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STELLA
INTERNATIONAL

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 ("**AGM**") of Stella International Holdings Limited ("**Company**") will be held by way of electronic means at 3:00 p.m. on Thursday, 14 May 2026 to consider and, 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 auditor ("**Auditor**") of the Company for the year ended 31 December 2025.

2. to declare a final dividend for the year ended 31 December 2025.

3. to declare a special dividend for the year ended 31 December 2025.

4. to consider the re-election of the retiring Directors, each as a separate resolution, and to authorise the board ("**Board**") of Directors to fix the remuneration of the Directors.

5. to consider the re-appointment of Ernst & Young as the Auditor for the year ending 31 December 2026 and to authorise the Board to fix the remuneration of the Auditor.

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

* *For identification purpose only*

6. "**THAT**:

(a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") 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 (including any sale or transfer of Treasury Shares (as defined in paragraph (e) below)) 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;

(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 total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors (including any sale or transfer of Treasury Shares) 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 award of shares or exercise of options granted under any scheme that may be adopted by the Company from time to time in accordance with Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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 5% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the passing of this resolution (such total number of Shares to be subject to adjustment in the event of any subdivision or consolidation of Shares after the date of passing of this resolution, provided that the maximum numbers of Shares that may be allotted and issued as a percentage of the total number of Shares in issue (excluding Treasury Shares) as at the dates immediately before and after such consolidation or subdivision shall be the same), and the said approval shall be limited accordingly; and

(d) any Shares to be allotted and issued (whether wholly or partly for cash or otherwise) by the Directors (including any sale or transfer of Treasury Shares) pursuant to the approval in paragraph (a) above shall not be at a discount of more than 5% of the Benchmarked Price (as defined in paragraph (e) below) of such Shares, and no securities convertible into new Shares for cash consideration may be issued under the approval in paragraph (a) above unless the initial conversion price is not lower than the Benchmarked Price of the Shares at the time of the placing, provided that no issue of warrants, options or similar rights to subscribe for any new Shares or any securities convertible into new Shares may be issued for cash consideration under the approval in paragraph (a) above;

(e) for the purpose of this resolution:

"**Benchmarked Price**" means the higher of:

(i) the closing price of the Shares as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of Shares; and

(ii) the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately preceding the earlier of: (A) the date of announcement of the transaction or arrangement involving the relevant proposed issue of Shares, (B) the date of the agreement involving the relevant proposed issue of Shares and (C) the date on which the price of Shares that are proposed to be issued is fixed,

except that in the case of a sale of Treasury Shares on the Stock Exchange or any other stock exchange on which the Company is listed, "Benchmarked Price" means the higher of (a) the closing price of the Shares as quoted on the Stock Exchange on the trading day immediately prior to the sale; and (b) the average closing price of the Shares as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the sale.

"**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 following the passing of this resolution;

(ii) the expiration of the period within which the next annual general meeting of the Company following the passing of this resolution is required by the Articles of Association or any applicable law of the Cayman Islands to be held; and

(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 at a 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 register 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).

"**Treasury Shares**" mean Shares repurchased and held by the Company in treasury, including Shares repurchased by the Company and held or deposited in the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited for sale on the Stock Exchange."

7. "**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 under the Code on Share Buy-backs, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act, Chapter 22 (Act 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 total number 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 total number of Shares in issue (excluding Treasury Shares (as defined in paragraph (c) below)) as at the date of the passing of this resolution (such total number of Shares to be subject to adjustment in the event of any subdivision or consolidation of Shares after the date of passing of this resolution, provided that the maximum numbers of Shares that may be repurchased as a percentage of the total number of Shares in issue (excluding Treasury Shares) as at the dates immediately before and after such consolidation or subdivision shall be the same), 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 following the passing of this resolution;

(ii) the expiration of the period within which the next annual general meeting of the Company following the passing of this resolution is required by the articles of association of the Company or any applicable law to be held; and

(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 at a general meeting.

"**Treasury Shares**" mean Shares repurchased and held by the Company in treasury, including Shares repurchased by the Company and held or deposited in the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited for sale on the Stock Exchange."

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

Hong Kong, 15 April 2026

Head office and principal place of business in Hong Kong:
Flat C, 20/F, MG Tower
133 Hoi Bun Road
Kowloon, Hong Kong

Notes:

1. The Company will conduct a virtual Annual General Meeting using Computershare Online Platform (the "**Online Platform**"), which allows shareholders of the Company ("**Shareholders**") to participant in the Annual General Meeting online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form at the Annual General Meeting via their mobile phones, tablet, or computers.

2. Shareholders can refer to the invitation letter to be disseminated together with this notice and the Online Meeting User Guide for details of online voting at the Annual General Meeting. If you have any queries on the above please contact the Company's branch share registrar in Hong Kong. Computershare Hong Kong Investor Services Limited, via their hotline at (852) 2862 8555 from 9:00 a.m. to 6:00 p.m. (Monday to Friday, excluding Saturday and Hong Kong public holiday).

3. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

4. Shareholders who wish to attend the Annual General Meeting and exercise their voting rights can achieve this in one of the following ways:

   (a) attend the Annual General Meeting via the Online Platform which enables live streaming and interactive platform for Q&A and submit their voting online; OR

   (b) appoint the Chairman of the Annual General Meeting or other persons as their proxy to attend the Annual General Meeting via the Online Platform and submit their voting online.

   Non-registered holders whose shares of the Company are held in the Central Clearing and Settlement System through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited may be able to attend the Annual General Meeting, vote and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements.

5. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or (where two or more shares are held) more proxy(ies) to attend and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. If more than one proxy are appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. Every shareholder present via the Online Platform or by proxy shall be entitled to one vote for each share held by him/her.

6. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (i.e. not later than 3:00 p.m. on Tuesday, 12 May 2026 or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting via the Online Platform and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

7. The register of members of the Company will be closed from Monday, 11 May 2026 to Thursday, 14 May 2026 (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 Share Registrar at the above address by no later than 4:30 p.m. on Friday, 8 May 2026.

8. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 1:00 p.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the Company's website (www.stella.com.hk) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force.

As at the date of this notice, the executive Directors are Mr. Chen Li-Ming, Lawrence, Mr. Chi Lo-Jen, Mr. Gillman Charles Christopher and Mr. Chiang Yi-Min, Harvey; and the independent non-executive Directors are Mr. Bolliger Peter, Mr. Chan Fu Keung, William, BBS, Mr. Yue Chao-Tang, Thomas, Ms. Wan Sin Yee, Sindy and Ms. Ma Hui-Fan, Connie.