employing company ceases to be a member of the Group, all his option will lapse (to the extent not already exercised) and terminate on the date he so ceases provided that the Directors in their absolute discretion may otherwise determine.

10. Rights on ceasing employment or death

If the grantee of an option dies, is disabled or ill-health or retires in accordance with the terms of his employment, the grantee or the personal representatives of the grantee may exercise his option in full or in part within a period of six months thereafter or at the expiration of the relevant option period, whichever is earlier, failing which the option will lapse provided that the Directors in their absolute discretion may otherwise determine.

11. Effect of alterations to capital

In the event of any reduction, sub-division or consolidation of the share capital of the Company or capitalisation of profits or reserves, rights issue by the Company, the number or nominal amount of Shares comprised in each option and/or the subscription price may be adjusted in such manner as the Directors (having received a statement in writing from the independent financial adviser or auditors of the Company that in their opinion the adjustments proposed satisfy the requirements as stated in the New Share Option Scheme and the Listing Rules and are fair and reasonable) may deem appropriate, provided always that a grantee shall have the same proportion of the equity capital of the Company as that to which he was entitled before such adjustments and no increase shall be made in the aggregate subscription price relating to any option and no adjustment shall have the effect of rendering the subscription price payable upon the exercise of any option becoming less than the nominal value of the Share. The issue of securities as consideration in a transaction may not be regarded as a circumstance requiring such adjustments.

12. Rights on a general offer

In the event of a general offer being made to all the holders of Shares (being an offer made in the first instance on a condition such that, if it is satisfied, the offeror will have control of the Company) or otherwise, any person shall have obtained control of the Company, then the Directors shall as soon as practicable thereafter notify the grantee and the grantee shall be entitled to exercise the option in full or in part (to the extent not already exercised) at any time within one month after the date on which the general offer becomes or is declared unconditional and any option shall upon expiry of such period cease and terminate.

13. Rights on winding up

If notice is duly given of a general meeting at which a resolution will be proposed for the voluntary winding-up of the Company, every option shall be exercisable in whole or in part at any time thereafter until the resolution is duly passed or defeated or the meeting concluded or adjourned sine die, whichever shall first occur. If such resolution is duly passed, all options shall, to the extent that they have not been exercised, thereupon cease and terminate.

14. Rights on a compromise or arrangement

In the event of a compromise or arrangement between the Company and its members or creditors being proposed, the Company shall give notice thereof to all grantees on the same date as it despatches notice of the meeting to its members or creditors to consider such a compromise or arrangement and any grantees (or his or her legal personal representatives) may, forthwith and until the expiry of the period commencing on such date and ending on the earlier of the date two calendar months thereafter and the date on which such compromise or arrangement is sanctioned by the relevant court be entitled to exercise his option, but the exercise of an option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the relevant court and becoming effective. Upon such compromise or arrangement becoming effective, all options shall lapse except insofar as exercised under this paragraph.

15. Ranking of Shares

The Shares to be allotted upon the exercise of an option will not carry voting rights until the registration of the grantee (or his nominee or any other person) as the holder thereof. Subject to the aforesaid, Shares allotted and issued on the exercise of options will rank *pari passu* with the fully-paid Shares in issue on the date on which the name of the grantee is registered on the register of members of the Company, save that they will not rank for any dividend to be or is proposed to be paid to holders of Shares on the register on a date prior to such registration.

16. Period of the New Share Option Scheme

The New Share Option Scheme will remain in force for a period of 10 years from the date of its adoption.

17. Alteration

The Directors may from time to time in their absolute discretion waive or amend such rules of the New Share Option Scheme as they may deem desirable save and except the following which shall be approved by the Shareholders in general meeting:

- (a) alteration to the terms and conditions of the New Share Option Scheme to the advantage of the grantees or the eligible participants (as the case may be) in respect of the matters set out in rule 17.03 of the Listing Rules;
- (b) alteration to the terms and conditions of the New Share Option Scheme which are of a material nature; and
- (c) any alteration to the terms and conditions of the options granted.

The amended terms of the New Share Option Scheme must comply with Chapter 17 of the Listing Rules.

Any change to the authority of the Directors in relation to any alteration to the terms of the New Share Option Scheme must be approved by Shareholders in general meeting.

18. Lapse of option

An option will lapse automatically (to the extent not already exercised) on the earliest of:

- (a) the expiry of the option period;
- (b) the expiry of the period specified for the acceptance of an offer of the option;
- (c) the expiry of the period referred to in paragraphs 9, 10, 12, 13 and 14 above of this Appendix;

- (d) the date of commencement of the winding up of the Company; and
- (e) the date on which the grantee commits a breach of paragraph 8 above of this Appendix.

19. Cancellation of options

Any cancellation of options granted but not exercised shall require approval of the Shareholders in general meeting, and the relevant grantees and their respective associates shall abstain from voting. Any vote taken at the general meeting for approving such cancellation shall be taken by poll. Cancelled options may be re-issued after such cancellation has been approved, provided that the re-issued options shall only be granted in compliance with the terms of the New Share Option Scheme. If new options are issued to the same grantee, the issue of such new options may only be made where there are available unissued options (excluding the cancelled options) within the limit approved by the Shareholders pursuant to paragraph 3 of this Appendix.

20. Termination of the New Share Option Scheme

The Company may by resolution in general meeting or the Board may at any time terminate the New Share Option Scheme and in such event no further option shall be offered but the provisions of New Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any option granted prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme. Options granted prior to such termination but not yet exercised at the time of termination shall continue to be valid and exercisable in accordance with the New Share Option Scheme.

21. Present status of the New Share Option Scheme

Application will be made to the Listing Committee of the Stock Exchange for approval for the listing of, and permission to deal in, the Shares which may fall to be issued pursuant to the exercise of the options granted under the New Share Option Scheme.

22. Restrictions on the time of grant of option

A grant of options may not be made after a price-sensitive event has occurred or a price sensitive matter has been the subject of a decision until an announcement of such price sensitive information has been published in accordance with the Listing Rules. In particular, no options may be granted during the period commencing one month immediately preceding the earlier of (a) the date of the Board meeting for the approval of the Company's annual or interim results; and (b) the deadline for the Company to publish its interim or annual results announcement under the Listing Rules and ending on the date of actual publication of the results announcement.

NOTICE OF ANNUAL GENERAL MEETING



KINGMAKER FOOTWEAR HOLDINGS LIMITED 信星鞋業集團有限公司*

(Incorporated in Bermuda with limited liability)
(Stock Code: 01170)

NOTICE IS HEREBY GIVEN that the annual general meeting of Kingmaker Footwear Holdings Limited (the “**Company**”) will be held at Kowloon Room I, Mezzanine Floor, Kowloon Shangri-la Hotel, 64 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Monday, 29 August 2011 at 11:00 a.m. for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited financial statements of the Company and its subsidiaries for the year ended 31 March 2011 and the reports of the directors and of the auditors of the Company for the year ended 31 March 2011.
2. To approve and declare the final dividend for the year ended 31 March 2011.
3. A. To re-elect Mdm. Huang Hsiu Duan, Helen as director of the Company (the “**Director**”);
B. To re-elect Mr. Chan Ho Man, Daniel as Director;
C. To authorise the board of Directors to fix the remuneration of the Directors.
4. To re-elect auditors and to authorise the board of Directors to fix the remuneration of the auditors.

SPECIAL BUSINESS

5. To consider and, if thought fit, pass with or without amendments the following resolution as ordinary resolution:

“**THAT**

- (a) Subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers and authority of the Company to repurchase its own securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on

* for identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) or of any other stock exchange, be and is hereby generally and unconditionally approved and authorised;

- (b) in addition, the approval in paragraph (a) shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its Shares at a price determined by the Directors;
 - (c) the aggregate nominal amount of the shares of the Company to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
 - (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the approval and authority given to the Directors by this resolution.”
6. To consider, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) Subject to paragraph (b) of this resolution, a general mandate be and it is hereby unconditionally given to the Directors to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with shares in the capital of the Company (including making and granting offers, agreements and options which would or which might require shares to be allotted, issued or dealt in, whether during the continuance of the Relevant Period or thereafter) provided that, otherwise than pursuant to:
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other

NOTICE OF ANNUAL GENERAL MEETING

arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regards, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in, or any territory applicable to the Company);

- (ii) an issue of shares under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company and approved by the Stock Exchange;
 - (iii) any issue of shares in the Company upon the exercise of subscription rights attaching to any warrants of the Company; or
 - (iv) any scrip dividend scheme or similar arrangement implemented in accordance with the bye-laws of the Company;
- (b) the aggregate nominal amount of the share capital allotted or agreed conditionally or unconditionally to be allotted or dealt with shall not exceed 20 per cent of the share capital of the Company in issue as at the date of this resolution;
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the approval and authority given to the Directors by this resolution.”
7. To consider, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditionally upon Resolution numbers 5 and 6 being passed, the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby extended by the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution number 5, provided that such amount shall not exceed 10 per cent of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares in the capital of the Company (the “**Shares**”) to be issued by the Company pursuant to the exercise of any options under the proposed share option scheme of the Company (the “**New Share Option Scheme**”), the rules of which are set out in the document marked “A” produced to the meeting and signed by the Chairman for the purpose of identification, the New Share Option Scheme be and is hereby approved and adopted as the Company’s share option scheme and the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary, desirable or expedient to give full effect to the New Share Option Scheme, including but without limitation to:
- (i) administer the New Share Option Scheme under which options will be granted to participants eligible under the New Share Option Scheme to subscribe for Shares; and
- (ii) issue and allot from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options granted under the New Share Option Scheme provided that the total number of Shares which may be issued upon exercise of all options to be granted under the New Share Option Scheme and any other share option schemes of the Company shall not exceed 10% of the issued share capital of the Company as at the date of passing this resolution; and
- (b) the existing share option scheme adopted by the Company on 28 August 2002 (the “**Existing Share Option Scheme**”) be terminated upon the New Share Option Scheme becoming unconditional such that thereafter no further options shall be offered under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in full force and effect and options granted thereunder prior to such termination shall continue to be valid and exercisable in accordance with their terms of issue.”

By order of the Board
Kingmaker Footwear Holdings Limited
Wong Hei Chiu
Company Secretary

Hong Kong, 29 July 2011

NOTICE OF ANNUAL GENERAL MEETING

As of the date of this notice, the Board consists of five executive Directors, namely Mr. CHEN Ming Hsiung, Mickey, Mdm. HUANG Hsiu Duan, Helen, Mr. KIMMEL, Phillip Brian, Mr. LEE Kung, Bobby and Mr. WONG Hei Chiu; two non-executive Directors, namely Mr. CHOW Wing Kin, Anthony and Mr. CHAN Ho Man, Daniel; and three independent non-executive Directors, namely Mr. TAM King Ching, Kenny, Mr. CHAN Mo Po, Paul and Mr. YUNG Tse Kwong, Steven.

Notes:

- (1) A member of the Company entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or, if he is a holder of more than one share, more than one proxy to attend and, on a poll, vote on his behalf in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with any power of attorney or other authority, under which it is signed or a certified copy of that power of authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
- (3) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (4) In case of joint holders of any shares in the Company, any one of such joint holders may vote at the annual general meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, 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 in respect of the joint holding.
- (5) For determining the entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Thursday, 25 August 2011 to Monday, 29 August 2011, both days inclusive, during which period no transfer of shares shall be effected. In order to be eligible to attend and vote at the annual general meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Wednesday, 24 August 2011. For determining the entitlement to the above proposed final dividend, the register of members of the Company will be closed from Monday, 5 September 2011 to Wednesday, 7 September 2011, both days inclusive, during which period no transfer of shares will be effected. To qualify for the above proposed final dividend, all transfer of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch registrar in Hong Kong, Tricor Tengis Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Friday, 2 September 2011.