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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)**

### **ISSUE OF NEW SHARES PURSUANT TO SHARE AWARD SCHEME**

On 24 January 2014, the Board has resolved to award a total of 1,468,000 Awarded Shares to 110 Selected Employees by way of issue and allotment of new Shares pursuant to the general mandate granted by the shareholders of the Company at the annual general meeting held on 28 August 2013.

Pursuant to the Share Award Scheme, the Board shall cause to be paid the subscription money for the new Shares from the Company's resources into the Account. The Committee shall apply the subscription money towards the subscription for new Shares at par and the Awarded Shares so subscribed shall be issued in the name of the Selected Employees.

Reference is made to the Share Award Scheme adopted by the Board on 3 June 2010.

On 24 January 2014, the Board has resolved to award a total of 1,468,000 Awarded Shares to 110 Selected Employees by way of issue and allotment of new Shares pursuant to the general mandate granted by the shareholders of the Company at the annual general meeting held on 28 August 2013, under which the maximum number of Shares that can be issued and allotted are 138,220,689 Shares. Except for the issue of the Awarded Shares as mentioned in this announcement, as at 24 January 2014, no other new Share has been issued or allotted under the aforesaid general mandate. Pursuant to the Share Award Scheme, the Board shall cause to be paid the subscription money for the new Shares from the Company's resources into the Account. The Committee shall apply the subscription money for the subscription of new Shares at par and the Awarded Shares so subscribed shall be issued in the name of the Selected Employees.

All of the 110 Selected Employees and their respective ultimate beneficial owners, if any, are third parties independent of the Company and its connected persons, and none of them is a director or a substantial shareholder of the Group (as defined under the Listing Rules) or an Excluded Employee as at the time of granting the Awarded Shares.

The 1,468,000 new Shares to be issued and allotted by the Company to the Selected Employees represent approximately 0.2% of the Company's issued share capital as at 24 January 2014.

The new Shares, when issued and fully paid, will rank pari passu among themselves and with the other Shares in issue, with rights to receive all dividends and other distributions declared, made or paid on or after the date of allotment.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the 1,468,000 Awarded Shares.

Further information relating to the issue of the new Shares under the Share Award Scheme is set out below:

Securities to be issued:	1,468,000 Shares
Issue price (net):	Shares shall be issued and allotted at nominal value
Funds to be raised:	nil
Reasons for the issue:	to recognise the contributions of the Selected Employees and to provide them with incentives in order to retain them for the continual operation and development of the Group
Identity of the allottees:	the 110 Selected Employees
Market price of the Shares:	HK\$1.58, being the closing price of the Shares as at 24 January 2014
Fund raising activities in the past 12 months:	The Company has not engaged in any fund raising activities by any issue of Shares in the 12 months immediately preceding the date of this announcement
Vesting conditions:	Save for subject to and conditional upon the grant of the listing approval by the Stock Exchange in respect of the Awarded Shares, there are no vesting conditions imposed on the Selected Employees' entitlement to the Awarded Shares, and the Awarded Shares will be issued and allotted to the Selected Employees as soon as practicable after the obtaining of the listing approval

## **DEFINITIONS**

Unless otherwise specified, the following terms have the following meanings in this announcement:

“Account”	the bank account opened in the name of the Company to be operated solely for the purposes of operating the Share Award Scheme and the funds thereof to be held on trust by the Company for the Selected Employees
“associate”	has the meaning ascribed to it under the Listing Rules

“Awarded Shares”	in respect of a Selected Employee, such number of Shares determined by the Board and (i) issued by the Company to the Selected Employee, or (ii) purchased by an entity designated by the Committee on the market, in either case out of cash paid by the Company by way of settlement to an entity designated by the Committee
“Board”	the board of Directors
“Committee”	the share award committee of the Company designated by the Board from time to time
“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
“Employee(s)”	any employee (excluding any Excluded Employee) of any member of the Group
“Excluded Employee”	(i) any Employee who is resident in a place where the award of the Awarded Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Share Award Scheme is not permitted under the laws and regulations of such place or where in the sole view of the Board or the Committee (as the case may be), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such Employee; or (ii) any Directors, chief executive or substantial Shareholders (as defined in the Listing Rules) or the Company and their respective associate(s)
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Selected Employee(s)”	Employee(s) selected by the Board for participation in the Share Award Scheme
“Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company

“Share Award Scheme”	the share award scheme adopted by the Company on 3 June 2010
“Shareholders”	holders of the share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board  
**Kingmaker Footwear Holdings Limited**  
**Chen Ming Hsiung, Mickey**  
*Chairman*

Hong Kong, 24 January 2014

*As at the date of this announcement, the four executive Directors of the Company are Mr. CHEN Ming Hsiung, Mickey, Mdm. HUANG Hsiu Duan, Helen, Mr. KIMMEL Phillip Brian and Mr. WONG Hei Chiu; the two non-executive Directors are Mr. CHOW Wing Kin, Anthony and Mr. CHAN Ho Man, Daniel; and the three independent non-executive Directors are Mr. TAM King Ching, Kenny, Mr. YUNG Tse Kwong, Steven and Ms. CHAN Mei Bo, Mabel.*

\* *for identification purposes only*