



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

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1836)

(the "Company", together with its subsidiaries, the "Group")

Terms of Reference for Executive Committee

Constitution

The board of directors (the "**Board**") of the Company has established a standing committee of the Board known as the Executive Committee.

Objectives

The Executive Committee has been established to assist the Board to facilitate more efficient day-to-day operations of the Group and to handle such matters as delegated by the Board from time to time.

Membership

Members of the Executive Committee shall be appointed by the Board and can be removed by the Board at its sole discretion. The Executive Committee shall comprise all executive directors of the Company.

The chairman of the Executive Committee (the "**Chairman of the Executive Committee**") shall be the Chief Executive Officer of the Group.

The Board shall from time to time vary the composition of the Executive Committee as may be required by the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") (as modified from time to time), or other codes, rules and regulations as may be prescribed by the Hong Kong Securities and Futures Commission or any other applicable regulatory authority from time to time.

The term of office of a member ("**Member**") of the Executive Committee will generally not be set beforehand. It will, *inter alia*, depend on the composition of the Board as a whole and that of other committees from time to time.

** For identification purpose only*

The company secretary of the Company (the "**Company Secretary**") shall be the secretary of the Executive Committee. The Company Secretary may delegate her duties, or parts thereof, under these Terms of Reference, to a deputy appointed by her in consultation with the Chairman of the Executive Committee.

Authority

The Executive Committee shall report directly to the Board on its decisions or recommendations, unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

The Executive Committee shall be provided with sufficient resources to perform its duties.

The Executive Committee is authorised to obtain outside legal or other professional advice and to secure the attendance of outsiders with relevant experience and expertise if it considers necessary. The Executive Committee shall have sole authority to approve related fees and retention terms, and any expenses incurred shall be borne by the Company.

Reporting Procedures

The Executive Committee shall report to the Board orally or in writing as appropriate to perform its duties as required under the Listing Rules and under these terms of reference. In particular, at the first meeting of the Board following a meeting of the Executive Committee, the Chairman of the Executive Committee shall report the findings, decisions or recommendations made by the Executive Committee since the last Board meeting to the Board.

Executive Committee Meetings

Frequency Meetings of the Executive Committee are in principle called by the Chairman of the Executive Committee. The Executive Committee shall meet as often as required for the proper functioning of the Executive Committee.

Notice Notice of any meetings of the Executive Committee has to be given at least one day prior to any such meeting being held, unless all Members unanimously waive such notice. Irrespective of the length of notice being given, attendance of a meeting by a Member shall be deemed waiver of the requisite length of notice by the Member. Notice of any adjourned meeting is not required if the adjournment is less than 14 days.

Quorum The quorum for meetings of the Executive Committee should be any two Members.

Attendance Only Members (and the Company Secretary and/or her duly appointed deputy, acting in their capacity as the secretary to the Executive Committee) are entitled to attend the meetings of the Executive Committee. However, the Executive Committee may invite the following persons to attend the meetings of the Executive Committee, without the authority to vote, if it considers appropriate:

- any officer or other director of the Company;
- general manager of corporate office;
- general manager of business divisions;
- legal counsels; and
- professional consultants or any other external personnel

Annual General Meeting of the Company The Chairman of the Executive Committee shall attend the annual general meeting. If the Chairman is unable to attend the annual general meeting, another member of the Executive Committee, or failing this, his duly appointed delegate, shall attend to answer questions at the annual general meeting.

Resolutions

Resolutions of the Executive Committee shall be passed by a simple majority of votes, which can also be passed by way of unanimous written resolutions. In the case of any equality of votes, the Chairman of the Executive Committee shall have a casting vote. Meetings can be held in person, by telephone or by video conference or by means of other communications equipment through which all persons participating in the meeting can communicate with each other simultaneously and instantaneously.

Minutes

The secretary of the Executive Committee should keep full minutes of all Executive Committee meetings. Draft and final versions of minutes of meetings of the Executive Committee should be sent to all Members for their comment and records respectively, within a reasonable time after the meeting.

Minutes of all Executive Committee meetings will also be sent to other members of the Board at the same time when they are sent to Members.

Duties

The duties of the Executive Committee shall include the following aspects, except for the Reserved Matters (as defined below):

- I to monitor and review the implementation of business plans or projects approved by and policies laid down by the Board;
- I to discuss and make decisions on matters relating to the management and operations of the Group including but not limited to corporate matters, financial/treasury planning and business and operating strategies. The maximum transaction amount involved for any projects, third party guarantees and commercial transactions that the Executive Committee is authorised to make decisions on shall be US\$5,000,000 (per transaction);
- I to consider and make recommendations to the Board on acquisitions, disposals or investments in business or any other projects;
- I to review and discuss any other matters delegated by the Board from time to time;

The matters specifically reserved to the Board (the “**Reserved Matters**”) are:

- (i) approval of annual business plan and budget;
- (ii) approval of final and interim results;
- (iii) declaration or/and recommendation of payment of dividend distributions;
- (iv) issue of new shares, grant of options, and any other securities to subscribe for new shares;
- (v) approval of notifiable transactions in accordance with the Listing Rules;
- (vi) approval of non-exempt connected transactions and continuing connected transactions in accordance with the Listing Rules; and
- (vii) review and approval of any matters the Board considers material or appropriate.

Publication of these Terms of Reference

These Terms of Reference will be posted on the website of the Company and that of the Stock Exchange. A copy of these Terms of Reference will be made available on request.

Approved and adopted by the Board on 9 July 2015