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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).

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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 II-III, 3/F, Marco Polo Prince Hotel, 23 Canton Road, Tsimshatsui, Kowloon, Hong Kong at 3:00 p.m. on Friday, 8 May 2009 is set out on pages 19 to 23 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th 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.

30 March 2009

\* For identification purpose only

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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 II-III, 3/F, Marco Polo Prince Hotel, 23 Canton Road, Tsimshatsui, Kowloon, Hong Kong at 3:00 p.m. on Friday, 8 May 2009, the notice of which is set out on pages 19 to 23 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

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## DEFINITIONS

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<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
<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>	24 March 2009, 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>“Repurchase Mandate”</b>	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares up to a maximum of 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

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## DEFINITIONS

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<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
<b>“Takeovers Code”</b>	The Hong Kong Code on Takeovers and Mergers
<b>“HK\$”</b>	Hong Kong dollars, the lawful currency of Hong Kong
<b>“%”</b>	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. Shih Takuen, Daniel  
Mr. Chao Ming-Cheng, Eric  
Mr. Chen Li-Ming, Lawrence  
Mr. Shieh Tung-Pi, Billy  
Mr. Chi Lo-Jen, Stephen

*Independent non-executive Directors:*

Mr. Chu Pao-Kuei  
Mr. Ng Hak Kim, JP  
Mr. Chen Johnny

*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

30 March 2009

*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 ordinary resolutions passed by the then Shareholders at the last annual general meeting of the Company held on 7 May 2008, the Directors were granted (a) a general unconditional mandate to allot, issue and deal with Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; (b) a general unconditional mandate to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of the relevant ordinary resolution; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal amount of the Shares 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 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 794,379,500 Shares were 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 158,875,900;
- (b) to grant the Repurchase Mandate to the Directors to enable them to repurchase 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 and/or such Shares which may be awarded under the Long Term Incentive Scheme or any script dividend scheme which may be approved by the Shareholders.

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 annual general meeting of the Company respectively following his/her appointment. 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, Mr. Chen Johnny, being an independent non-executive Director, will cease to hold office as Director and, being eligible, offer himself for re-election as Director at the Annual General Meeting.

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## LETTER FROM THE BOARD

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Biographical information of Mr. Chen Johnny is set out in Appendix II to this circular. Having considered his major offices, past working experiences and professional qualifications, the Board believes that Mr. Chen Johnny is a suitable candidate for the post of Independent Non-executive Director and should be elected. Taking into account the factors set out in Rule 3.13 of the Listing Rules, the Board considers Mr. Chen Johnny to be independent.

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. Shih Takuen, Daniel, Mr. Shieh Tung-Pi, Billy and Mr. Ng Hak Kim, *JP* will retire as Directors and, being eligible, offer themselves for re-election as Directors at the Annual General Meeting.

Biographical information of Mr. Shih Takuen, Daniel, Mr. Shieh Tung-Pi, Billy and Mr. Ng Hak Kim, *JP* is set out in Appendix II to this circular.

### **ACTIONS TO BE TAKEN**

Set out on pages 19 to 23 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 in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th 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.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

All the resolutions set out in the notice of the Annual General Meeting will be decided by poll in accordance with the Listing Rules. The chairman of the Annual General Meeting will explain the detailed procedures for conducting a poll at the commencement of the Annual General Meeting.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative shall have one vote for every fully paid Share held.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of Hong Kong Exchanges and Clearing Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the website of the Company at [www.stella.com.hk](http://www.stella.com.hk).

### 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 794,379,500 Shares in issue.

The Repurchase Mandate will enable the Directors to repurchase 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 79,437,950 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 2008, 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**

During each of 12 months preceding and up to the Latest Practicable Date, the highest and lowest prices at which the Shares were traded on the Stock Exchange are as follows:–

	<b>Highest Price</b>	<b>Lowest Price</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2008</b>		
April	17.98	10.94
May	13.80	11.04
June	14.50	13.40
July	14.10	13.10
August	14.00	12.36
September	12.46	8.30
October	8.60	5.80
November	7.20	6.12
December	6.73	5.80
<b>2009</b>		
January	7.09	6.20
February	8.70	6.70
March*	8.99	8.00

\* up to and including Latest Practicable Date

**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 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 552,318,992 shares representing 69.53 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 77.25 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 the hands of the public falling below the prescribed minimum percentage of 25%.

## 10. SHARE REPURCHASE MADE BY THE COMPANY

At the annual general meeting held on 7 May 2008, the Directors were granted a general mandate to purchase the shares of the Company not exceeding 10% of the aggregate nominal amount of its issued share capital as at the date of passing of the relevant resolution. In the six months immediately preceding the Latest Practicable Date, the Company repurchased its own ordinary shares on the Stock Exchange as follows:

Date of repurchase	Number of shares of nominal value of HK\$0.10 each repurchased	Consideration per share		Aggregate consideration paid for the repurchase of shares HK\$
		Highest HK\$	Lowest HK\$	
10 October 2008	2,280,000	7.00	6.41	15,235,771.24
13 October 2008	253,000	7.10	6.94	1,773,338.77
14 October 2008	2,516,500	7.50	7.29	18,641,499.52
15 October 2008	773,500	7.49	7.28	5,722,756.66
16 October 2008	822,500	7.00	6.79	5,702,624.71
17 October 2008	2,698,500	7.09	6.93	18,950,864.10
21 November 2008	822,500	6.60	6.41	5,372,071.64
24 November 2008	700,000	6.50	6.38	4,523,958.05
26 November 2008	550,000	6.50	6.40	3,581,082.00
28 November 2008	500,000	6.41	6.30	3,183,450.92
2 December 2008	400,000	6.07	5.92	2,419,072.07
3 December 2008	690,000	6.06	5.96	4,164,748.92
4 December 2008	500,000	6.20	5.99	3,065,019.99
5 December 2008	500,000	6.30	6.11	3,150,289.01
11 December 2008	864,000	6.40	6.28	5,536,912.21

The repurchased shares were cancelled during the year and the issued share capital of the Company was reduced by the nominal value thereof.

Save as disclosed above, neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the listed securities of the Company 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. Shih Takuen, Daniel**, aged 57, is the Deputy Chairman of the Board, an Executive Director of the Company, the chairman of the Corporate Governance Committee and a member of the Nomination Committee and the Remuneration Committee of the Board. Mr. Shih has been with the Group since 2007. He is responsible for the Group's business development strategy, leadership development, and retail business operations. Prior to joining the Group, he was the chairman of PepsiCo (China) Investment Ltd. since 2006 and president of Motorola (China) Electronics Ltd. from 2003 to 2006. Mr. Shih holds a Master of Science degree from the University of Cincinnati, the United States and an honorary doctorate degree of commerce from West Alabama University, the United States.

Save for being an Executive Director of the Company and a director of 興記九興貿易(上海)有限公司 (Stella Luna Fashion Inc.), which is a subsidiary of the Company, Mr. Shih did not hold any position in the Group as at the Latest Practicable Date. In the three years preceding the Latest Practicable Date, Mr. Shih had not been a director of any public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Shih is the brother-in-law of the Executive Director, Mr. Chen Li-Ming, Lawrence. As at the Latest Practicable Date, Mr. Shih was interested in 6,536 shares in Cordwalner Bonaventure Inc., an associated corporation of the Company, and 211,500 restricted unit awards granted by the Company under the Long Term Incentive Scheme. Save as disclosed above, Mr. Shih had no other interests in the Shares, underlying Shares and debenture of the Company, which were required to be disclosed under Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, Mr. Shih was not related to any other Directors, senior management, substantial or controlling Shareholder (as defined in the Listing Rules) of the Company.

Mr. Shih has entered into a service agreement with the Company for an initial fixed term of three years commenced from 1 May 2008, which is renewable automatically for successive terms of two years and commencing from the day immediately after the expiry of the current term of appointment unless terminated by not less than six months' notice in writing served by either party. Mr. Shih is also subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association. Mr. Shih is entitled to an annual remuneration of approximately HK\$900,000 and is eligible for a discretionary management bonus and other allowances at the sole and absolute discretion of the Board with reference to his performance, the profitability of the Group and the remuneration benchmarks in the industry.

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. Shih that need to be brought to the attention of the Shareholders.

**Mr. Shieh Tung-Pi, Billy**, aged 51, is an Executive Director of the Company and the Chief Operating Officer of the Group. Mr. Shieh has been with the Group since 1982. Mr. Shieh has over 26 years of experience in the footwear industry. He holds a Certificate of Tourism Management from the Tansui Institute of Industrial and Business Administration (now known as the Aletheia University), Taiwan.

Save for being an Executive Director of the Company and a director of Stella Footwear Inc. and 東莞興昂鞋業有限公司 (Dongguan Stella Footwear Co. Ltd.), both of which are subsidiaries of the Company, Mr. Shieh did not hold any position in the Group as at the Latest Practicable Date. In the three years preceding the Latest Practicable Date, Mr. Shieh had not been a director of any public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Shieh is the brother-in-law of the chairman of the Board, Mr. Chiang Jeh-Chung, Jack. As at the Latest Practicable Date, Mr. Shieh was interested in 33,756 shares in Cordwalner Bonaventure Inc., an associated corporation of the Company, 2,161,186 Shares in the Company and 64,500 restricted unit awards granted by the Company under the Long Term Incentive Scheme. Save as disclosed above, Mr. Shieh had no other interests in the Shares, underlying Shares and debenture of the Company, which were required to be disclosed under Part XV of the SFO as at the Latest Practicable Date. Save as disclosed above, Mr. Shieh was not related to any other Directors, senior management, substantial or controlling Shareholder (as defined in the Listing Rules) of the Company.

Mr. Shieh has entered into a service agreement with the Company for an initial fixed term of three years commenced from 15 June 2007 and ending on 14 June 2010 unless terminated by not less than six months' notice in writing served by either party. Mr. Shieh is also subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association. Mr. Shieh is entitled to an annual remuneration of approximately HK\$780,000 and is eligible for a discretionary management bonus and other allowances at the sole and absolute discretion of the Board with reference to his performance, the profitability of the Group and the remuneration benchmarks in the industry.

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. Shieh that need to be brought to the attention of the Shareholders.

### **INDEPENDENT NON-EXECUTIVE DIRECTORS**

**Mr. Ng Hak Kim**, *JP, FHKIHRM, FHKIoD, FHKMA*, aged 56, is an Independent Non-executive Director of the Company, the chairman of the Remuneration Committee and a member of the Audit Committee, the Corporate Governance Committee and the Nomination Committee of the Board. Mr. Ng holds a Bachelor of Social Science degree from the Chinese University of Hong Kong and a Master of Social Science degree from the University of Hong Kong. He is a fellow member of the Hong Kong Institute of Directors, the chairman of Human Capital Management Consulting Ltd. and Adjunct Professor at the Hong Kong Baptist University. Mr. Ng was the President of the World Federation of Personnel Management Associations from 2000 to 2002 and has been the President of the Asia Pacific Federation of Human Resource Management for three years and the Hong Kong Institute of Human Resource Management for five years. He has been in the human resource profession for over 26 years. Prior to his last role up to January 2007 as Head of Human Resources for Macquarie Securities Asia, he had extensive human resources management experience with multinational corporations including JPMorgan Chase, Jardine Fleming, AT&T and Citibank, N.A. and industrial corporation including Motorola. His professional and community services include, among others, serving as the Deputy Council Chairman and chairman of Staff Committee of the Hong Kong Institute of Education, a Council member and Chairman of HR Committee of the Hong Kong Examination and Assessment Authority, member of the Audit Committee and Remuneration Committee of Hong Kong Housing Society, a member of Authority and Finance Committee and Chairman of Audit Sub-Committee of Hong Kong Housing Authority, and a member of the Independent Police Complaints Council. Mr. Ng has been appointed as an Independent Non-executive Director of the Company since June 2007.

Save as disclosed above, Mr. Ng did not hold any other position in the Group as at the Latest Practicable Date. In the three years preceding the Latest Practicable Date, Mr. Ng had not been a director of any public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Ng has been appointed by the Company for an initial term of three years commenced from 15 June 2007 and ending on 14 June 2010 unless terminated by not less than six months' notice in writing served by either party. Mr. Ng is also subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association. Mr. Ng is entitled to an annual director's fee of HK\$400,000. The director's fee for Mr. Ng is determined by the Board with reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Ng did not have any interests in the Shares, underlying Shares and debenture of the Company, which were required to be disclosed under Part XV of the SFO. Mr. Ng did not have any relationship with any Directors, senior management or substantial or controlling Shareholder (as defined in the Listing Rules) of the Company.

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. Ng that need to be brought to the attention of the Shareholders.

**Mr. Chen Johnny**, aged 49, is an Independent Non-executive Director of the Company, and the chairman of the Nomination Committee and a member of the Audit Committee of the Board. Mr. Chen is currently the chief executive officer of Greater China/Southeast Asia of Zurich Financial Services ("Zurich"). Mr. Chen is also a member of the Zurich's leadership team and the Asia Pacific Executive Committee. Mr. Chen joined Zurich in 2005, mainly responsible for establishing and leading Zurich's renewed focus in the Greater China region. In 2007, his responsibility was extended to cover Southeast Asia as well as to support Zurich's expansion plan in the newly established and fast-growing Greater China/Southeast Asia business region. Prior to joining Zurich, Mr. Chen was an executive member of PricewaterhouseCoopers Greater-China management board and the Operating Committee, as well as the Managing Partner of the Beijing office of the firm. During his 12-year service with PricewaterhouseCoopers, Mr. Chen handled the firm's strategic development and contributed to the firm's development in the China market. Mr. Chen's career has been focused on the China market since 1987 when he, as a representative of KPMG, joined a teaching team of the Professional Accountancy Program organised by the World Bank, Ministry of Finance of China and KPMG. Mr. Chen has

contributed to developing China's capital market and professional service sectors, and provided advisory services to many leading Chinese corporations. Mr. Chen holds a Master of Science degree in Accounting from the University of Rhode Island. Mr. Chen is a member of the American Institute of Certified Public Accountants since 1986. Mr. Chen has been appointed as an Independent Non-executive Director of the Company since February 2009.

Save as disclosed above, Mr. Chen did not hold any other position in the Group as at the Latest Practicable Date. In the three years preceding the Latest Practicable Date, Mr. Chen had not been a director of any public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Mr. Chen has been appointed by the Company for an initial term of three years commenced from 6 February 2009 and ending on 5 February 2012 unless terminated by not less than six months' notice in writing served by either party. Mr. Chen is also subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Articles of Association. Mr. Chen is entitled to an annual director's fee of HK\$400,000. The director's fee for Mr. Chen is determined by the Board with reference to his duties and responsibilities.

As at the Latest Practicable Date, Mr. Chen did not have any interests in the Shares, underlying Shares and debenture of the Company, which were required to be disclosed under Part XV of the SFO. Mr. Chen did not have any relationship with any Directors, senior management or substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

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.

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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 II-III, 3/F, Marco Polo Prince Hotel, 23 Canton Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 8 May 2009 at 3:00 p.m. to consider, if thought 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 2008.
2. to declare a final dividend for the year ended 31 December 2008.
3. 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.
4. to consider the re-appointment of Deloitte Touche Tohmatsu as the Auditors for the year ending 31 December 2009 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):

5. “**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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## NOTICE OF ANNUAL GENERAL MEETING

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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 and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) 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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.

“**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).”

6. “**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

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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.”
7. “**THAT** conditional upon resolutions numbered 5 and 6 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 5 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 6 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 6 above.”

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

Hong Kong, 30 March 2009

*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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## NOTICE OF ANNUAL GENERAL MEETING

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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, then 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 (“**Branch 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 of the meeting or any adjournment thereof.
4. The register of members of the Company will be closed from Wednesday, 6 May 2009 to Friday, 8 May 2009 (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 Tuesday, 5 May 2009.
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 5 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 allotted and issued upon the exercise of any options granted and/or such Shares which may be awarded 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 6 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. Shih Takuen, Daniel, Mr. Chao Ming-Cheng, Eric, Mr. Chen Li-Ming, Lawrence, Mr. Shieh Tung-Pi, Billy and Mr. Chi Lo-Jen, Stephen, the independent non-executive Directors are Mr. Chu Pao-Kuei, Mr. Ng Hak Kim, JP and Mr. Chen Johnny.*