

**Stella International Holdings Limited**  
**(the "Company")**  
**Terms of Reference for Investor Relations Committee**

**Constitution**

The board of directors (the "**Board**") of the Company has established a standing committee of the Board known as the Investor Relations Committee.

**Members**

Mr. Hung John Terence, *SBS, JP* (Chairman of the Investor Relations Committee)

Mr. Chi Lo-Jen, Stephen

Mr. Lee Kwok Ming, Don

**Objectives**

The Investor Relations Committee has been established to enhance communication with shareholders, provide greater transparency and quality of disclosure within the legal and regulatory framework.

**Membership**

The Investor Relations Committee and its chairman shall be appointed by the Board and can be removed by the Board at its sole discretion. The Investor Relations Committee shall comprise a minimum of two directors (the "**Members**" and a "**Member**" refers to any one of them).

The Board shall from time to time vary the composition of the Investor Relations Committee as may be required by the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the "**Listing Rules**") (as modified from time to time) or the rules of any other stock exchange in respect of which the shares of the Company are listed or quoted, or other codes, rules and regulations as may be prescribed by the Hong Kong Securities and Futures Commission or any other applicable regulatory authority from time to time (the "**Applicable Laws**").

The term of office of a Member will generally not be set beforehand. It will, *inter alia*, depend on the composition of the Board as a whole and that of other committees

from time to time.

The company secretary of the Company (the "**Company Secretary**") shall be the secretary of the Investor Relations Committee. The Company Secretary may delegate her duties, or parts thereof, under these Terms of Reference, to a deputy appointed by her in consultation with the chairman of the Investor Relations Committee.

### **Authority**

The Investor Relations Committee shall report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

The Investor Relations Committee shall be provided with sufficient resources to discharge its duties.

The Investor Relations Committee is authorised to obtain advice or assistance from any person, including professional consultants, whom it regards as competent to give such advice or assistance, and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Investor Relations Committee shall have sole authority to approve related fees and retention terms.

The Investor Relations Committee may delegate its authority to subcommittees or the chairman of the Investor Relations Committee when it deems appropriate and in the best interests of the Company.

### **Reporting Procedures**

The Investor Relations Committee shall report to the Board orally or in writing on a regular basis. In particular, at the first meeting of the Board following the meeting of the Investor Relations Committee, the chairman of the Committee shall report their findings, decisions or recommendations to the Board.

### **Investor Relations Committee Meetings**

***Frequency*** Meetings of the Investor Relations Committee are in principle called by the Chairman of the Investor Relations Committee. The Investor Relations

Committee shall meet with such frequency as required to discharge its duties and it is expected that it shall meet at least twice a year.

**Notice** Notice of any meetings of the Investor Relations Committee has to be given at least 14 days prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meeting is not required if the adjournment is less than 14 days.

**Quorum** The quorum for meetings of the Corporate Governance Committee should be two members.

**Attendance** Only Members are entitled to attend the meetings of the Investor Relations Committee. However, the Investor Relations Committee may invite the following persons to attend the meetings of the Investor Relations Committee, without the authority to vote, if it considers appropriate:

- Company Secretary;
- legal counsel;
- professional consultants (including individuals with relevant knowledge, experience and expertise that may contribute to the Investor Relations Committee);
- any other officer or director of the Company.

### **Resolutions**

Resolutions of the Investor Relations Committee shall be passed by a majority of votes, which can also be passed by way of unanimous written resolutions. Meetings can be held in person, by telephone or by video conference.

### **Minutes**

The secretary of the Investor Relations Committee should keep full minutes of all Investor Relations Committee meetings. Draft and final versions of minutes of meetings of the Investor Relations Committee should be sent to all Members for their

comment and records respectively, in both cases within a reasonable time after the meeting.

Minutes of all Investor Relations Committee meetings will also be sent to other members of the Board at the same time when they are sent to Members.

### Duties

The duties of the Investor Relations Committee shall include the following aspects:

- to formulate and amend the corporate disclosure guidelines;
- to provide guidance to the investor relations division in relation to formulating investor relations/public relations policies;
- to scrutinize material information that is to be disclosed to the public;
- to approve press release;
- to review from time to time as appropriate these Terms of Reference and the effectiveness of the Investor Relations Committee and recommend to the Board any necessary changes;
- to do any such things to enable the Investor Relations Committee to discharge its duties conferred on it by the Board from time to time; and
- to address and deal with such other matters as may be delegated by the Board to the Investor Relations Committee.

### **Publication of these Terms of Reference**

These Terms of Reference will be posted on the website of the Company. A copy of these Terms of Reference will be made available on request.

*Approved and adopted by the Board on 14 May 2008*