



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 use at the Annual General Meeting to be held on 27 May 2009

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/her _____ of _____

or the Chairman of the Meeting as my/our proxy to vote and act for me/us at the 2009 Annual General Meeting (and at any adjournment thereof) of the Company to be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 May 2009 at 3:00 p.m. for the purpose of considering, and, if thought fit, passing the Resolutions set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below.

ORDINARY RESOLUTIONS	FOR	AGAINST
1. To receive and consider the audited Financial Statements of the Company for the year ended 31 December 2008 together with the Reports of the Directors and Auditor thereon.		
2. To declare the payment of a Final Dividend of HK35 cents per share.		
3. (i) To re-elect Madam Lo To Lee Kwan as Director.		
(ii) To re-elect Mr. Lo Hong Sui, Vincent as Director.		
(iii) To re-elect Mr. Lo Ying Sui, Archie as Director.		
(iv) To re-elect Professor Wong Yue Chim, Richard 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 2009.		
6. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and authorise the board of Directors to fix the Auditor's remuneration.		
7. To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.		
8. To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital.		
9. To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares repurchased.		
10. To terminate the operation of the Existing Share Option Scheme.		
11. To approve the New Share Option Scheme.		
SPECIAL RESOLUTION	FOR	AGAINST
12. To adopt the Chinese name "鷹君集團有限公司" as the secondary name of the Company		

Dated the _____ day of _____ 2009 Signature: _____

Notes:

- A member entitled to attend at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote in his/her stead. The person appointed to act as proxy need not be a member.
- 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".
- Please insert the number of shares registered in your name(s). If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s). If a number is inserted, this proxy form will be deemed to relate only to that number of shares.
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), TICK IN THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick any boxes will entitle your proxy to cast his vote at his discretion. 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 the appointer or his 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 an authorised representative, attorney or other attorney duly authorised. 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 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 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/she 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.
- The vote at the abovementioned meeting will be taken by poll. On a poll, every member 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.**