



# Stella International Holdings Limited

## 九興控股有限公司\*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1836)

### Form of Proxy for Annual General Meeting

I/We <sup>1</sup> of \_\_\_\_\_ being the registered holder(s) of \_\_\_\_\_ <sup>2</sup> shares of HK\$0.10 each in the capital of Stella International Holdings Limited (the “Company”), HEREBY APPOINT the Chairman of the meeting, or <sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or any adjournment thereof) of the Company to be held at Lotus Room, 6/F, Marco Polo Hong Kong Hotel, Harbour City, Kowloon, Hong Kong on Friday, 10 May 2013 at 3:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions as set out in the notice convening the Annual General Meeting and at the Annual General Meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
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 2012.		
2.	To declare a final dividend for the year ended 31 December 2012.		
3.	(i) To re-elect Mr. Chan Fu Keung, William as independent non-executive Director.		
	(ii) To re-elect Mr. Yue Chao-Tang, Thomas as independent non-executive Director.		
	(iii) To re-elect Mr. Chiang Jeh-Chung, Jack as executive Director.		
	(iv) To re-elect Mr. Chen Li-Ming, Lawrence as executive Director.		
	(v) To re-elect Mr. Chi Lo-Jen as executive Director.		
	(vi) To authorise the board (“Board”) of Directors to fix the remuneration of the Directors.		
4.	To re-appoint Deloitte Touche Tohmatsu as the Auditors for the year ending 31 December 2013 and to authorise the Board to fix their remuneration.		
5.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of the relevant resolution.		
6.	To grant a general and unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the aggregate nominal amount of share capital of the Company in issue as at the date of the passing of the relevant resolution.		
7.	To add the aggregate nominal amount of the shares which are repurchased by the Company pursuant to resolution numbered 6 to the aggregate nominal amount of the shares which may be allotted, issued and dealt with pursuant to resolution numbered 5.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2013. Signature(s) <sup>5</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) (as shown in the register of members) to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
- Please insert the number of shares of the Company registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOX MARKED “AGAINST”. IF YOU WISH TO USE LESS THAN ALL YOUR VOTES, OR TO CAST SOME OF YOUR VOTES “FOR” AND SOME OF YOUR VOTES “AGAINST” A PARTICULAR RESOLUTION, YOU MUST WRITE THE NUMBER OF VOTES IN THE RELEVANT BOX(ES).** Failure to tick either box or write the number of votes in the box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- In the case of joint holders of shares of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the above meeting, personally or by proxy, then one of the said persons whose name stands first in the register of such shares shall alone be entitled to vote in respect thereof.
- In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed hereon must be deposited with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a certified copy thereof) not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and delivery of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

\* For identification purpose only