



Great Eagle Holdings Limited

鷹君集團有限公司

Incorporated in Bermuda with limited liability

(Stock Code: 41)

Form of Proxy for 2008 Annual General Meeting

I/We _____
of _____
being the registered holder(s) of _____ shares of HK\$0.50 each in the capital of
Great Eagle Holdings Limited (the "Company") **HEREBY APPOINT** _____
of _____
or failing him _____ of _____

or the Chairman of the Meeting as my/our proxy/proxies to exercise my/our voting rights on my/our behalf at the 2008 Annual General Meeting of Members of the Company to be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Friday, 23 May 2008 at 3:00 p.m. and at any adjournment thereof, and to vote for me/us on the undermentioned resolutions as indicated below.

	FOR	AGAINST
1. To adopt the audited Financial Statements and the Reports of the Directors and Auditors of the Company for the year ended 31 December 2007.		
2. To declare the payment of a Final Dividend of HK35 cents per share.		
3. (A) To re-elect Mr. Lo Kai Shui as Director.		
(B) To re-elect Mr. Cheng Hoi Chuen, Vincent as Director.		
(C) To re-elect Madam Law Wai Duen as Director.		
(D) To re-elect Mr. Kan Tak Kwong as Director.		
4. To fix a maximum number of Directors at fifteen and authorise the Directors to appoint additional Directors up to such maximum number.		
5. To fix a fee of HK\$120,000 per annum as ordinary remuneration payable to each Director for the year ending 31 December 2008.		
6. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditors and to authorise the Directors to fix their remuneration.		
7. (A) Ordinary Resolution to give a general mandate to the Directors to repurchase shares.		
(B) Ordinary Resolution to give a general mandate to the Directors to allot and issue additional shares.		
(C) Ordinary Resolution to extend the general mandate granted to the Directors to issue additional shares.		

Dated the _____ day of _____ 2008

Signature: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the Meeting is preferred, please insert in **BLOCK CAPITALS** the name and address of the proxy desired in the space provided and strike out the words "or the Chairman of the Meeting".
- Every member entitled to attend and vote at the Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. On a vote on a show of hands, only a member present in person or by a corporate representative may vote. On a poll, votes may be given either personally or by a corporate representative or by proxy. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. Where a member appoints more than one proxy to represent him, the form of proxy must clearly indicate the number of shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company. A proxy or proxies appointed by a Clearing House (or its nominee) (as defined in the Company's Bye-laws) may vote on a show of hands as provided in the Company's Bye-laws.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE BOX(ES) MARKED "AGAINST"**. Failure to complete the boxes will entitle your proxy to cast his vote at his discretion. On a show of hands, a member present in proxy only is not entitled to vote (except as stated in note 3 above). On a poll, a member is entitled to one vote for every fully-paid share held and a member entitled to more than one vote need not use all his votes in the same way. A tick in the relevant box indicates that the votes attached to all the shares stated above as held by you will be cast accordingly and a number in the relevant box indicates that the votes attached to the number of shares referred to in the box will be cast accordingly. The total number of shares referred to in both boxes for the same resolution cannot exceed the number of shares stated above as held by you.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under seal or under the hand of an officer or attorney duly authorised.
- In order to be valid, this form of proxy (together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority) must be deposited at the Company's office at 33rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.
- Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect of such joint holding. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.