



Great Eagle
Holdings Limited
鷹君集團有限公司

Incorporated in Bermuda with limited liability
於百慕達註冊成立之有限公司

(Stock Code: 41)

**FORM OF PROXY FOR
SPECIAL GENERAL MEETING**

I/We, _____ (Name)
of _____ (Address)
being a registered holder(s) of shares in Great Eagle Holdings Limited (the “Company”), hereby appoint
_____ (Name)
of _____ (Address)
or, failing him/her, the Chairman of the Special General Meeting, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf _____ shares of the Company (the “Shares”) at the Special General Meeting of the Company to be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Tuesday, 14 April 2009 at 11:00 a.m. or any adjournment thereof and vote for me/us on the undermentioned resolution as indicated below.

Ordinary Resolution	Vote For	Vote Against
To approve the Ordinary Resolution approving the Supplemental Agreement and the transactions contemplated thereunder as described in the Notice of the Special General Meeting contained in the Circular to Shareholders dated 24 March 2009		

Dated the _____ day of _____ 2009 Signature: _____

Notes:

- A holder entitled to attend at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. The person appointed to act as proxy need not be a holder.
- If any proxy other than the Chairman of the Special General Meeting is preferred, a holder should insert the name and address of the proxy desired in the space provided and strike out the words “or, failing him/her, the Chairman of the Special General Meeting”.
- A holder should insert the total number of Shares registered in his/her name. If no number is inserted, this form of proxy will be deemed to relate to all the Shares held by the holder.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKET “VOTE FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “VOTE AGAINST”.** Failure to tick any box will entitle your proxy to cast his vote at his discretion.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a legal person, must either be executed under its seal or under the hand of a legal representative or other attorney duly authorized to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarially certified.
- 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 thereof, must be deposited at the registered office of the Company 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 and voting 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, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such holders is present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the Register of Holders of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
- The votes at the abovementioned meeting will be taken by poll. On a poll, every holder present in person or by proxy or (being a corporation) is represented by proxy shall have one vote for every share held by him/her.
- ANY ALTERNATION MADE TO THIS FORM OF PROXY SHOULD BE INITIALED BY THE PERSON WHO SIGNS IT.**