



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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Eagle Nice (International) Holdings Limited (the “Company”) will be held at Units 0902-0903 and 0905-0906, 9th Floor, Tower B, Regent Centre, 70 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong on 28 February 2005 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Amendment Agreement (as defined in the circular of the Company dated 19 January 2005 (the “Circular”) despatched to shareholders of the Company), a copy of which is produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, and the transactions contemplated in or incidental to the Amendment Agreement be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient in their opinion to implement and/or give effect to the terms of the Amendment Agreement including (without limitation) the issue of the Conversion Shares (as defined in the Circular).”

2. “**THAT** subject to the passing of the resolution numbered 1 set out in the notice convening the extraordinary general meeting of the Company at which this resolution is proposed, the New Whitewash Waiver (as defined in the circular of the Company dated 19 January 2005 (the “Circular”) despatched to the shareholders of the Company) be and is hereby approved and that the directors of the Company be and are hereby authorised to do all things and acts and sign all documents which they consider desirable or expedient to implement and/or give effect to any matters relating to or in connection with the New Whitewash Waiver.”

By Order of the Board
Chung Yuk Sing
Chairman

Hong Kong, 19 January 2005

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. A form of proxy for use at the meeting is enclosed.
2. 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.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
4. 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 Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for the holding of the meeting or adjourned meeting or poll (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 poll concerned.

* For identification only

5. 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.
6. The voting on resolutions numbered 1 and 2 will be conducted by way of a poll.
7. The directors of the Company, Time Easy Investment Holdings Limited, Great Pacific Investments Limited, their respective associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and parties acting in concert (as defined in the Hong Kong Code on Takeovers and Mergers) with any of them will abstain from voting on both of the above resolutions.

As at the date of this notice, the board of directors of Eagle Nice comprises 6 executive directors, namely, Chung Yuk Sing, Tsang Yuk Ni, Chung Tung Sau, Tsang Sau Fan, Edward Ku Yu Sun and Kuo Tai Yu, 1 non-executive director, namely, Ong Chor Wei and 3 independent non-executive directors, namely, Chan Cheuk Ho, Li Chi Chung and Tony Cheng Yung-Hui.

“Please also refer to the published version of this announcement in The Standard.”