

**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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim 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: 02368)**

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

A notice convening an 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 Thursday, 21st August 2014 at 11:00 a.m. (the “Annual General Meeting”) is set out on pages 13 to 17 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 Level 22, Hopewell Centre, 183 Queen’s Road East, 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>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	4
General mandates to issue and purchase Shares .....	5
Re-election of retiring Directors .....	5
Annual General Meeting .....	6
Recommendation .....	6
<b>Appendix I — Explanatory Statement</b> .....	7
<b>Appendix II — Particulars of retiring Directors</b> .....	10
<b>Notice of Annual General Meeting</b> .....	13

## 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 Thursday, 21st August 2014 at 11:00 a.m., notice of which is set out on pages 13 to 17 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
“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 Great Pacific Subscription Circular
“Great Pacific Subscription Circular”	the circular issued by the Company dated 24th March 2004 in relation to, among other things, the Great Pacific Subscription
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

## DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“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. 4 in the notice convening the Annual General Meeting
“Latest Practicable Date”	18th July 2014, 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 and Maitex Co., Ltd. of Hui Lai, 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
“Maitex Transactions”	the Maitex Acquisition and the Time Easy 2007 Placing
“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. 5 in the notice convening the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the same meaning as defined in the Listing Rules

## DEFINITIONS

“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“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, the Chief Executive Officer and an executive Director
“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 Time Easy 2007 Placing Announcement
“Time Easy 2007 Placing Announcement”	the announcement issued by the Company dated 10th May 2007 in relation to the Time Easy 2007 Placing
“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 (Stock Code: 00551)
“Yue Yuen Group”	Yue Yuen and its subsidiaries
“%”	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: 02368)**

*Executive Directors:*

Mr. Chung Yuk Sing (*Chairman and  
Chief Executive Officer*)  
Mr. Chen Hsiao Ying (*Vice Chairman*)  
Mr. Kuo Tai Yu  
Ms. Chen Fang Mei, Christina

*Registered Office:*

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

*Independent Non-Executive Directors:*

Mr. Chan Cheuk Ho  
Mr. Lu Chi Chant  
Mr. Cheng Yung Hui, Tony

*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

23rd July 2014

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

The Directors wish to seek the approval of the Shareholders at the Annual General Meeting for, among other things, (i) the grant of the Issue Mandate and the Purchase Mandate and (ii) the re-election of retiring 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 retiring 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 resolutions 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, subject to the passing of the Purchase 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 purchase a maximum of 49,968,000 Shares under the Purchase 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 RETIRING DIRECTORS

Pursuant to article 87(1) of the Articles of Association, Mr. Chen Hsiao Ying, Mr. Chan Cheuk Ho and Mr. Cheng Yung Hui, Tony 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 Thursday, 21st August 2014 at 11:00 a.m. is set out on pages 13 to 17 of this circular for the purpose of considering and, if thought fit, passing with or without amendments 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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.

### 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**  
*Executive Director*



*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 2014 (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 proposed resolution for the grant of the Purchase 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 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.

As disclosed in the Great Pacific Subscription Circular, on the basis that each of Time Easy and Great Pacific would hold more than 20% of the issued share capital of the Company immediately following completion of the Great Pacific Subscription, then for the purposes of the Takeovers Code, each of them would be regarded as an associated company of the Company and would be presumed to be acting in concert with the other with respect to the control of the Company (the "Concert Party Presumption"). Unless the Concert Party Presumption should be rebutted, for so long as the combined shareholding interest of Time Easy and Great Pacific should exceed 50% of the issued share capital of the Company, Time Easy and Great Pacific (acting jointly) would be free to acquire additional Shares without incurring any general offer obligation under the Takeovers Code. As disclosed in the Time Easy 2007 Placing Announcement, Time Easy's shareholding interest in the Company would be reduced to below 20% immediately following completion of the Maitex Transactions and accordingly, Time Easy would cease to be an associated company of the Company for the purposes 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 had sought any ruling or confirmation from the Executive that the Concert Party Presumption had ceased to operate following completion of the Maitex Transactions and until such ruling or confirmation has been sought, the Directors (other than those who are or are presumed to be acting in concert with Time Easy or Great Pacific) will continue to treat Time Easy and Great Pacific as being parties acting in concert with each other for the purposes of the Takeovers Code. Nevertheless, the Directors (other than those who are or are presumed to be acting in concert with Time Easy or Great Pacific) emphasise that the foregoing view is theirs alone and does not in any way represent or reflect the position taken by Time Easy, Great Pacific or their respective parties acting in concert with any of them.

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 Shares respectively. In the event that the Purchase Mandate is exercised in full and on the basis that the Concert Party Presumption remains operative, the combined shareholding interest of Time Easy and Great Pacific would be increased from approximately 52.96% to approximately 58.85% of the issued Shares 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\$
<b>2013</b>		
July	1.430	1.320
August	1.420	1.340
September	1.520	1.330
October	1.500	1.350
November	1.430	1.320
December	1.380	1.280
<b>2014</b>		
January	1.360	1.250
February	1.300	1.200
March	1.260	1.150
April	1.240	1.150
May	1.250	1.120
June	1.240	1.140
July (up to and including the Latest Practicable Date)	1.170	1.100

*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 50, has been an executive Director since October 2007 and Vice Chairman of the Board since August 2013. He was Chief Executive Officer of the Company from October 2007 to June 2013. Mr. Chen is also a director of 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., Ltd., a company specializing in the manufacturing and trading of sportswear, in 1997. He has over 20 years of manufacturing and management experience in the garment industry. He is in charge of the corporate strategy, management, business development and manufacturing management of the Group.

As at the Latest Practicable Date, Mr. Chen had a personal interest in 25,328,800 Shares, representing approximately 5.07% of the existing issued Shares. 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 any listed companies in the three years preceding the Latest Practicable Date and other than being an executive Director, Vice Chairman of the Board and a brother of Ms. Chen Li Ying, a senior management of the Company, 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 contract with the Company under which he is not appointed for a specific term but is subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Articles of Association. For the year ended 31st March 2014, Mr. Chen received an emoluments of HK\$1,805,000 which was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company.

**(ii) Mr. Chan Cheuk Ho**

**Mr. Chan Cheuk Ho**, aged 47, 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 Hong Kong Institute of Certified Public Accountants. Mr. Chan Cheuk Ho has more than 20 years of experience in accounting and finance. Other than being an independent non-executive Director, Mr. Chan Cheuk Ho 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. Save as disclosed herein, Mr. Chan Cheuk Ho had not held any directorship in other listed companies in the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Chan Cheuk Ho does not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Chan Cheuk Ho has entered into a service contract for a term of 3 years commencing from 21st March 2012 unless terminated by the Company or Mr. Chan Cheuk Ho by giving three months' prior written notice, subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Articles of Association. For the year ended 31st March 2014, Mr. Chan Cheuk Ho 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.

**(iii) Mr. Cheng Yung Hui, Tony ("Mr. Cheng")**

**Mr. Cheng**, aged 72, was appointed as an independent non-executive Director since September 2004. He is the chairman and chief executive officer of World Friendship Company Limited. Mr. Cheng has over 30 years of experience in operating his own company. He has extensive experience in international business.

Save as disclosed herein, Mr. Cheng 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. Cheng 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 of the Company.

As at the Latest Practicable Date, Mr. Cheng did not have any interests in Shares within the meaning of Part XV of the SFO. Mr. Cheng has entered into a service contract for a term of 3 years commencing from 21st March 2012 unless terminated by the Company or Mr. Cheng by giving three months' prior written notice, subject to retirement by rotation and re-election at the Annual General Meeting pursuant to the Articles of Association. For the year ended 31st March 2014, Mr. Cheng 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, Mr. Chan Cheuk Ho and Mr. Cheng at the Annual General Meeting.

Each of Mr. Chan Cheuk Ho and Mr. Cheng was appointed as independent non-executive Director for more than nine years since November 2002 and September 2004 respectively. It is stipulated under Code A.4.3 of the Corporate Governance Code set out in Appendix 14 to the Listing Rules that having served the Company for more than nine years could be relevant to the determination of an independent non-executive director's independence and if an independent non-executive director has served more than nine years, his further appointment should be subject to a separate resolution to be approved by the Shareholders.

The Company has received from each of Mr. Chan Cheuk Ho and Mr. Cheng a confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. Each of Mr. Chan Cheuk Ho and Mr. Cheng has not engaged in any executive management of the Group. Taking into consideration of the independent nature of his duties with the Company during the past years, the Directors consider both Mr. Chan Cheuk Ho and Mr. Cheng to be independent under the Listing Rules despite the fact that they have served the Company for more than nine years. Accordingly, Mr. Chan Cheuk Ho and Mr. Cheng shall be subject to retirement by rotation and re-election by way of a separate resolution to be approved by the Shareholders at the Annual General Meeting.



## 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 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 Thursday, 21st August 2014 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 2014.
2.
  - (a) To re-elect Mr. Chen Hsiao Ying as executive director of the Company;
  - (b) To re-elect Mr. Chan Cheuk Ho (who has served as an independent non-executive director for more than 9 years) as independent non-executive director of the Company;
  - (c) To re-elect Mr. Cheng Yung Hui, Tony (who has served as an independent non-executive director for more than 9 years) as independent non-executive director of the Company; and
  - (d) To authorise the board of directors to fix the directors’ remuneration.
3. To re-appoint Ernst & Young as auditors and to authorise the board of directors to fix their remuneration.
4. 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;

\* For identification purposes only

## NOTICE OF ANNUAL GENERAL MEETING

- (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).”



## NOTICE OF ANNUAL GENERAL MEETING

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 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.”

## NOTICE OF ANNUAL GENERAL MEETING

6. 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. 4 and 5 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. 5 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. 4 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, 23rd July 2014

## NOTICE OF ANNUAL GENERAL MEETING

*Registered Office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
the 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 Level 22, Hopewell Centre, 183 Queen's Road East, 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, Mr. Chen Hsiao Ying, Mr. Kuo Tai Yu and Ms. Chen Fang Mei, Christina and three independent non-executive Directors, namely, Mr. Chan Cheuk Ho, Mr. Lu Chi Chant and Mr. Cheng Yung Hui, Tony.