



**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)

**FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING  
 (OR AT ANY ADJOURNMENT THEREOF)**

I/We<sup>(note 1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of<sup>(note 2)</sup> \_\_\_\_\_ ordinary shares of HK\$0.01 each in the capital of Eagle Nice (International) Holdings Limited (the "Company"), HEREBY APPOINT<sup>(note 3)</sup> the chairman of the extraordinary general meeting, or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to attend and act for me/us at the extraordinary general meeting of the Company to 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. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit. My/Our proxy will also be entitled to vote on any matter properly put to the meeting in such manner as he thinks fit.

	FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
ORDINARY RESOLUTION NO. 1		
ORDINARY RESOLUTION NO. 2		

Signature(s) <sup>(note 5)</sup> \_\_\_\_\_

Date \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please strike out "the chairman of the extraordinary general meeting, or" and insert the name and address of the proxy desired in the space provided. If this space is not completed, the chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than those referred to in the notice convening the meeting.
- 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.
- 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.
- 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, 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.
- 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.

\* For identification only