

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Eagle Nice (International) Holdings Limited (the "Company"), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Eagle Nice (International) Holdings Limited

鷹美（國際）控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2368)

PROPOSALS INVOLVING GRANT OF GENERAL MANDATES TO ISSUE AND PURCHASE SHARES AND RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company to be held at Unit 0906, 9th Floor, Tower B, Regent Centre, 70 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 26th August 2008 at 11:00 a.m. (the "Annual General Meeting") is set out on pages 15 to 19 of this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, should you so wish.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
Introduction	4
General mandates to issue and purchase Shares	5
Re-election of Directors	5
Annual General Meeting	6
Procedure for demanding a poll	6
Recommendation	7
Appendix I – Explanatory Statement	8
Appendix II – Particulars of retiring Directors	11
Notice of Annual General Meeting	15

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 0906, 9th Floor, Tower B, Regent Centre, 70 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 26th August 2008 at 11:00 a.m., notice of which is set out on pages 15 to 19 of this circular
“Articles of Association”	the existing articles of association of the Company
“associate(s)”	has the same meaning as defined in the Listing Rules
“Board”	the board of Directors
“Company”	Eagle Nice (International) Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“connected person(s)”	has the same meaning as defined in the Listing Rules
“Director(s)”	the director(s) of the Company
“SFC’s Executive”	the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any delegate of the Executive Director
“Great Pacific”	Great Pacific Investments Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of Yue Yuen
“Great Pacific Subscription”	the subscription of 105,000,000 new Shares and a convertible note in the principal amount of HK\$207,060,000 by Great Pacific, details of which are set out in the circular issued by the Company dated 24th March 2004
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares as set out in resolution no.5 in the notice convening the Annual General Meeting
“Latest Practicable Date”	25th July 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Maitex Acquisition”	the acquisition of the entire equity interest in Wayable International Inc., which is the holding company of the group of companies comprising, inter alia, Maitex (EAG) Limited, Maitex Co., Limited and Actex Garment Co., Limited by Jespar Age Limited, a wholly-owned subsidiary of the Company, details of which are set out in the circular issued by the Company dated 7th May 2007
“PRC”	the People’s Republic of China
“Purchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to purchase Shares as set out in resolution no.6 in the notice convening the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning as defined in the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

DEFINITIONS

“Time Easy”	Time Easy Investment Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by Mr. Chung Yuk Sing, the chairman of the Board and an executive director of the Company
“Time Easy 2007 Placing”	the placing of 18,000,000 existing Shares by Time Easy to an independent third party, details of which are set out in the announcement issued by the Company dated 10th May 2007
“Yue Yuen”	Yue Yuen Industrial (Holdings) Limited, a company incorporated under the laws of Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“%”	per cent



Eagle Nice (International) Holdings Limited
鷹美(國際)控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2368)

Executive Directors:

Mr. Chung Yuk Sing (*Chairman*)
Mr. Chen Hsiao Ying (*Chief Executive Officer*)
Mr. Ku Yu Sun, Edward
Ms. Chen Li Ying
Mr. Kuo Tai Yu
Mr. Chang Wen Hsiang
Ms. Tsang Sau Fan
Mr. Chen Zhen Hao
Mr. Tsai Nai Kun

Independent Non-Executive Directors:

Mr. Chan Cheuk Ho
Mr. Li Chi Chung
Mr. Cheng Yung Hui, Tony

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Units 0902-0903 and 0905-0906
9/F, Tower B, Regent Centre
70 Ta Chuen Ping Street
Kwai Chung
New Territories
Hong Kong

30th July 2008

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GRANT OF GENERAL MANDATES
TO ISSUE AND PURCHASE SHARES AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The Directors wish to seek the approval of the Shareholders at the Annual General Meeting for (i) the grant of the Issue Mandate and the Purchase Mandate and (ii) the re-election of Directors.

* For identification purposes only

LETTER FROM THE BOARD

The purpose of this circular is to (i) provide you with details of the Issue Mandate and the Purchase Mandate, (ii) set out an explanatory statement regarding the Purchase Mandate as required under the Listing Rules, (iii) provide you with information regarding the re-election of Directors and (iv) give you notice of Annual General Meeting.

GENERAL MANDATES TO ISSUE AND PURCHASE SHARES

The Directors wish to propose ordinary resolutions at the Annual General Meeting to give to the Directors general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed resolution for the grant of the Issue Mandate; and
- (ii) to purchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the proposed resolution for the grant of the Purchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 499,680,000 Shares. Subject to the passing of the proposed resolution for the grant of the Issue Mandate at the Annual General Meeting and on the basis that no further Shares are issued or purchased by the Company between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed to issue a maximum of 99,936,000 Shares under the Issue Mandate.

In addition, a separate ordinary resolution will also be proposed at the Annual General Meeting to add to the Issue Mandate those Shares purchased by the Company pursuant to the Purchase Mandate granted to the Directors at the Annual General Meeting.

An explanatory statement containing information regarding the Purchase Mandate is set out in appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to article 86(3) of the Articles of Association, Mr. Chen Hsiao Ying and Ms. Chen Li Ying, who were appointed as an executive Director with effect from 2nd October 2007 as additions to the existing Board, shall hold office only until the next following annual general meeting of the Company and they, being eligible, offer themselves for re-election at the Annual General Meeting.

Pursuant to article 87(1) of the Articles of Association, Ms. Tsang Sau Fan, Mr. Tsai Nai Kun, Mr. Chan Cheuk Ho and Mr. Li Chi Chung are due to retire from office by rotation at the Annual General Meeting and they, being eligible, offer themselves for re-election at the Annual General Meeting.

Biographical details of the retiring Directors are set out in appendix II to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Unit 0906, 9th Floor, Tower B, Regent Centre, 70 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 26th August 2008 at 11:00 a.m. is set out on pages 15 to 19 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a form of proxy for use at the Annual General Meeting. Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof, should you so wish.

To the best of the knowledge and belief of the Directors having made reasonable enquiries, none of the Shareholders is required to abstain from voting at the Annual General Meeting under the Articles of Association and/or the Listing Rules.

PROCEDURE FOR DEMANDING A POLL

Pursuant to article 66 of the Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless voting by way of a poll is required by Listing Rules or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or

LETTER FROM THE BOARD

- (v) if required by the Listing Rules, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing 5% or more of the total voting rights at such meeting, and if on a show of hands a meeting votes in the opposite manner to that instructed in those proxies, provided that if it is apparent from the total proxies held that a vote taken on a poll shall not reverse the vote taken on a show of hands, then the Director or Directors shall not be required to demand a poll.

RECOMMENDATION

The Directors believe that all resolutions as set out in the notice of the Annual General Meeting are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders to vote in favour of such resolutions.

Your attention is also drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
For and on behalf of the Board
Chung Yuk Sing
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to Shareholders concerning the Purchase Mandate proposed to be granted to the Directors.

1. STOCK EXCHANGE RULES FOR PURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed purchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be purchased must be fully paid up.

2. FUNDING OF PURCHASES

Any purchase will be made out of funds which are legally available for the purpose in accordance with the Articles of Association and the laws of the Cayman Islands. As compared with the financial position of the Company as at 31st March 2008 (being the date of its latest audited accounts), the Directors consider that there will not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed purchases were to be carried out in full during the proposed purchase period.

The Directors do not propose to exercise the Purchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing ratio which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 499,680,000 Shares. Subject to the passing of the Purchase Mandate and on the basis that no further Shares are issued or purchased by the Company between the Latest Practicable Date and the Annual General Meeting, the Company would be allowed to purchase a maximum of 49,968,000 Shares under the Purchase Mandate.

4. REASONS FOR PURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to purchase Shares on the market. Such purchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or the earning per Share and will only be made when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the Purchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the memorandum and articles of association of the Company.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a purchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a shareholder or a group of shareholders acting in concert, depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Immediately following completion of the Great Pacific Subscription, each of Time Easy and Great Pacific held more than 20% of the then issued share capital of the Company and under the Takeovers Code, each of them was considered to be an associated company of the Company and was presumed to be acting in concert with the other with respect to the control of the Company (the "Concert Party Presumption"). Unless such presumption is rebutted, as long as the aggregate shareholdings of Time Easy and Great Pacific exceed 50% of the issued share capital of the Company, Time Easy and Great Pacific (acting jointly) will be free to acquire additional Shares without incurring any general offer obligation under the Takeovers Code. Immediately following completion of the Time Easy 2007 Placing and the Maitex Acquisition (the "Transactions"), Time Easy's percentage of shareholding interest in the Company was reduced to below 20% and accordingly, Time Easy has ceased to be an associated company of the Company for the purpose of the Takeovers Code. As at the Latest Practicable Date, to the best of the knowledge of the Directors having made all reasonable enquiries, neither Time Easy nor Great Pacific has sought any ruling or confirmation from the SFC's Executive that the Concert Party Presumption has ceased to operate following completion the Transactions and until such ruling or confirmation has been sought, the Directors will continue to treat Time Easy and Great Pacific as being parties acting in concert with each other in the context of the Takeovers Code. Nevertheless, the Directors emphasize that the foregoing view is theirs alone and does not in any way represent or reflect the position taken by any of Time Easy or Great Pacific.

As at the Latest Practicable Date, Time Easy and Great Pacific were substantial shareholders of the Company holding approximately 14.54% and 38.42% of the issued share capital of the Company respectively. In the event that the Purchase Mandate is exercised in full and on the basis that the Concert Party Presumption has not been rebutted by reason of the Transactions, the aggregate shareholdings of Time Easy and Great Pacific would be increased from approximately 52.96% to approximately 58.85% of the issued share capital of the Company and such increase would not give rise to any general offer obligation under the Takeovers Code as explained above nor would it result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by the Listing Rules. Save as aforesaid and as at the Latest Practicable Date, the Directors are not aware of any consequence which the exercise in full of the Purchase Mandate would have under the Takeovers Code.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of the knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates has any present intention, in the event that the Purchase Mandate is approved by the Shareholders, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make purchases of Shares.

8. SHARE PURCHASE MADE BY THE COMPANY

No purchase of Shares has been made by the Company in the preceding six months (whether on the Stock Exchange or otherwise) ending on the Latest Practicable Date.

9. SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous twelve months up to and including the Latest Practicable Date were as follows:

	Price per Share	
	Highest HK\$	Lowest HK\$
2007		
July	2.500	2.100
August	2.420	1.830
September	2.510	2.000
October	2.240	1.670
November	1.900	1.610
December	2.320	1.840
2008		
January	2.340	1.600
February	1.800	1.650
March	1.830	1.640
April	1.840	1.680
May	1.800	1.690
June	1.750	1.480
July (up to and including the Latest Practicable Date)	1.700	1.450

The biographical and other details of the retiring Directors standing for re-election at the Annual General Meeting are set out below:

(i) **Mr. Chen Hsiao Ying (“Mr. Chen”)**

Mr. Chen, aged 44, is an executive Director and Chief Executive Officer of the Company. He is currently a director of Maitex (EAG) Limited, a wholly-owned subsidiary of the Company. Mr. Chen also holds directorship in other members of the Group. Since 1981, he had worked as the Factory Manager in a sportswear manufacturing and trading company in Taiwan prior to founding Actex Garment Co., Limited, a company specializing in the manufacturing and trading of sportswear in 1997. Mr. Chen is a brother of Ms. Chen. As at the Latest Practicable Date, Mr. Chen had a personal interest in 26,164,800 Shares, representing approximately 5.24% of the existing issued share capital of the Company. Save as aforesaid, Mr. Chen does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Chen had not held any directorship in other listed companies in the three years preceding the Latest Practicable Date and save as disclosed above, Mr. Chen does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Chen has entered into a service agreement with a subsidiary of the Company for an initial term of 3 years commencing from 2nd October 2007 subject to renewal and retirement by rotation and re-election pursuant to the Articles of Association. Pursuant to the terms of his service agreement, Mr. Chen is entitled to an initial salary of HK\$120,000 per month, excluding discretionary bonus and other subsidies. The emoluments of Mr. Chen were determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company.

(ii) **Ms. Chen Li Ying (“Ms. Chen”)**

Ms. Chen, aged 53, is an executive Director and is a sister of Mr. Chen. She graduated from Ming Chuan University in Taiwan and had worked as an auditor in an accounting firm in Taiwan for around 5 years after graduation. She worked in the sales and marketing department of a sportswear manufacturing and trading company in Taiwan from 1981 to 1996 before she joined Actex Garment Co., Limited, a company founded by Mr. Chen, in 2001. Other than being an executive Director, Ms. Chen does not hold any directorship in other members of the Group. As at the Latest Practicable Date, Ms. Chen had a personal interest in 23,257,600 Shares, representing approximately 4.65% of the existing issued share capital of the Company. Save as aforesaid, Ms. Chen does not have any interests in the Shares within the meaning of Part XV of the SFO.

Ms. Chen had not held any directorship in other listed companies in the three years preceding the Latest Practicable Date and save as disclosed above, Ms. Chen does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the

Company. Ms. Chen has entered into a service agreement with a subsidiary of the Company for an initial term of 3 years commencing from 2nd October 2007 subject to renewal and retirement by rotation and re-election pursuant to the Articles of Association. Pursuant to the terms of her service agreement, Ms. Chen is entitled to receive an initial salary of HK\$100,000 per month, excluding discretionary bonus and other subsidies. The emoluments of Ms. Chen were determined by the Remuneration Committee of the Company with reference to her duties and responsibilities in the Company.

(iii) Ms. Tsang Sau Fan (“Ms. Tsang”)

Ms. Tsang, aged 41, is an executive Director and general manager of the Group. She is responsible for the sales and marketing functions of the Group. She has over 13 years of experience in sales of garment products. Prior to joining the Group in March 1996, she worked as a merchandiser in a garment manufacturing company in Hong Kong. Ms. Tsang had not held any directorship in other listed companies in the three years preceding the Latest Practicable Date and other than being an executive Director, Ms. Tsang does not currently hold any position in other members of the Company nor does she have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. Tsang had a personal interest in 4,500,000 Shares, representing approximately 0.90% of the existing issued share capital of the Company. Save as aforesaid, Ms. Tsang does not have any interests in the Shares within the meaning of Part XV of the SFO. The Company has not entered into any service contracts with Ms. Tsang and no terms have been fixed or proposed for her length of service with the Company, but she is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. For the year ended 31st March 2008, Ms. Tsang received an emoluments of HK\$1,672,000 which was determined by the Remuneration Committee of the Company with reference to her duties and responsibilities in the Company.

(iv) Mr. Tsai Nai Kun (“Mr. Tsai”)

Mr. Tsai, aged 54, has been appointed as an executive Director. He was the Chief Executive Officer of the Company during the period from 14th October 2005 to 1st October 2007. He is the Vice President of Yue Yuen and is in charge of certain research and development programs. He is a college graduate and has over 28 years of experience in footwear business. Mr. Tsai had not held any directorship in other listed companies in the three years preceding the Latest Practicable Date and other than being an executive Director, Mr. Tsai does not currently hold any position in other members of the Company nor does he have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Tsai had a personal interest in 777,000 Shares, representing approximately 0.16% of the existing issued share capital of the Company. Save as aforesaid, Mr. Tsai does not have any interests in the Shares within the meaning of Part XV of the SFO. The Company has not entered into any service contracts with Mr. Tsai and no terms have been fixed or proposed for his length of service with the Company, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. For the year ended 31st March 2008, Mr. Tsai did not receive any emoluments.

(v) Mr. Chan Cheuk Ho ("Mr. Chan")

Mr. Chan, aged 41, is an independent non-executive Director. He obtained a master's degree in Business Administration from the University of Manchester in 2003 and is also a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr. Chan has more than 14 years of experience in accounting and finance. Mr. Chan had not held any directorship in other listed companies in the three years preceding the Latest Practicable Date and other than being an independent non-executive Director, Mr. Chan does not currently hold any position in other members of the Company nor does he have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Chan does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Chan has no service contract with the Company. He is not appointed for a specific term except that he is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. For the year ended 31st March 2008, Mr. Chan received a director's fee of HK\$120,000. Other than the director's fee, he is not entitled to any other payment or discretionary bonus. The amount of his remuneration is determined by the Remuneration Committee of the Company with reference to his experience, duties and time devoted to the Group and prevailing market conditions.

(vi) Mr. Li Chi Chung ("Mr. Li")

Mr. Li, aged 39, is an independent non-executive Director. Mr. Li is a solicitor practising in Hong Kong. He obtained a bachelor's degree in laws from The University of Sheffield in England in 1990. Mr. Li was admitted as a solicitor of the High Court of Hong Kong in 1993 and his practice has been focused on commercial related matters. He is also a non-executive director of Richfield Group Holdings Limited (Stock Code: 8136) and an independent non-executive director of PINE Technology Holdings Limited (Stock Code: 8013), both companies are listed on the Growth Enterprise Market of the Stock Exchange and an independent non-executive director of Kenford Group Holdings Limited (Stock Code: 464) and Anhui Tianda Oil Pipe Company Limited (Stock Code: 839), both companies are listed on the Main

Board of the Stock Exchange. Other than being an independent non-executive Director, Mr. Li does not currently hold any position in other members of the Company nor does he have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Li does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Li has no service contract with the Company and he is not appointed for a specific term except that he is subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Articles of Association. For the year ended 31st March 2008, Mr. Li received a director's fee of HK\$120,000. Other than the director's fee, he is not entitled to any other payment or discretionary bonus. The amount of his remuneration is determined by the Remuneration Committee of the Company with reference to his experience, duties and time devoted to the Group and prevailing market conditions.

Save as disclosed above, there are no other information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of Mr. Chen, Ms. Chen, Ms. Tsang, Mr. Tsai, Mr. Chan and Mr. Li.



Eagle Nice (International) Holdings Limited
鷹美（國際）控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2368)

NOTICE IS HEREBY GIVEN that an annual general meeting of Eagle Nice (International) Holdings Limited (the “Company”) will be held at Unit 0906, 9th Floor, Tower B, Regent Centre, 70 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong on Tuesday, 26th August 2008 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements, the directors’ report and the auditors’ report for the year ended 31st March 2008.
2. To declare a final dividend of HK10 cents per share for the year ended 31st March 2008.
3.
 - (a) To re-elect Mr. Chen Hsiao Ying as director of the Company;
 - (b) To re-elect Ms. Chen Li Ying as director of the Company;
 - (c) To re-elect Ms. Tsang Sau Fan as director of the Company;
 - (d) To re-elect Mr. Tsai Nai Kun as director of the Company;
 - (e) To re-elect Mr. Chan Cheuk Ho as director of the Company;
 - (f) To re-elect Mr. Li Chi Chung as director of the Company; and
 - (g) To authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint Messrs. Ernst & Young as auditors and to authorise the board of directors to fix their remuneration.
5. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue

* For identification purposes only

NOTICE OF ANNUAL GENERAL MEETING

and deal with unissued shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and securities convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes, and debentures and securities convertible into shares of the Company) which might require the exercise of such powers during or after the end of the Relevant Period;
- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to the warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not in total exceed 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders 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 (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in

NOTICE OF ANNUAL GENERAL MEETING

relation to overseas shareholders or fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

6. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (A) subject to paragraph (C) of this resolution below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of The Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;
- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of the shares purchased or agreed conditionally or unconditionally to be purchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not in total exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

7. To consider as special business, and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the ordinary resolution nos.5 and 6 set out in the notice convening this meeting, the aggregate nominal amount of the share capital of the Company which are purchased by the Company pursuant to and in accordance with the said resolution no.6 shall be added to the aggregate nominal amount of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no.5 as set out in the notice of the meeting of the Company.”

By Order of the Board
Eagle Nice (International) Holdings Limited
Woo Man Chi
Company Secretary

Hong Kong, 30th July 2008

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*
Units 0902-0903 and 0905-0906
9th Floor, Tower B
Regent Centre
70 Ta Chuen Ping Street
Kwai Chung
New Territories
Hong Kong

Notes:

1. Any member entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member. A proxy shall be entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise if it were an individual member.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.

NOTICE OF ANNUAL GENERAL MEETING

3. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the branch share registrar and transfer office of the Company, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or adjourned meeting (as the case may be).
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the votes of the other joint holders; and for this purpose seniority shall be determined by the order in which the names stand in the register. Several executors or administrators of a deceased member in whose name any share stands shall for such purpose be deemed joint holders thereof.

As at the date of this notice, the board of Directors comprised nine executive Directors, namely, Mr. Chung Yuk Sing, Mr. Chen Hsiao Ying, Mr. Ku Yu Sun, Edward, Ms. Chen Li Ying, Mr. Kuo Tai Yu, Mr. Chang Wen Hsiang, Ms. Tsang Sau Fan, Mr. Chen Zhen Hao and Mr. Tsai Nai Kun and three independent non-executive Directors, namely, Mr. Chan Cheuk Ho, Mr. Li Chi Chung and Mr. Cheng Yung Hui, Tony.