

## Reporting and Monitoring Policy on Connected Transactions

Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited sets out a number of requirements in respect of connected transactions. Among other things, the Listing Rules require certain continuing connected transactions be approved by independent shareholders, reviewed by independent non-executive directors, and subject to reporting and announcement requirements.

The purpose of this Reporting and Monitoring Policy on Connected Transactions (the "Policy") is to set out the internal control systems and monitoring procedures of Great Eagle Holdings Limited (the "Company") in respect of executing, recording and reporting of all connected transactions and continuing connected transactions no matter they are exempted transactions or otherwise. This Policy applies to the Company and all its subsidiaries (as defined under the Listing Rules) (collectively the "Group") and will be reviewed and updated regularly.

#### I. CT Officer

Each of the fellow subsidiaries of the Company shall nominate a senior staff to be the "CT Officer" who shall be responsible to report all Connected Transactions and Continuing Connected Transactions to CSD in accordance with this Policy. The CT Officer is expected to be someone who is familiar with the finance and business operations of the particular subsidiary.

#### II. Reporting Scope

All Connected Transactions and Continuing Connected Transactions within the meaning of the Listing Rules shall be in the form of written agreement and monthly reports in the prescribed format are required to be submitted by the following Department / Business Units to the Company Secretarial Division in accordance with this Policy:

- (i) Engineering
- (ii) Estate Agents
- (iii) Hotels
- (iv) Project Management
- (v) Property Management
- (vi) Trading

The Connected Transactions and Continuing Connected Transactions entered into by all other Departments / Business Units shall be monitored by the Finance and Accounts Department of the Corporate Head Office.

#### 1. Definition of Connected Transactions

- 1.1 Any Transaction between the Group with Connected Persons;
- 1.2 Any Transaction between the Group with Third Parties that may confer benefits to Connected Persons through their interests in the entities involved in the Transaction; and
- 1.3 Financial assistance provided to/from commonly held entities which are held by listed company level connected person as to more than 10% interest.

"**Transactions**" include the following types of transactions both capital and revenue nature. They may be one-off transactions or continuing transactions:

- acquisition or disposal of assets including a deemed disposal;
- granting or accepting or transferring or exercising or terminating an option to acquire or dispose of assets;
- entering into or terminating finance leases;
- entering into or terminating operating leases or sub-leases;
- granting an indemnity or a guarantee or providing or receiving financial assistance;
- entering into an agreement or arrangement to form a joint venture or any other form of joint arrangement;
- issuing new securities of the Company or its subsidiaries, including underwriting or sub-underwriting an issue of securities;
- provision of or receipt of services;
- sharing of services;
- providing or acquiring raw materials, intermediate products and/or finished goods.

## 2. Definition of Continuing Connected Transactions

Continuing Connected Transactions are Connected Transactions involving the provision of goods or services or financial assistance, which are carried out on a continuing or recurring basis and are expected to extend over a period of time.

When we refer to "Connected Transaction(s)" in this Policy, we mean and it include(s) also "Continuing Connected Transaction(s)".

#### 3. Definition of Connected Persons

- 3.1 a director, chief executive or substantial shareholders of the Company or its subsidiaries.
- 3.2 any person who was a director of the Company or its subsidiaries within the preceding 12 months.
- 3.3 any associate of a person referred to in paragraph 3.1 or 3.2 above including:
  - (a) spouse, any person cohabiting as a spouse, any child, step-child, natural or adopted, parent, step-parent, brother, sister, step-brother or step-sister;

- (b) a father-in-law, mother-in-law, son-in-law, daughter-in-law, grandparent, grandchild, uncle, aunt, cousin, brother-in-law, sister-in-law, nephew or niece of a person referred to in paragraphs 3.1 and 3.2 above; and
- (c) a 30%-controlled entity held, directly or indirectly, by the party referred to in paragraphs 3.3 (a) and (b) (individually or together), or any of its subsidiaries.
- 3.4 any person or entity with whom a person referred to in paragraphs 3.1 or 3.2 has entered into any transaction with the Group or any agreement or arrangement or whatever manner, with respect to the transaction which is such that, in the opinion of the Exchange, that person or entity should be considered a connected person.
- 3.5 any non wholly-owned subsidiary of the Company where any connected persons of the listed Company level is/are (individually or together) entitled to exercise, or control the exercise of, 10% or more of the voting power at such non wholly-owned subsidiary's general meeting.
- 3.6 any subsidiary of a non wholly-owned subsidiary referred to in paragraph 3.4 above.

#### III. Compliance Requirements for Connected Transactions

When the Company or its subsidiary enters into a non-exempt Connected Transaction, the Company must comply with all or any of the following requirements subject to the results of the applicable size tests:

- (i) Written Agreement for the transaction;
- (ii) Announcement;
- (iii) Circular;
- (iv) Shareholders' Approval (advices and recommendations from Independent Board Committee and Independent Financial Adviser are required);
- (v) Annual Reporting; and
- (vi) Annual Review.

Exemptions or waivers from all or some of the requirements are available for certain type of Connected Transactions.

#### IV. Monitoring Procedures

The CT Officer shall submit a prescribed Monthly Report (Appendix B) containing the following information to the Company Secretarial Division with 5 business days after each month end:

- a. Particulars of Connected Transactions that are expected to be finalized within the next reporting month;
- b. Finalised details of Connected Transactions entered into during the month; and
- c. Transaction amount of Connected Transactions previously reported during the month.

## V. Review Procedures

Company Secretarial Division shall consolidate all information received and compile a consolidated worksheet within 8 business days after each month end. A quarterly consolidated report shall be provided to the CT Officer for verification within 10 business days after the end of each quarter. Upon verification, the same shall be provided to Finance and Accounts Department for record.

The workflow of the Monitoring and Review Procedures are set out in Appendix A.

### VI. Training

In-house training to the CT Officers will be arranged by Company Secretarial Division to ensure the CT Officers have the practical knowledge to identify Connected Transactions and are well acquainted with the workflow and procedures of this Policy.

#### VII. Follow Up

This Policy will be reviewed regularly from time to time by the Company Secretarial Division to ensure its operability and up-to-date.

Company Secretarial Division February 2019

## Workflow of the monitoring and review Procedures under the Reporting and Monitoring Policy on Connected Transactions

CT Officers submit the prescribed Monthly Report to Company Secretary Division (CSD) within 5 business days after each month end. Such Monthly Report shall be signed by the CT Officer and Head of the respective Business Units or their designated Senior Officer.

Upon receipt of the form, CSD shall check whether the Monthly Report contains information about Connected Transactions (CTs) that will be executed within the next reporting month

Consolidated None the information in the quarterly report and arrange filing

Yes

CSD shall check whether the information provided is sufficient. The final version of the agreement shall be provided to CSD.

Request CT Officer No to provide further information

p.s. CT Officer shall also provide the estimated cap of the annual transaction amount in coming three years if it is continuing connected transaction.

Yes

Based on the information provided, CSD shall advise whether or not the reported transaction will be exempted from all or any of the compliance requirements under the Listing Rules and the CT Officer shall be kept informed of the same as soon as practicable

Yes an exempted transaction

Consolidated the information in the quarterly report

Not an exempted Transaction

CT Officer shall notify their team members not to sign any agreement in relation to the contemplated CT until the publication of formal announcement, if appropriate

CSD shall report the details of the transaction to the General Manager as soon as possible and shall work with Legal Department to arrange formal announcement / circular / EGM etc in accordance with the Listing Rules. CT Officer shall provide all necessary information to CSD for disclosure purpose

CSD shall attend to all formal approval procedures including Directors approval / independent shareholders approval etc.

Disapprove

CT Officer shall ▶ inform the relevant officer to call off the transaction

Approve

CSD shall notify the CT Officer once the transaction is approved. CT Officer shall inform the relevant team member to proceed with the signing of the relevant agreement regarding the CT. The Agreement shall not be dated earlier than the date of the announcement. Signed copy of the agreement shall be kept by CSD for record no matter it is an exempted CT or CT subject to all or any of the Listing Rules compliance requirements.

CT Officer is required to report the monthly transaction amount of such CT in the Monthly Report in accordance with this Policy if it is continuing connected transaction

If the major terms of the transactions have any changes, the CT Officer shall immediately notify CSD who shall discuss the issue with Legal Department and ascertain whether supplemental announcement is required.

CSD is responsible to monitor whether the actual amount of the reported transaction will exceed the announced cap amount and consider whether further announcement is required.

CSD shall prepare a consolidated worksheet on a quarterly basis for confirmation of the respective CT Officers with a copy to the Finance & Accounts Department.

All non-exempt CTs are subject to annual review by the Independent Non-executive Directors and the Auditor shall perform compliance checks in accordance with the Listing Rules requirements.

Details fo the CTs and the findings of the Auditor will be reported to the Audit Committee on a yearly basis.

# Connected Transactions and Continuing Connected Transactions Monthly Report

Re	portir	ng Subsidiary / Business Unit:
Fo	r the i	month ended:
Part	ı:	Connected Transactions and Continuing Connected Transactions entered into during the Reporting Month
1.		there any Connected Transactions or Continuing Connected Transactions entered into during month? (If there are more than one transaction, please use separate sheet for reporting.)
		Yes. If so , please classify the transaction:
		Connected Transaction
		Continuing Connected Transaction
		No (Please go to Part II)
2.	as f	ase provide information about the Connected Transaction / Continuing Connected Transaction ollows (If there are more than one transaction, please make a photocopy of this page for filling per particulars for the other transactions):
	•	Parties to the agreement:
	•	Relationship with the Great Eagle Group:
	•	Particulars of the Transaction*:
	•	If it is a Connected Transaction, please provide the total transaction amount under the contract:
	•	If it is Continuing Connected Transaction, please provide the total transaction amount during the reporting month:
	•	Please provide the latest draft of the agreement and documents and any other information:
	* n	o need to provide if you have submitted in previous Monthly Report under Part II
3.	Plea	ase advise if the reported transaction is on normal commercial terms?
		Yes
		No. If not on normal commercial terms, please provide the basis of considerations:

# Part II Contemplated Connected Transactions / Continuing Connected Transactions that is/are likely to be executed in the coming reporting month

1.	Do you expect there will have Connected Trayour Division in the coming reporting month?	ansactions / Continuing Connected Transactions within
	Yes. If so , please classify the transa	ction(s):
	Connected Transaction(s)	
	Continuing Connected Transaction	on(s)
	No (Please go to Part III)	
2.	Please provide information about the co Connected Transaction(s) as follows (If the reported under Part I, you are not required to	ontemplated Connected Transaction(s) / Continuing by are Continuing Connected Transactions previously by provide the details again in Part II):
	Name of the counterparty:	
	<ul> <li>Relationship with the Great Eagle Group:</li> </ul>	
	<ul><li>Particulars of the Transaction*:</li></ul>	
	<ul> <li>If it is a Connected Transaction, please provide the total transaction amount under the contract:</li> </ul>	
	<ul> <li>If it is Continuing Connected Transaction, please provide the transaction amount during the reporting month:</li> </ul>	
	<ul> <li>Provide the latest draft of the agreement and documents and any other information:</li> </ul>	
	* no need to provide if you have submitted	I in previous Monthly Report under Part II
3.	Will these transaction(s) be on normal comm	nercial terms?
	Yes	
	No. If not on normal commercial term	ns, please provide the basis of considerations:
Pa	rt III Signature	
С	T Officer	Department/Division Head or designated officer
	ame: ate:	Name: Date:

All completed and signed Monthly Report shall be submitted to the Company Secretarial Division by email to <a href="mailto:dorothy.lam@greateagle.com.hk">dorothy.lam@greateagle.com.hk</a>.