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## **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: 02368)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**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 Monday, 27th August 2012 at 11:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited financial statements, the directors’ report and the auditors’ report for the year ended 31st March 2012.
2. To declare a final dividend of HK7 cents per share for the year ended 31st March 2012.
3. (a) To re-elect Mr. Kuo Tai Yu as executive director of the Company;  
(b) To re-elect Mr. Chan Cheuk Ho as independent non-executive director of the Company;  
(c) To re-elect Mr. Li Chi Chung as independent non-executive director of the Company; and  
(d) To authorise the board of directors to fix the directors’ remuneration.
4. To re-appoint Ernst & Young as auditors and to authorise the board of directors to fix their remuneration.

\* For identification purposes only

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 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 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
- (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.”

### **SPECIAL RESOLUTION**

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

“**THAT** the following amendments to the Articles of Association of the Company be and are hereby approved:

(a) **Article 2(1) – Definition of “business day”**

by adding the following new definition of “business day” before the definition of “capital”:

““business day” shall mean a day on which the Designated Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.”;

(b) **Article 2(1) – Definition of “ordinary resolution”**

by deleting the definition of “ordinary resolution” in its entirety and replacing it with the following new definition of “ordinary resolution”:

““ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59.”;

(c) **Article 2(1) – Definition of “special resolution”**

by deleting the first paragraph of the definition of “special resolution” in its entirety and replacing it with the following new first paragraph of the definition of “special resolution”:

““special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Article 59;”;

(d) **Article 2(1) – Definition of “Subsidiary and Holding Company”**

by deleting the definition of “Subsidiary and Holding Company” in its entirety and replacing it with the following new definition of “Subsidiary and Holding Company”:

““Subsidiary and Holding Company” has the meanings attributed to them in the rules of the Designated Stock Exchange.”;

(e) **Article 2(1) – Definition of “substantial shareholder”**

by inserting the following new definition immediately after the definition of “Subsidiary and Holding Company”:

““substantial shareholder” a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”;

(f) **Article 2(2)**

by inserting the following as new paragraph (i):

“Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”;

(g) **Article 3(2)**

by deleting the words “thinks fit” in the last line of Article 3(2) and inserting the following words immediately after but before the full stop at the end of the last sentence of Article 3(2):

“in its absolute discretion thinks fit and any determination by the Board of the manner of purchase shall be deemed authorised by these Articles for purposes of the Law. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law”;

(h) **Article 44**

by deleting the words “on every business day” from the second line of the existing Article 44 and replacing it with the words “during business hours”;

(i) **Article 59(1)**

by deleting the first paragraph of Article 59(1) in its entirety and replacing it with the following new first paragraph of Article 59(1):

“An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty-one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice, subject to the Law, if it is so agreed.”;

(j) **Article 66**

by deleting the existing Article 66 in its entirety and replacing it with the following:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a

corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

- (2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
  - (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
  - (b) by a Member or Members present in person or in the case of a Member 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 Members having the right to vote at the meeting; or
  - (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company 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.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”;

(k) **Article 67**

by deleting Article 67 in its entirety and replacing it with the words “Intentionally deleted.”;

(l) **Article 68**

by deleting Article 68 in its entirety and replacing it with the following new Article 68:

“Where a resolution is voted on by a show of hands, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts

without proof of the number or proportion of the votes recorded for or against the resolution. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.”;

(m) **Article 69**

by deleting Article 69 in its entirety and replacing it with the words “Intentionally deleted.”;

(n) **Article 70**

by deleting Article 70 in its entirety and replacing it with the words “Intentionally deleted.”;

(o) **Article 75(1)**

(i) by deleting the words “on a poll” appearing immediately after “curator bonis or other person may vote” in the sixth line of Article 75(1); and

(ii) by deleting the words “or poll” appearing immediately after “, or adjourned meeting” in the last line of Article 75(1);

(p) **Article 80**

(i) by deleting the words “, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid” from the first sentence of Article 80; and

(ii) by deleting the words “or on a poll demanded at a meeting or an adjourned meeting” from the second sentence of Article 80;

(q) **Article 81**

by deleting the words “to demand or join in demanding a poll” from the second sentence of Article 81;

(r) **Article 82**

by deleting the words “or the taking of the poll,” from the last line of Article 82;



(s) **Article 84(2)**

By deleting the existing Article 84(2) in its entirety and replacing it with the following:

“(2) If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.”;

(t) **Article 103**

- (i) by adding the word “or” after the semicolon of Article 103(1)(iv);
- (ii) by deleting the existing Article 103(1)(v) in its entirety and replacing with the words “Intentionally deleted”;
- (iii) by deleting the existing Article 103(2) in its entirety and replacing with the words “Intentionally deleted”; and
- (iv) by deleting the existing Article 103(3) in its entirety and replacing with the words “Intentionally deleted”;

(u) **Article 122**

by inserting the following sentence immediately after the end of the last sentence of the existing Article 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”;

(v) **Article 147**

by adding the words “or such other proportions as the Members may by ordinary resolution determine” immediately after the words “in the same proportions” in line 7 of Article 147; and

(w) **Article 161**

- (i) by inserting the words “other than by posting it on a website” immediately after “by any of the means set out above” in the second last sentence of Article 161; and
- (ii) by inserting the following sentence immediately after the end of the last sentence of Article 161:

“Notwithstanding the foregoing, the Company may deem consent on the part of a Member to a corporate communication being made available to him on the Company’s website if such deemed consent is permitted by the rules of the Designated Stock Exchange and the Company complies with any procedure that may be required by the Designated Stock Exchange.””

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

“**THAT** the amended and restated articles of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution 8 above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings be approved and adopted as the amended and restated articles of the Company in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect.”

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

Hong Kong, 25th July 2012

*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. 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.
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 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 concerned.
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 four executive Directors, namely, Mr. Chung Yuk Sing (Chairman), Mr. Chen Hsiao Ying (Chief Executive Officer), Mr. Kuo Tai Yu and Ms. Chen Fang Mei, Christina and three independent non-executive Directors, namely, Mr. Chan Cheuk Ho, Mr. Li Chi Chung and Mr. Cheng Yung Hui, Tony.*