

KINGMAKER FOOTWEAR HOLDINGS LIMITED

信星鞋業集團有限公司 *

(Incorporated in Bermuda with limited liability)

(the “Company”)

(Stock Code: 01170)

PROCEDURES FOR SHAREHOLDERS TO MAKE PROPOSALS AND CONVENE GENERAL MEETINGS

The following procedures are subject to the memorandum and bye-laws of the Company (as amended from time to time), the Bermuda Companies Act 1981 the applicable legislation and regulation, in particular, the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) (as amended from time to time).

Procedures for making proposals / moving a resolution at general meetings other than a proposal of a person for election as director

- The Company holds a general meeting as its annual general meeting (the “**AGM**”) every year. This is usually held in August. The Company may also hold a general meeting known as a special general meeting (the “**SGM**”) whenever necessary.
- Any one or more shareholders holding (i) not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting; or (ii) not less than 100 shareholders may submit a written request to make proposals or move a resolution at a general meeting; or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting (the “**Request**”).
- The Request must state clearly the name of the shareholder(s) and his/her/their shareholding, and signed by the shareholders concerned.
- The Request must be deposited 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, for the attention of the company secretary of the Company, not less than six weeks before the meeting in the case of a requisition requiring notice of a resolution and not less than one week before the meeting in the case of any other requisition.

** For identification purpose only*

- The Request will be verified with the Company's branch share registrar and upon their confirmation that the Request is proper and in order, the board of directors of the Company (the "**Board**") should (i) include the resolution in the agenda for the AGM; or (ii) circulate the statement for the general meeting, provided that the shareholders concerned have deposited a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and/or circulating the statement submitted by the shareholders concerned in accordance with the requirements under the statutory requirements to all the registered shareholders of the Company. On the contrary, if the Request has been verified as not in order or the shareholders concerned have failed to deposit sufficient money to meet the Company's expenses for the said purposes, the shareholders concerned will be advised of this outcome and accordingly, the proposed resolution will not be included in the agenda for the AGM or the statement will not be circulated for the general meeting.

Procedures for shareholders to convene a SGM

- Any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the "**Eligible Shareholder(s)**") shall at all times have the right, by written requisition (the "**Requisition**") sent to the Company's registered office at Clarendon House, Church Street, Hamilton, Bermuda HM11 and at its principal place of business in Hong Kong at 17th Floor, Empress Plaza, 17-19 Chatham Road South, Tsimshatsui, Kowloon, Hong Kong, for the attention of the Board or the company secretary of the Company, to require a SGM to be called by the Board for the transaction of any business specified in such requisition.
- The Requisition must state clearly the name of the Eligible Shareholder(s) concerned, his/her/their shareholding, the purposes of the SGM and the details of the business(es) proposed to be transacted at the SGM, and must be signed by the Eligible Shareholder(s) concerned.
- The Requisition will be verified with the Company's branch share registrar and upon their confirmation that the request is proper and in order, the Board will convene a SGM by serving sufficient notice in accordance with the statutory requirements to all the registered Shareholders. On the contrary, if the Requisition has been verified as not in order, the Eligible Shareholder(s) concerned will be advised of this outcome and accordingly, the Board will not call for a SGM.
- The notice period to be given to all the registered members for consideration of the proposal raised by the member(s) concerned at a SGM varies according to the nature of the proposal, as follows:
 - at least twenty-one (21) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes a special resolution of the Company, which cannot be amended other than to a mere clerical amendment to correct a patent error; and
 - at least fourteen (14) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.

- The Board shall convene the SGM within two months after the deposit of the Requisition. If within 21 days of the deposit of the Requisition, the Board fails to proceed to convene such SGM, the Eligible Shareholder(s), or any of them representing more than one half of the total voting rights of all of them, may themselves convene a meeting in accordance with the relevant provisions of the Companies Act 1981 of Bermuda, but any meeting so convened shall not be held after the expiration of three (3) months from the said date, and all reasonable expenses incurred by the Eligible Shareholder(s) concerned as a result of the failure of the Board shall be reimbursed to the Eligible Shareholder(s) concerned by the Company.