
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, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS INVOLVING GRANT OF GENERAL MANDATES
TO ISSUE AND PURCHASE SHARES,
DECLARATION OF FINAL DIVIDEND,
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 Friday, 16 August 2024 at 11:00 a.m. (the “AGM”) is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the AGM, 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish.

* For identification purposes only

Hong Kong, 25 July 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Annual General Meeting” or “AGM”	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 Friday, 16 August 2024 at 11:00 a.m., the notice of which is set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company (as amended from time to time)
“Board”	the board of Directors
“close associate(s)”	has the same meaning as defined in the Listing Rules
“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
“core 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 24 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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“INED(s)”	the independent non-executive director(s) of the Company
“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.5 in the notice convening the Annual General Meeting
“Latest Practicable Date”	22 July 2024, 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, <i>inter alia</i> , Maitex (EAG) Limited and Maitex Co., Ltd. of Huilai, 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 7 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.6 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
“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 and an executive Director

DEFINITIONS

“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 10 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. Chung Chi Kit *(Deputy Chief Executive Officer)*

Mr. Huang Yongbiao

Ms. Chen Fang Mei

Mr. Shih Chih-Hung

Mr. Hu Chia-Ho

Independent Non-Executive Directors:

Mr. Chan Cheuk Ho

Ms. Tham Kit Wan

Mr. Leung Spencer Yu Cheong

Mr. Sun Yun-Rui

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

9/F, Tower B, Regent Centre

70 Ta Chuen Ping Street

Kwai Chung

New Territories

Hong Kong

25 July 2024

To the Shareholders

Dear Sir or Madam,

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

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LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with notice of the AGM and information regarding resolutions to be proposed at the AGM, relating to (i) the grant of the General Mandates, (ii) the declaration of final dividend and (iii) the re-election of retiring Directors.

GENERAL MANDATES TO ISSUE AND PURCHASE SHARES

The Directors wish to propose ordinary resolutions at the AGM 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 574,180,000 Shares. Subject to the passing of the proposed resolutions for the grant of the Issue Mandate at the AGM and on the basis that no further Shares are issued or purchased by the Company between the Latest Practicable Date and the AGM, the Company would be allowed to issue a maximum of 114,836,000 Shares under the Issue Mandate. In addition, subject to the passing of the Purchase Mandate at the AGM and on the basis that no further Shares are issued or purchased by the Company between the Latest Practicable Date and the AGM, the Company would be allowed to purchase a maximum of 57,418,000 Shares under the Purchase Mandate.

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the Issue Mandate those Shares purchased by the Company pursuant to the Purchase Mandate granted to the Directors at the AGM.

An explanatory statement containing information regarding the Purchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND

The Board has recommended the payment of a final dividend of HK8 cents per Share for the year ended 31 March 2024.

The final dividend is payable to the Shareholders whose names appear on the register of members of the Company on Friday, 30 August 2024, subject to the Shareholders' approval at the AGM. The final dividend, if approved, will be paid in cash on Thursday, 12 September 2024.

For determining the entitlement to the proposed final dividend for the year ended 31 March 2024 (subject to approval by the Shareholders at the AGM), the register of members of the Company will be closed from Wednesday, 28 August 2024 to Friday, 30 August 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible for the above proposed final dividend, the unregistered Shareholders should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 27 August 2024.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 87(1) of the Articles of Association, Mr. Chung Yuk Sing, Mr. Huang Yongbiao and Mr. Hu Chia-Ho, all being executive Directors and Ms. Tham Kit Wan, being an INED, are due to retire from office by rotation at the AGM. Pursuant to article 86(3) of the Articles of Association, Mr. Sun Yun-Rui, who was appointed as an INED with effect from 8 March 2024, shall hold office only until the AGM and shall then be eligible for re-election. All the retiring Directors, being eligible, offer themselves for re-election at the AGM.

The Nomination Committee of the Company has reviewed the structure and composition of the Board, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy and Director Nomination Policy and also the Company's corporate strategy.

Having considered the professional qualifications of the retiring Directors, their respective scope of work in the past years and the current skill mix of the Board, the Nomination Committee consider that the continuous appointment of the retiring Directors will bring considerable stability to the Board, whilst having sufficient diversity for the Board to discharge its functions effectively. The Nomination Committee has recommended to the Board re-election of all the retiring Directors.

LETTER FROM THE BOARD

The Board accepted the Nomination Committee's recommendation and separate ordinary resolutions relating to the re-election of each retiring Director will be proposed at the AGM for the Shareholders' consideration and approval.

Biographical details of the retiring Directors are set out in Appendix II to this circular.

AGM AND PROXY ARRANGEMENT

The notice convening the AGM is set out on pages 17 to 21 of this circular.

You will find enclosed a form of proxy for use at the AGM. Whether or not you are able to attend the AGM, 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof, should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the AGM will therefore demand a poll for every resolution put to the vote of the meeting pursuant to the Articles of Association. 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 AGM under the Articles of Association and/or the Listing Rules.

After closure of the AGM, the poll results will be published on the Company's website at <https://www.eaglenice.com> and the Stock Exchange's website at <https://www.hkexnews.hk>.

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 12 August 2024 to Friday, 16 August 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 9 August 2024.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that all resolutions as set out in the notice of the AGM are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend 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
Eagle Nice (International) Holdings Limited
Chung Yuk Sing
Chairman

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the 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 31 March 2024 (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 574,180,000 Shares. Subject to the passing of the proposed resolution for the grant of the Purchase Mandate at the AGM and on the basis that no further Shares are issued or purchased by the Company between the Latest Practicable Date and the AGM, the Company would be allowed to purchase a maximum of 57,418,000 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. STATEMENTS BY THE DIRECTORS

The Directors will exercise the Purchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the memorandum and articles of association of the Company.

Neither the explanatory statement contained herein nor the Purchase Mandate has any unusual features.

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 Shares 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 Shares, 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 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 holding approximately 12.65% and 33.44% 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 46.09% to approximately 51.21% of the issued Shares and such increase may give rise to any general offer obligation under the Takeovers Code but it would not result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25% as required by Rule 8.08 of the Listing Rules. The Company shall comply with the Listing Rules and/or the Takeovers Code should the Purchase Mandate be exercised to such an extent that will result in a mandatory offer being triggered under the Takeovers Code. 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, if so approved at the AGM, would have under the Takeovers Code.

7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE 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 close associates has any present intention, in the event that the Purchase Mandate is approved by the Shareholders, to sell the Shares to the Company. No core connected person of the Company has notified the Company that he/she/it has a present intention to sell the 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 the Shares.

8. SHARE PURCHASE MADE BY THE COMPANY

No purchase of the 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 <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
July	4.55	4.36
August	4.76	4.31
September	4.48	4.31
October	4.50	4.35
November	4.75	4.28
December	4.45	4.12
2024		
January	4.40	4.21
February	4.68	4.33
March	4.75	4.38
April	4.85	4.53
May	4.97	4.64
June	4.90	4.41
July (up to and including the Latest Practicable Date)	4.60	4.48

The biographical and other details of the retiring Directors standing for re-election at the AGM are set out below:

(i) Mr. Chung Yuk Sing (“Mr. Chung”), MH

Mr. Chung, aged 63, was appointed as an executive Director in October 2002 and Chief Executive Officer of the Company in June 2013. He is also the Chairman of the Board and the co-founder of the Group. Mr. Chung is responsible for the overall strategic planning, marketing and management functions of the Group. Mr. Chung has over twenty years of manufacturing and management experience in the garment industry. He is also the chairman of the Nomination Committee of the Company, a member of the Remuneration Committee of the Company and a director of certain subsidiaries of the Company. Save as disclosed herein, Mr. Chung had not held any directorship in other listed companies in the three years preceding the Latest Practicable Date.

Mr. Chung has been awarded the Medal of Honor of Hong Kong Special Administrative Region and accredited as “Honorary Citizen of Shantou City” in the PRC. He holds several public positions, including the Honorary President of Shantou Overseas Sodality, Honorary President of Shantou Overseas Communication Association and Honorary President of Social Security and Welfare Association of Lunghu, Shantou City.

Save that Mr. Chung is the father of Mr. Chung Chi Kit, an executive Director, Mr. Chung does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders (as defined under the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Chung had corporate and personal interests in 72,650,000 Shares and 19,574,000 Shares respectively, representing approximately 12.65% and 3.40% of the existing issued Shares respectively. Save as aforesaid, Mr. Chung does not have any interests in Shares within the meaning of Part XV of the SFO. Mr. Chung 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 AGM pursuant to the Articles of Association. For the year ended 31 March 2024, Mr. Chung received an emoluments of HK\$7,753,000 which was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company.

(ii) Mr. Huang Yongbiao (“Mr. Huang”)

Mr. Huang, aged 58, joined the Company in April 2019 and is currently an executive Director and a director of certain subsidiaries of the Company. Mr. Huang has over 30 years of manufacturing and management experience in the garment industry.

As at the Latest Practicable Date, Mr. Huang had corporate and personal interests in 32,320,000 Shares and 268,000 Shares respectively, representing approximately 5.63% and 0.05% of the existing issued Shares respectively. Save as aforesaid, Mr. Huang does not have any interests in the Shares within the meaning of Part XV of the SFO.

Mr. Huang 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 and a director of certain subsidiaries of the Company, he does not hold any positions with the Company and other members of the Group. Mr. Huang has no relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company. Mr. Huang 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 AGM pursuant to the Articles of Association. For the year ended 31 March 2024, Mr. Huang received an emoluments of HK\$5,643,000 which was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company.

(iii) Mr. Hu Chia-Ho (“Mr. Hu”)

Mr. Hu, aged 55, has been an executive Director since December 2020. He joined Pou Chen Corporation (stock code: 9904) (“**Pou Chen**”), a company listed on the stock exchange of Taiwan, in 1997 and is currently one of the vice presidents and the head of CEO office of Pou Chen. He has been an executive director, and a member of nomination committee and disclosure committee of Pou Sheng International (Holdings) Limited (stock code: 03813), a company listed on the main board of the Stock Exchange with effect from July 2022. He was an executive director and a vice president of Yue Yuen Group from March 2015 to June 2022. Mr. Hu has extensive experiences in human resources management and business development. Prior to joining Pou Chen, Mr. Hu had worked with Citibank Taiwan and was responsible for corporate financing and the related businesses. Mr. Hu graduated from the University of Wisconsin, Madison, the United States of America with a Master’s degree of Science.

As at the Latest Practicable Date, Mr. Hu did not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. Hu 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 AGM pursuant to the Articles of Association. For the year ended 31 March 2024, Mr. Hu received an emoluments of HK\$374,000 which was determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company.

(iv) Ms. Tham Kit Wan (“Ms. Tham”)

Ms. Tham, aged 63, has been appointed as INED since September 2016. She is a qualified lawyer of Hong Kong, England and Wales and Singapore. Ms. Tham obtained a degree of Bachelor of Laws from The National University of Singapore in June 1983 and a degree of Master of Laws (International Business Law) from The City University of Hong Kong in November 2006. She has more than 25 years of experience in corporate finance and the commercial and banking fields. She was a director of Union Bank of Hong Kong Limited (formerly traded under the stock code: 349 of the Stock Exchange) and Union Bank Finance Limited from 1989 to 1993. She was the Head of Legal Department of K. Wah Construction Materials Limited (now known as Galaxy Entertainment Group (stock code: 00027)), a company listed on the main board of the Stock Exchange, from 1998 to 2007. She served as Legal Counsel and Senior Vice President of Symphony Holdings Limited (stock code: 01223), a company listed on the main board of the Stock Exchange, from 2007 to 2015.

Save as being an INED and a member of the Audit Committee of the Company, Ms. Tham does not hold any positions in other members of the Group and had not held any directorship in any listed companies in the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Ms. Tham did not have any relationships with any directors, senior management, substantial shareholders or controlling shareholders (as defined under Listing Rules) of the Company and did not have any interests in the shares of the Company within the meaning of Part XV of the SFO. Ms. Tham has entered into a service agreement with the Company for a term of 3 years commencing from 1 September 2022 but she is subject to renewal and retirement by rotation and re-election pursuant to the Articles of Association. For the year ended 31 March 2024, Ms. Tham received a directors’ fee of HK\$247,200 which was determined by the Remuneration Committee of the Company with reference to her duties and responsibilities in the Company.

Ms. Tham has confirmed (i) her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person of the Company; and (iii) that there are no other factors that may affect her independence as at the Latest Practicable Date.

(v) Mr. Sun Yun-Rui (“Mr. Sun”)

Mr. Sun, aged 52, has been appointed as INED since March 2024. Mr. Sun is currently Chief Operating Officer of Les Enphants (Taiwan) which is a retailer of children’s apparel and accessories in Asia with operations in Chinese Mainland, Taiwan, and Southeast Asia. Mr. Sun has the unique background of having worked on both ends of the apparel supply chain spectrum. Over the course of over 30 years, Mr. Sun has worked at apparel importers in Los Angeles, United States of America, a leading global apparel sourcing company in Hong Kong, department store branch offices in Taiwan and an apparel supplier/manufacturer in Shanghai. Mr. Sun’s business, professional, operational and financial acumen comes from working for a leading global training and development company as well as owning and operating a business startup coaching consultancy. Mr. Sun obtained a Bachelor of Science Degree from California State Polytechnic University, Pomona in 1995.

Mr. Sun entered into a letter of appointment with the Company for a term of three years commencing from 8 March 2024, subject to renewal and retirement by rotation and re-election pursuant to the articles of association of the Company. Mr. Sun is currently entitled to a director’s remuneration of HK\$247,200 per annum which is determined by the Remuneration Committee of the Company with reference to his duties and responsibilities in the Company.

Save as being an INED and a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company, Mr. Sun does not hold any positions in other members of the Group and had not held any directorship in any listed companies in the three years preceding the Latest Practicable Date.

As at the Latest Practicable Date, Mr. Sun did not have any relationship with any directors, senior management or substantial or controlling shareholders (as defined under the Listing Rules) of the Company and he is not interested nor deemed to be interested in any share, underlying share or debenture of the Company and its associated corporations within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Sun does not hold any positions in other members of the Group and has not held any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Mr. Sun has confirmed (i) his independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the issuer or its subsidiaries or any connection with any core connected person of the Company; and (iii) that there are no other factors that may affect his independence as at the Latest Practicable Date.

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. Chung, Mr. Huang, Mr. Hu, Ms. Tham and Mr. Sun at the AGM.



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 (the “**Annual General Meeting**”) of Eagle Nice (International) Holdings Limited (the “**Company**”) will be held as a physical meeting only at Unit 0906, 9th Floor, Tower B, Regent Centre, 70 Ta Chuen Ping Street, Kwai Chung, New Territories, Hong Kong on Friday, 16 August 2024 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 independent auditors’ report for the year ended 31 March 2024.
2. To declare a final dividend of HK8 cents per share for the year ended 31 March 2024.
3.
 - (a) To re-elect Mr. Chung Yuk Sing as executive director of the Company;
 - (b) To re-elect Mr. Huang Yongbiao as executive director of the Company;
 - (c) To re-elect Mr. Hu Chia-Ho as executive director of the Company;
 - (d) To re-elect Ms. Tham Kit Wan as independent non-executive director of the Company;
 - (e) To re-elect Mr. Sun Yun-Rui as independent non-executive director of the Company; and
 - (f) To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint Ernst & Young as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.

* For identification purposes only

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 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.

NOTICE OF ANNUAL 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

NOTICE OF ANNUAL GENERAL MEETING

(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.”

For and on behalf of the Board
Eagle Nice (International) Holdings Limited
Chung Yuk Sing
Chairman

Hong Kong, 25 July 2024

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.

NOTICE OF ANNUAL GENERAL MEETING

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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the Annual General 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 Annual General Meeting.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 12 August 2024 to Friday, 16 August 2024, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 August 2024.
5. For determining the entitlement to the proposed final dividend for the year ended 31 March 2024 (subject to approval by the shareholders of the Company at the Annual General Meeting), the register of members of the Company will be closed from Wednesday, 28 August 2024 to Friday, 30 August 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible for the above proposed final dividend, the unregistered shareholders of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Tengis Limited on 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 27 August 2024.
6. 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.
7. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in this notice will be decided by way of a poll.
8. If a Typhoon Signal No. 8 or above is hoisted, or a Black Rainstorm Warning Signal or "extreme conditions" announced by the Hong Kong Government is/are in force at or at any time after 12:00 noon on the date of the meeting, the meeting will be automatically postponed or adjourned. The Company will post an announcement on the websites of the Company (<https://www.eaglenice.com>) and the Stock Exchange (<https://www.hkexnews.hk>) to notify Shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholder should decide on their own whether they would attend the meeting in person under bad weather condition bearing in mind their own situations.
9. If shareholders have any particular access request or special needs for participating in the meeting, please contact the Company's branch share registrar in Hong Kong, Tricor Tengis Limited (telephone: +852 2980 1333) at or before 11:00 a.m. on Wednesday, 14 August 2024.

As at the date of this Notice, the Board comprises seven executive directors, namely, Mr. Chung Yuk Sing, Mr. Chen Hsiao Ying, Mr. Chung Chi Kit, Mr. Huang Yongbiao, Ms. Chen Fang Mei, Mr. Shih Chih-Hung and Mr. Hu Chia-Ho and four independent non-executive directors, namely, Mr. Chan Cheuk Ho, Ms. Tham Kit Wan, Mr. Leung Spencer Yu Cheong and Mr. Sun Yun-Rui.