



# KINGMAKER FOOTWEAR HOLDINGS LIMITED

## 信星鞋業集團有限公司\*

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

### FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON FRIDAY, 28 AUGUST 2015 (OR ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ shares <sup>(Note 2)</sup> of HK\$0.10 each in the share capital of Kingmaker Footwear Holdings Limited (the “Company”) HEREBY APPOINT THE CHAIRMAN OF THE MEETING <sup>(Note 3)</sup>, \_\_\_\_\_  
or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to vote and act for me/us at the annual general meeting (the “Meeting”) (and at any adjournment thereof) of the Company to be held at Camomile Room, Lower Level 2, Kowloon Shangri-La Hotel, 64 Mody Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 28 August 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions (the “Resolutions”) as set out in the notice convening the Meeting and at the Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below <sup>(Note 4)</sup>.

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and consider the audited financial statements of the Company and its subsidiaries for the year ended 31 March 2015 and the reports of the directors and of the auditors of the Company for the year ended 31 March 2015.		
2.	A. To approve and declare the final dividend for the year ended 31 March 2015.		
	B. To approve and declare the special dividend for the year ended 31 March 2015.		
3.	A. To re-elect Mr. Kimmel, Phillip Brian as director of the Company (the “Director”).		
	B. To re-elect Mr. Wong Hei Chiu as Director.		
	C. To re-elect Mr. Tam King Ching, Kenny as Director.		
	D. To authorise the board of Directors to fix the remuneration of the Directors.		
4.	To re-appoint Ernst & Young as auditors and to authorise the board of Directors to fix the remuneration of the auditors.		
5.	To grant a general mandate to the Directors to purchase shares of the Company.		
6.	To grant a general mandate to the Directors to issue, allot and deal with shares of the Company.		
7.	Conditional upon the passing of resolution nos. 5 and 6, to extend the general mandate granted to the Directors to issue, allot and deal with shares by the number of shares repurchased pursuant to the general mandate granted under resolution no. 5.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2015. Signed \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares registered in your name(s) to which this proxy relates. 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).
- If any proxy other than the Chairman of the Meeting is preferred, strike out THE CHAIRMAN OF THE MEETING and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK IN THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.

\* for identification purposes only