



Stella International Holdings Limited 九興控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1836)

Form of proxy for Extraordinary General Meeting

I/We¹ _____ being the
the registered holder(s) of _____² shares of HK\$0.10 each in the capital of
Stella International Holdings Limited (the “Company”) HEREBY APPOINT the Chairman of the meeting, or³ _____

of _____ as my/our proxy to attend and vote for me/us
and on my/our behalf at the Extraordinary General Meeting (or any adjournment thereof) of the Company to be held at the Company’s
conference room at Suites 3003-04, 30/F, Tower 2, The Gateway, 25 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday,
30 December 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice
convening the Extraordinary General Meeting and at the Extraordinary General Meeting(or at any adjournment thereof) to vote for me/us
in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS	FOR ⁴	AGAINST ⁴
1. To approve the automatic renewal of the framework materials sale and purchase agreement in relation to the purchase of tannery dated 21 May 2007 and entered into between the Company and 興昂制革(惠州)有限公司 (Simona Tannery Co., Ltd.) for a term of three years from 1 January 2010 to 31 December 2012, the transactions contemplated thereunder and the related annual caps.		
2. To approve the automatic renewal of the framework materials sale and purchase agreement in relation to the purchase of sole materials dated 21 May 2007 and entered into between the Company and 東莞興泰鞋材有限公司 (Sanford International Co., Ltd.) for a term of three years from 1 January 2010 to 31 December 2012, the transactions contemplated thereunder and the related annual caps.		
3. To approve the automatic renewal of the framework materials sale and purchase agreement in relation to the purchase of sole materials dated 21 May 2007 and entered into between the Company and 東莞興騰鞋材有限公司 (Dongguan Xintan Footwear Co., Ltd.) for a term of three years from 1 January 2010 to 31 December 2012, the transactions contemplated thereunder and the related annual caps.		

Dated this _____ day of _____, 2009

Signature(s)⁵: _____

Notes:

1. Full name(s) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of shares of the Company registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out the words “the Chairman of the meeting, or” 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(S) WHO SIGN(S) IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your 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.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders of shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, then one of the said persons whose name stands first in the register of such shares shall alone be entitled to vote in respect thereof.
7. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed hereon must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

* For identification purpose only