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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)**

**RESIGNATION AND APPOINTMENT OF  
INDEPENDENT NON-EXECUTIVE DIRECTOR,  
AND  
CHANGE OF CHAIRMAN OF AUDIT COMMITTEE,  
AND MEMBER OF CORPORATE GOVERNANCE COMMITTEE,  
NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The Board announces that it has:

1. accepted the resignation of Mr. Chu Pao-Kuei as an independent non-executive Director with effect from 1 January 2013. Accordingly, Mr. Chu Pao-Kuei will also cease to be the chairman of the Audit Committee, and a member of each of the Corporate Governance Committee, the Nomination Committee and the Remuneration Committee upon his resignation as an independent non-executive Director; and
2. resolved to appoint Mr. Yue Chao-Tang, Thomas as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Corporate Governance Committee, the Nomination Committee and the Remuneration Committee with effect from 1 January 2013.

This announcement is made pursuant to Rule 13.51(2) of the Listing Rules.

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF  
AUDIT COMMITTEE, AND MEMBER OF CORPORATE GOVERNANCE COMMITTEE,  
NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The board (the “Board”) of directors (the “Directors”) of Stella International Holdings Limited (the “Company”, together with its subsidiaries, the “Group”) announces that it has accepted the resignation of Mr. Chu Pao-Kuei (“Mr. Chu”) as an independent non-executive director of the Company with effect from 1 January 2013 as Mr. Chu would like to devote more time to his other personal commitments.

\* *For identification purpose only*

Accordingly, Mr. Chu will also cease to be the chairman of the audit committee of the Company (the “Audit Committee”), and a member of each of the corporate governance committee (the “Corporate Governance Committee”), the nomination committee (the “Nomination Committee”) and the remuneration committee (the “Remuneration Committee”) of the Company upon his resignation as an independent non-executive Director. Mr. Chu has confirmed that he has no disagreement with the Board, and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board wishes to express its appreciation for Mr. Chu’s contribution and leadership during his term of appointment.

**APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, CHAIRMAN OF AUDIT COMMITTEE, AND MEMBER OF CORPORATE GOVERNANCE COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The Board is pleased to announce that it has resolved to appoint Mr. Yue Chao-Tang, Thomas (“Mr. Yue”) as an independent non-executive Director, the chairman of the Audit Committee, and a member of each of the Corporate Governance Committee, the Nomination Committee and the Remuneration Committee with effect from 1 January 2013.

Mr. Yue, aged 59, was a partner and director of the Global Advisory Council of Ernst & Young from 1998 to 2001, and became the deputy chairman and chairman of Ernst & Young from 2001 to 2004 and from 2004 to 2007 respectively. Currently he is a senior advisor of Ernst & Young, and the president of Tien-Yeh Accounting Firm. He has been in the accounting profession for over 34 years. Mr. Yue also holds various positions in the academic field. He is currently an adjunct professor of the Accounting and Information Technology Research Institute of the National Chung Chen University, a visiting professor of both the Accounting Faculty of the National Chung Hsing University and the Accounting and Information Research Institute of the Asia University. Since June 2008, Mr. Yue has been appointed as an independent director of WPG Holdings Limited, the shares of which are listed on the Taiwan Stock Exchange (Stock Code: 3702). Since June 2011, Mr. Yue has also been appointed as an independent director and convenor of the audit committee of Industrial Bank of Taiwan, which is registered on Taiwan’s Emerging Stock Market (also known as GreTai Securities Market) (Stock Code: 2897). In addition, he is a director of Taiwan Corporate Governance Association. Mr. Yue received a master’s degree and a bachelor’s degree in accounting from the National Cheng-Chi University and the National Cheng-Kung University respectively. In addition, Mr. Yue received a master’s degree in business administration from China Europe International Business School. Mr. Yue has been a certified public accountant of Taiwan since 1983.

Save as disclosed above, Mr. Yue did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years before the date of this announcement. Mr. Yue does not hold any other positions in the Company or other members of the Group as at the date of this announcement.

Mr. Yue has entered into a service agreement with the Company for a term of three years commencing from 1 January 2013 subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the articles of association of the Company. Mr. Yue is entitled to a director’s fee of HK\$400,000 per annum which is determined by the Board with reference to Mr. Yue’s skill, knowledge and expected involvement in the Company’s affairs, profitability of the Company, remuneration benchmarks in the industry, and prevailing market conditions.

As at the date of this announcement, Mr. Yue does not have any interests in the shares of the Company which is required to be disclosed under Part XV of the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company as at the date of this announcement. The Board is of the view that he has met the independence guidelines set out in Rule 3.13 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

Save as disclosed herein, the Board is not aware of any other matters relating to the appointment of Mr. Yue that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

The Board would like to express its warm welcome to Mr. Yue on the Board.

By order of the Board  
**Stella International Holdings Limited**  
**Chiang Jeh-Chung, Jack**  
*Chairman*

Hong Kong, 20 December 2012

*As at the date of this announcement, the executive Directors are Mr. Chiang Jeh-Chung, Jack, Mr. Shih Takuen, Daniel, Mr. Chao Ming-Cheng, Eric, Mr. Chen Li-Ming, Lawrence and Mr. Chi Lo-Jen and the independent non-executive Directors are Mr. Chu Pao-Kuei, Mr. Chen Johnny, Mr. Bolliger Peter and Mr. Chan Fu Keung, William.*