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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **Stella International Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1836)**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the Annual General Meeting to be held at Beijing Suites I-II, 3/F, Marco Polo Prince Hotel, 23 Canton Road, Tsimshatsui, Kowloon, Hong Kong at 3:00 p.m. on Wednesday, 7 May 2008 is set out on pages 17 to 21 of this circular.

Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

8 April 2008

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## DEFINITIONS

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*In this Circular, unless the context otherwise requires, the following expressions have the following meanings:*

<b>“Annual General Meeting”</b>	the annual general meeting of the Company to be convened and held at Beijing Suites I-II, 3/F, Marco Polo Prince Hotel, 23 Canton Road, Tsimshatsui, Kowloon, Hong Kong at 3:00 p.m. on Wednesday, 7 May 2008, the notice of which is set out on pages 17 to 21 of this circular, and any adjournment thereof
<b>“Articles of Association”</b>	the articles of association of the Company, as amended from time to time
<b>“associates”</b>	has the same meaning as defined under the Listing Rules
<b>“Board”</b>	the board of Directors
<b>“Companies Law”</b>	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
<b>“Company”</b>	Stella International Holdings Limited, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
<b>“Director(s)”</b>	director(s) of the Company
<b>“Extension Mandate”</b>	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the General Mandate
<b>“General Mandate”</b>	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting

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## DEFINITIONS

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<b>“Group”</b>	the Company and its subsidiaries
<b>“Hong Kong”</b>	the Hong Kong Special Administrative Region of the People’s Republic of China
<b>“Latest Practicable Date”</b>	2 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on the Stock Exchange
<b>“Long Term Incentive Scheme”</b>	a scheme conditionally approved by a written resolution of the Shareholders passed on 15 June 2007 and adopted by a resolution of the Board on 15 June 2007 and as further amended by a resolution of the duly authorised committee of the Board on 18 June 2007, under which an employee, a director and any shareholder of any member of the Group or any holder of any securities issued by any member of the Group may be granted a right to subscribe for Shares under the discretion of the Board
<b>“Prospectus”</b>	the prospectus of the Company dated 22 June 2007
<b>“Repurchase Mandate”</b>	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate nominal amount of which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the Annual General Meeting
<b>“SFO”</b>	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
<b>“Share(s)”</b>	ordinary share(s) of HK\$0.10 each in the share capital of the Company
<b>“Shareholder(s)”</b>	holder(s) of Share(s)
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited

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## DEFINITIONS

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“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1836)**

*Executive Directors:*

Mr. Chiang Jeh-Chung, Jack  
Mr. Chao Ming-Cheng, Eric  
Mr. Chen Li-Ming, Lawrence  
Mr. Shieh Tung-Pi, Billy  
Mr. Chi Lo-Jen, Stephen

*Non-executive Director:*

Mr. Shih Takuen, Daniel

*Independent non-executive Directors:*

Mr. Chu Pao-Kuei  
Mr. Ng Hak-Kim, JP  
Mr. Hung John Terence, SBS, JP

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

Suites 3003-04,  
30/F, Tower 2, The Gateway  
25 Canton Road,  
Tsimshatsui, Kowloon,  
Hong Kong

8 April 2008

*To the Shareholders*

Dear Sir or Madam,

## **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND PROPOSED RE-ELECTION OF DIRECTORS**

### **INTRODUCTION**

The primary purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, inter alia: (a) ordinary resolutions on the proposed grant of each of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (b) ordinary resolutions relating to the proposed re-election of the Directors.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### **GRANT OF GENERAL MANDATE, REPURCHASE MANDATE AND EXTENSION MANDATE**

Pursuant to the resolutions in writing passed by the sole Shareholder on 15 June 2007, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal amount not exceeding the sum of (i) 20% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Global Offering (as defined in the Prospectus) and the Capitalisation Issue (as defined in the Prospectus) (without taking into account any Shares to be issued pursuant to the exercise of the Over-allotment Option) (as defined in the Prospectus); and (ii) the aggregate nominal amount of the share capital of the Company which may be purchased or repurchased by the Company pursuant to the authority granted to the Directors referred as to (b) below; (b) a general unconditional mandate to purchase or repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue immediately following completion of the Global Offering and the Capitalisation Issue (without taking into account any Shares to be issued pursuant to the exercise of the Over-allotment Option); and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares purchased or repurchased by the Company pursuant to the mandate to purchase or repurchase Shares referred to in (b) above.

The above general mandates will expire at the conclusion of the Annual General Meeting. At the Annual General Meeting, the following resolutions, among other matters, will be proposed:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution. On the assumption that 809,250,000 Shares in issue as at the Latest Practicable Date and assuming no Shares will be issued or repurchased prior to the Annual General Meeting, the maximum number of Shares to be allotted and issued pursuant to the General Mandate will be 161,850,000;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution; and
- (c) to grant the Extension Mandate to the Directors to increase the total number of Shares which may be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

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## LETTER FROM THE BOARD

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Each of the General Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company following the Annual General Meeting; (b) the date by which the next annual general meeting is required by the Companies Law or the Articles of Association to be held; or (c) when the authority given to the Directors thereunder is revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

The Directors wish to state that they have no immediate plans to allot and issue any new Shares other than such Shares which may fall to be allotted and issued upon the exercise of any options granted under the Long Term Incentive Scheme.

Under the Listing Rules, the Company is required to give the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

### **PROPOSED RE-ELECTION OF DIRECTORS**

According to article 86(3) of the Articles of Association, any Director appointed by the Board to fill a causal vacancy or as an additional Director shall hold office only until the first general meeting of the Shareholders or the next following annual general meeting of the Company respectively. Such Directors shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting. By virtue of article 86(3) of the Articles of Association, the office of Mr. Chen Li-Ming, Lawrence, being the executive Director, will cease to hold office as Director and, being eligible, offer himself for re-election as Director at the Annual General Meeting.

According to article 87(1) of the Articles of Association, not less than one-third of the Directors shall retire from office by rotation at each annual general meeting of the Company. Any Director who retires under this article shall then be eligible for re-election as Director. Mr. Chiang Jeh-Chung, Jack, Mr. Chao Ming-Cheng, Eric and Mr. Chi Lo-Jen, Stephen, will retire as Directors and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Biographical information of Mr. Chen Li-Ming, Lawrence, Mr. Chiang Jeh-Chung, Jack, Mr. Chao Ming-Cheng, Eric and Mr. Chi Lo-Jen, Stephen is set out in Appendix II to this circular.

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## **LETTER FROM THE BOARD**

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### **ACTIONS TO BE TAKEN**

Set out on pages 17 to 21 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate; and
- (b) the proposed re-election of Directors.

Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

### **PROCEDURES FOR DEMANDING A POLL AT THE ANNUAL GENERAL MEETING**

Pursuant to article 66 of the Articles of Association, a resolution put to vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for poll) a poll is demanded:

- (a) by the chairman of such meeting;
- (b) by at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at such meeting;
- (c) by any Shareholder(s) present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the rights to vote at the meeting;
- (d) by any Shareholder(s) present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right; or

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## LETTER FROM THE BOARD

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- (e) by any Director(s) who, individually or collectively, hold proxies in respect of shares in the Company representing 5% or more of the total voting rights of all the Shareholders having the right to vote at the meeting.

### RECOMMENDATIONS

The Board considers that the ordinary resolutions in respect of the proposed grant of the General Mandate, Repurchase Mandate and Extension Mandate and the proposed re-election of Directors to be proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and recommends the Shareholders to vote in favour of such resolutions at the Annual General Meeting.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

### MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,  
By order of the Board  
**Stella International Holdings Limited**  
**Chiang Jeh-Chung, Jack**  
*Chairman*

This appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 809,250,000 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase the Shares on the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing the relevant ordinary resolution at the Annual General Meeting. Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 80,925,000 Shares.

### **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

**4. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's memorandum of association, the Articles of Association, the Companies Law, other applicable laws of the Cayman Islands and the Listing Rules. A listed company is prohibited from repurchasing its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Law, repurchases by the Company may only be made out of the profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital. Any premium payable on a redemption or purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account, or, if so authorised by the Articles of Association and subject to the provisions of the Companies Law, out of capital.

**5. GENERAL**

There might be a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2007, being the date of its latest published audited consolidated financial statements, in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**6. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during the period from 6 July 2007 (the date of listing of the shares on the Stock Exchange) up to the Latest Practicable Date were as follows:—

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2007</b>		
July	18.60	14.50
August	16.70	12.70
September	18.18	15.34
October	18.80	15.80
November	17.20	14.80
December	17.74	16.30
<b>2008</b>		
January	17.54	13.30
February	15.00	12.92
March	14.20	12.70
April (up to the Latest Practicable Date)	17.98	12.84

**7. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases under the Repurchase Mandate in accordance with the Listing Rules and the applicable laws and regulations of Cayman Islands and in accordance with the regulations set out in the memorandum of association of the Company and the Articles of Association.

**8. CONNECTED PERSON**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she has a present intention to sell Shares to the Company, or has any such connected person undertaken not to do so, in the event that the grant of Repurchase Mandate to the Directors is approved by the Shareholders.

## **9. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If on exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Cordwalner Bonaventure Inc. ("**Cordwalner**") held 564,271,550 shares representing 69.73 per cent of the issued share capital of the Company. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Cordwalner in the Company would be increased to approximately 77.48 per cent of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares in hands of public falling below the prescribed minimum percentage of 25%.

## **10. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

The following sets out the biographical information of the Directors eligible for re-election at the Annual General Meeting:

**Executive Directors**

**Mr. Chiang Jeh-Chung, Jack**, aged 57, is an executive Director and Chairman of the Board. Mr. Chiang has been with the Group since 1983 and is one of the founders of the Group. He is responsible for the Group's design, development, marketing and customer relationship. Mr. Chiang has about 25 years of experience in new product development and management in the footwear industry. He is the uncle of a fellow Director, Mr. Chi Lo-Jen, Stephen, and is the brother-in-law of a fellow Director of the Company, Mr. Shieh Tung-Pi, Billy. He is one of the shareholders of Cordwalner, the controlling Shareholder (as defined in the Listing Rules). Save as disclosed above, Mr Chiang was not related to any other Directors, senior management, substantial or controlling Shareholder of the Company.

Mr. Chiang is also the director of Stella International Marketing Company Limited and 興記九興貿易(上海)有限公司 (Stella Luna Fashion Inc.), both of which are subsidiaries of the Company. Save as disclosed above, Mr Chiang did not hold any position in the Group as at the Latest Practicable Date. In the three years preceding the Latest Practicable Date, Mr. Chiang has not been a director of any other publicly listed company.

Mr. Chiang has entered into a service agreement with the Company for an initial term of three years subject to the retirement by rotation and re-election at the annual general meetings of the Company. Mr. Chiang is entitled to an annual remuneration of approximately HK\$900,000 and is eligible for an annual bonus and other allowances at the sole and absolute discretion of the Board and its remuneration committee.

As at the Latest Practicable Date, Mr. Chiang is interested in 76,000 shares in Cordwalner, an associated corporation of the Company. Save as disclosed above, Mr. Chiang has no other interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Chiang that need to be brought to the attention of the Shareholders.

**Mr. Chao Ming-Cheng, Eric**, aged 56, is an executive Director of the Company. Mr. Chao has been with the Group since 1982 and is one of the founders of the Group. He is responsible for factory management and setting up new manufacturing facilities. Mr. Chao has 25 years of experience in management in the footwear industry. He holds a Bachelor of Commerce degree from the Tunghai University, Taiwan. He is one of the Shareholders of Cordwalner, the controlling Shareholder. Save as disclosed above, Mr. Chao was not related to any other Directors, senior management, substantial or controlling Shareholder of the Company.

Mr. Chao is also the director of 龍川興萊鞋業有限公司 (Longchuan Simona Footwear Co. Ltd.), a subsidiary of the Company. Save as disclosed above, Mr. Chao did not hold any position in the Group as at the Latest Practicable Date. In the three years preceding the Latest Practicable Date, Mr. Chao has not been a director of any other publicly listed company.

Mr. Chao has entered into a service agreement with the Company for an initial term of three years subject to the retirement by rotation and re-election at the annual general meetings of the Company. Mr. Chao is entitled to an annual remuneration of approximately HK\$840,000 and is eligible for an annual bonus and other allowances at the sole and absolute discretion of the Board and its remuneration committee.

As at the Latest Practicable Date, Mr. Chao, together with his spouse, is interested in 113,694 shares in Cordwalner, an associated corporation of the Company. Save as disclosed above, Mr. Chao has no other interests in the Shares, underlying Shares and debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Chao that need to be brought to the attention of the Shareholders.

**Mr. Chen Li-Ming, Lawrence**, aged 47, is an executive Director and the chief executive officer of the Group. Mr. Chen has been with the Group since 1985. He has been responsible for the Group's corporate management. He has over 22 years of experience in technology development and management in the footwear industry. He holds a Bachelor of Electrophysics degree from the National Chiao Tung University, Taiwan.

Mr. Chen is the brother-in-law of the non-executive Director, Mr. Shih Takuen, Daniel. He is the sole director and one of the shareholders of Cordwalner, the controlling Shareholder. Save as disclosed above, Mr. Chen was not related to any other Directors, senior management, substantial or controlling Shareholder of the Company.

Mr. Chen is also the director of N.O.I. Holding Company Limited, N.O.I. (Macau) Company Limited, Stella Luna Fashion (HK) Limited, Stella Luna Sol Limited, Stella Services Limited, 東莞興昂鞋業有限公司 (Dongguan Stella Footwear Co. Ltd.), 龍川興萊鞋業有限公司 (Longchuan Simona Footwear Co. Ltd.) and 興記九興貿易(上海)有限公司 (Stella Luna Fashion Inc.), all of which are subsidiaries of the Company. Save as disclosed above, Mr. Chen did not hold any position in the Group as at the Latest Practicable Date. In the three years preceding the Latest Practicable Date, Mr. Chen has not been a director of any other publicly listed company.

Mr. Chen has entered into a service agreement with the Company for a term of three years subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association of the Company. Mr. Chen is entitled to an annual remuneration of HK\$780,000 and is eligible for an annual bonus and other allowances at the sole and absolute discretion of the Board and its remuneration committee.

As at the Latest Practicable Date, Mr. Chen, together with his spouse, is interested in 122,707 shares in Cordwalner, an associated corporation of the Company. Save as disclosed above, Mr. Chen has no other interests in the Shares, underlying Shares or debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

**Mr. Chi Lo-Jen, Stephen**, aged 36, is an executive Director of the Company. Mr. Chi joined the Group in 1995 and is the chief operating officer of the women's footwear business division of the Group. He is responsible for the supervision of the daily operations and business development of women's footwear business. Mr. Chi is also responsible for product design and development. He has over 12 years of experience in the footwear industry. Mr. Chi is the nephew of a fellow Director of the Company, Mr. Chiang Jeh-Chung, Jack. He is one of the shareholders of Cordwalner, the controlling Shareholder. Save as disclosed above, Mr. Chi was not related to any other Directors, senior management, substantial or controlling Shareholder of the Company.

Mr. Chi did not hold any position in the Group as at the Latest Practicable Date. In the three years preceding the Latest Practicable Date, Mr. Chi has not been a director of any other publicly listed company.

Mr. Chi has entered into a service agreement with the Company for an initial term of three years subject to the retirement by rotation and re-election at the annual general meetings of the Company. Mr. Chi is entitled to an annual remuneration of approximately HK\$780,000 and is eligible for an annual bonus and other allowances at the sole and absolute discretion of the Board and its remuneration committee.

As at the Latest Practicable Date, Mr. Chi is interested in 23,125 shares in Cordwalner, an associated corporation of the Company. Save as disclosed above, Mr. Chi has no other interests in the Shares, underlying Shares or debenture of the Company within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no information which is discloseable nor is/was he involved in any matters required to be disclosed pursuant to any of the requirements of the provisions under the Rule 13.51 of the Listing Rules.

There are no other matters concerning Mr. Chi that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1836)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Stella International Holdings Limited (“**Company**”) will be held at Beijing Suites I-II, 3/F, Marco Polo Prince Hotel, 23 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 7 May 2008 at 3:00 p.m. to consider, if though fit, transact the following ordinary businesses:

1. to receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“**Directors**”) and auditors (“**Auditors**”) of the Company for the year ended 31 December 2007.
2. to consider the re-election of the retiring Directors, each as separate resolution, and to authorise the board (“**Board**”) of Directors to fix their remuneration.
3. to consider the re-appointment of Deloitte Touche Tohmatsu as the Auditors for the year ending 31 December 2008 and to authorise the Board to fix their remuneration.

and, as special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares (“**Shares**”) of HK\$0.10 each in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

\* For identification purpose only

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- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to
  - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
  - (ii) the exercise of options granted under the Long Term Incentive Scheme or similar arrangement for the time being adopted by the Company from time to time;
  - (iii) any scrip dividend or similar arrangements providing for allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association (“**Articles of Association**”) of the Company and other relevant regulations in force from time to time; or
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares;

shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

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“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of Shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors (“**Directors**”) of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares (“**Shares**”) of HK\$0.10 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (“**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws as amended from time to time in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law of the Cayman Islands to be held; or
  - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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6. “**THAT** conditional upon resolutions numbered 4 and 5 above being passed, the unconditional general mandate granted to the directors (“**Directors**”) of the Company to allot, issue and deal with additional shares of the Company pursuant to resolution numbered 4 above be and it is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount requesting the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted pursuant to resolution numbered 5 above.”

By order of the Board of  
**Stella International Holdings Limited**  
**Kan Siu Yim**  
*Company Secretary*

Hong Kong, 8 April 2008

*Head office and principal place of business in Hong Kong:*

Suites 3003-04,  
30/F, Tower 2, The Gateway  
25 Canton Road,  
Tsimshatsui, Kowloon,  
Hong Kong

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*Notes:*

1. A member of the Company entitled to attend and vote at the meeting above is entitled to appoint in written form one or, if he is the holder of two or more shares (“**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share 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, that one of the said persons so present whose name stands first in the register in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Hong Kong branch share registrar and transfer office (“**Branch Registrar**”) of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th 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 notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Monday, 5 May 2008 to Wednesday, 7 May 2008 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the above meeting or any adjournment thereof, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:00 p.m. on Friday, 2 May 2008.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution numbered 4 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares. The Directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the Long Term Incentive Scheme of the Company or any scrip dividend scheme which may be approved by the Shareholders.
7. In relation to resolution numbered 5 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances, which they deem appropriate for the benefit of the Shareholders.

*As at the date of this notice, the executive Directors are Mr. Chiang Jeh-Chung, Jack, Mr. Chao Ming-Cheng, Eric, Mr. Chen Li-Ming, Lawrence, Mr. Shieh Tung-Pi, Billy and Mr. Chi Lo-Jen, Stephen, the non-executive Director is Mr. Shih Takuen, Daniel and the independent non-executive Directors are Mr. Chu Pao-Kuei, Mr. Ng Hak-Kim, JP and Mr. Hung John Terence, SBS, JP.*