



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 ANNUAL GENERAL MEETING (OR AT ANY ADJOURNMENT THEREOF)

I/We^(note 1) _____
of _____
being the registered holder(s) of^(note 2) _____ ordinary shares of HK\$0.01 each in the capital of Eagle Nice (International) Holdings Limited (the "Company"), HEREBY APPOINT^(note 3) the chairman of the annual general meeting, or _____
of _____
as my/our proxy to attend and act for me/us at 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, 22 August 2006 at 11:00 a.m. (and at any adjournment thereof) for the purpose of considering and, if thought fit, passing with or without amendments 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.

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and consider the audited financial statements, the directors' report and the auditors' report for the year ended 31 March 2006.		
2.	To declare a final dividend of HK6 cents per share for the year ended 31 March 2006.		
3.	(a) To re-elect Mr. Tsai Nai Kun as director.		
	(b) To re-elect Mr. Lin Pin Huang, Otto as director.		
	(c) To re-elect Ms. Tsang Sau Fan as director.		
	(d) To re-elect Mr. Chen Zhen Hao as director.		
	(e) To re-elect Mr. Chan Cheuk Ho as director.		
	(f) 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 grant a general mandate to the directors of the Company to issue shares.		
6.	To grant a general mandate to the directors of the Company to purchase shares.		
7.	To extend the general mandate to issue new shares by adding the number of shares purchased.		
SPECIAL RESOLUTION			
8.	To approve the amendments to the articles of association of the Company.		

Date _____

Signature(s)^(note 5) _____

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 annual 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 in Hong Kong, Tengis Limited, 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 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 purposes only