

KINGMAKER FOOTWEAR HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

NOMINATION COMMITTEE

Terms of Reference

Constitution

The Board hereby resolves to establish a committee of the Board to be known as the Nomination Committee (the "Committee").

Membership

The members of the Committee shall be appointed by the Board from amongst the directors of the Company and the Committee shall consist of not less than three members, the majority of which shall be independent non-executive directors.

The chairman of the Committee shall be appointed by the Board.

Secretary of Committee

The company secretary shall be the secretary of the Committee.

Attendance at meetings

A quorum shall be 2 members. Other board members, apart from the Committee members, have the right to attend any Committee meetings, though they shall not be counted in the quorum.

Frequency of meetings

The Committee members may call any meetings at any time when necessary.

Authority

The Committee is authorized by the Board to seek any necessary information which is within the Committee's scope of duties from the employees.

The Committee is authorized by the Board to obtain outside independent professional advice, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary.

Duties

The duties of the Committee shall include, but shall not be limited to the following:

1. To review the structure, size and composition of the Board (including the skills, knowledge and experience) on a regular basis and make recommendations to the Board regarding any proposed changes.

2. To identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of, individuals nominated for directorships.
3. To make recommendations to the Board on relevant matters relating to the appointment or re-appointment of directors and succession planning for directors in particular the chairman and the chief executive officer.
4. To assess the independence of independent non-executive directors.
5. Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, the Committee should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent.

Members: Mr. Chow Wing Kin, Anthony, Mr. Chen Ming Hsiung, Mr. Tam King Ching, Kenny, Mr. Chan Mo Po, Paul and Mr. Yung Tse Kwong, Steven.