



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1836)

Proxy Form for Annual General Meeting

I/We, being the registered holder(s) of Stella International Holdings Limited (the “Company”), hereby appoint the proxy ^(Note 1) as specified below or failing him/her, **THE CHAIRMAN OF THE MEETING** ^(Note 1) to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held in a combination of a physical meeting at Flat C, 20/F, MG Tower, 133 Hoi Bun Road, Kowloon, Hong Kong and an electronic meeting on Thursday, 11 May 2023 at 3:00 p.m. and at any adjournment thereof in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Registered Holder(s) (Complete in ENGLISH BLOCK CAPITALS. The names of all joint holders should be stated.)	
Registered Name:	
Registered Address:	
Signature ^(Note 3)	Date:
PROXY ^(Note 1) (Complete in ENGLISH BLOCK CAPITALS)	
Full Name:	No. of Shares ^(Note 2)
Full Address:	

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (“Directors”) and auditor (“Auditor”) of the Company for the year ended 31 December 2022.		
2.	To declare a final dividend for the year ended 31 December 2022.		
3.	(i) To re-elect Mr. Wan Sin Yee, Sindy as an independent non-executive Director.		
	(ii) To re-elect Mr. Yue Chao-Tang, Thomas as an independent non-executive Director.		
	(iii) To re-elect Mr. Chen Li-Ming, Lawrence as an executive Director.		
	(iv) To authorise the board (“Board”) of Directors to fix the remuneration of the Directors.		
4.	To re-appoint Ernst & Young as the Auditor for the year ending 31 December 2023 and to authorise the Board to fix the remuneration of the Auditor.		
5.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional shares in the Company not exceeding 5% of the total number of shares of the Company in issue as at the date of the passing of the relevant resolution and the discount for any shares to be issued shall not exceed 5%.		
6.	To grant a general and unconditional mandate to the Directors to repurchase shares in the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of the passing of the relevant resolution.		
7.	To add the total number of the shares which are repurchased by the Company pursuant to resolution numbered 6 to the total number of the shares which may be allotted, issued and dealt with pursuant to resolution numbered 5.		

Notes:

- A holder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
In light of the ongoing COVID-19 pandemic, the Company is adopting special arrangements in respect of the meeting (details of which are set out in the circular of the Company dated 4 April 2023 (“Circular”). In particular, other than the minimum number of persons legally required to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the Meeting, **other shareholders, proxies or corporate representatives will not be able to attend the meeting in person. Any person who attempts to do so will be excluded and will not be permitted entry to the venue of the meeting.** Shareholders may view and listen to the Meeting via live webcast, details of which are set out in the Circular.
You can submit a question on the business of the meeting in advance by sending your question to: stella@stella.com.hk. You can also submit questions during the meeting through the webcast link provided above.
If you wish to vote on any resolution at the meeting, you must complete this form and appoint the Chairman of the meeting as your proxy to exercise your right to vote at the meeting in accordance with your instructions. If you appoint a person who is not the Chairman of the meeting as your proxy, that person will not be permitted entry to the meeting and will not be able to exercise your vote.
No gift will be distributed at the meeting.
- 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).
- 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 or other person duly authorised.
- 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.
- In the case of joint holders of shares of the Company, any one of such joint holders may vote by proxy in respect of such shares as if he/she were solely entitled thereto, but if more than one of such joint holders vote 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 branch 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 (i.e., at or before 3:00 pm on Tuesday, 9 May 2023 (Hong Kong time)) or any adjournment thereof.
- Completion and delivery of this form will not preclude you from attending the meeting or any adjournment thereof should you so wish.

* For identification purpose only