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鷹君集團有限公司
Great Eagle
Holdings Limited

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

(Stock Code: 41)

ANNOUNCEMENT

CONTINUING CONNECTED TRANSACTIONS IN RELATION TO RENEWAL OF 2012 TENANCY AGREEMENT

The Board announces that on 21 September 2015, Moon Yik, an indirect wholly-owned subsidiary of the Company, as the landlord, and SFK Management, an indirect wholly-owned subsidiary of SFK Group, as the tenant have entered into the Renewed Tenancy Agreement to renew the 2012 Tenancy Agreement which is due to expire on 31 March 2016. The Renewed Tenancy Agreement is for a new term of three years commencing from 1 April 2016 and expiring on 31 March 2019 (both days inclusive). Furthermore, the Parties also had entered into the Carpark Licence Agreement on 21 May 2015 and the transactions under the Carpark Licence Agreement fall below the de minimis threshold stipulated under Rule 14A.76(1) of the Listing Rules.

Mr. Lo Kai Shui, the Deputy Managing Director of the Company, through his 30%-controlled companies, is entitled to control the exercise of more than 70% of the voting power at general meetings of SFK Management. Accordingly, SFK Management constitutes an associate of a connected person of the Company and transactions entered into between the Group and SFK Management constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

Given that the Renewed Tenancy Agreement and the Carpark Licence Agreement were entered into within a 12-month period, the transactions contemplated under the Renewed Tenancy Agreement shall be aggregated with the transactions under the Carpark Licence Agreement pursuant to Rule 14A.81 of the Listing Rules.

As one of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules calculated with reference to the Annual Caps for the Renewed Tenancy Agreement and the Carpark Licence Agreement on aggregation basis is more than 0.1% but less than 5%, the transactions contemplated thereunder are only subject to the reporting, announcement and annual review requirements and exempt from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Reference is made to the announcement of the Company dated 20 December 2012 where the Company announced, among other things, that Moon Yik, an indirect wholly-owned subsidiary of the Company, as the landlord entered into the 2012 Tenancy Agreement with SFK Management, an indirect wholly-owned subsidiary of SFK Group, as the tenant on 20 December 2012 for a term of three years commenced from 1 April 2013 and expiring on 31 March 2016 (both days inclusive).

RENEWED TENANCY AGREEMENT

The Board announces that on 21 September 2015, Moon Yik and SFK Management have entered into the Renewed Tenancy Agreement to renew the 2012 Tenancy Agreement which is due to expire on 31 March 2016. The Renewed Tenancy Agreement is for a new term of three years commencing from 1 April 2016 and expiring on 31 March 2019 (both days inclusive). The principal terms of the Renewed Tenancy Agreement are as follows:

- Date : 21 September 2015
- Parties : (1) Moon Yik as the landlord
(2) SFK Management as the tenant
- Premises : Suites 3201-2 and 3206-10, 32nd Floor, Great Eagle Centre
- Term : Three (3) years commencing from 1 April 2016 and expiring on 31 March 2019 (both days inclusive)
- Rental : HK\$596,731.20 per month, exclusive of government rates, service charge and air-conditioning charge
- Air-conditioning Charge : HK\$34,923.20 per month as set out in the Renewed Tenancy Agreement (subject to adjustment*)
- Service Charge : HK\$53,713.40 per month as set out in the Renewed Tenancy Agreement (subject to adjustment*)

* According to the Renewed Tenancy Agreement, Moon Yik may increase the air-conditioning charge (due to increase in operating cost of the air cooling services) and service charge of the Premises at any time during the term of the Renewed Tenancy Agreement by serving to SFK Management a notice in writing of such increase.

During the term of the tenancy, Moon Yik shall allocate five designated car parking spaces on the 2nd Basement of Great Eagle Centre to SFK Management subject to prevailing monthly license fees.

The five designated car parking spaces are currently licensed to SFK Management under the Carpark Licence Agreement signed by Moon Yik as the licensor and SFK Management as the licensee on 21 May 2015 for a term of 11 months commenced from 1 May 2015 and expiring on 31 March 2016 (both days inclusive) at an aggregate monthly license fees of HK\$19,700, subject to renewal on such terms and conditions to be determined by both Parties. None of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules, calculated with reference to the annual cap of the transactions contemplated under the Carpark Licence Agreement exceeds 0.1%, the transactions contemplated thereunder fall below the de minimis threshold stipulated under Rule 14A.76(1) of the Listing Rules.

ANNUAL CAPS

The Directors estimate that the maximum aggregate annual amount receivable by the Group from SFK Management under the Renewed Tenancy Agreement and the Carpark Licence Agreement during the three years ending 31 March 2019 are as follows:

Annual Cap for the year ending <u>31 March 2017</u>	Annual Cap for the year ending <u>31 March 2018</u>	Annual Cap for the year ending <u>31 March 2019</u>
HK\$9,507,000	HK\$9,765,000	HK\$10,065,000

The Annual Caps are determined on the basis of the license fees, the rental, air-conditioning and service charge in relation to the Premises, possible adjustment in the license fees, possible adjustment in the air-conditioning charge and service charge, and other outgoings related to the services or facilities provided to SFK Management in relation to the Premises.

Pursuant to the Renewed Tenancy Agreement, SFK Management will pay to Moon Yik HK\$54,662.40, being the balance of rental deposit payable in respect of the tenancy in relation to the Premises after taking into account the rental deposit already paid to Moon Yik under the 2012 Tenancy Agreement which will be carried over to the Renewed Tenancy Agreement.

REASONS FOR AND BENEFITS OF THE RENEWED TENANCY AGREEMENT

The principal activities of the Group include, among other things, property investment and property management. The letting of the car parking spaces and the Premises to SFK Management is in line with the Group's property investment operations and the Renewed Tenancy Agreement and the Carpark Licence Agreement were entered into in the ordinary and usual course of business of the Group and were negotiated on an arm's length basis with reference to the advice of an independent property valuer advising on the letting under the Renewed Tenancy Agreement. The valuer had carried out necessary research and enquiries, and advised that the proposed rent and the license fees for the car parking spaces are at current market level, and the other commercial terms of the proposed renewal are on normal commercial terms under the current prevailing market condition and are considered as fair and reasonable. The Directors (excluding Mr. Lo Kai Shui who has abstained but including the independent non-executive Directors) consider that the terms of the Renewed Tenancy Agreement and the Carpark Licence Agreement are fair and reasonable, and are in the interests of the Group and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Mr. Lo Kai Shui, the Deputy Managing Director of the Company, through his 30%-controlled companies, is entitled to control the exercise of more than 70% of the voting power at general meetings of SFK Management. Accordingly, SFK Management constitutes an associate of a connected person of the Company and transactions entered into between the Group and SFK Management constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules. Save for the interest of Mr. Lo Kai Shui as disclosed above, none of the Directors has a material interest in the transactions contemplated under the Renewed Tenancy Agreement.

Given that the Renewed Tenancy Agreement and the Carpark Licence Agreement were entered into within a 12-month period, the transactions contemplated under the Renewed Tenancy Agreement shall be aggregated with the transactions under the Carpark Licence Agreement pursuant to Rule 14A.81 of the Listing Rules.

As one of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules calculated with reference to the Annual Caps for the Renewed Tenancy Agreement and the Carpark Licence Agreement on aggregation basis is more than 0.1% but less than 5%, the transactions contemplated under the Renewed Tenancy Agreement and the Carpark Licence Agreement are only subject to the reporting, announcement and annual review requirements and exempt from the independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL INFORMATION

The principal activities of the Group include property development and investment, hotel and restaurant operations, manager of real estate investment trust, trading of building materials, share investment, provision of management and maintenance services, property management and asset management. Its investment in office properties extends to the United States of America, and its hotel portfolio covers Asia, Australia, Europe, New Zealand and North America.

SFK Group is principally engaged in investment holdings. SFK Management is a project management services company which is indirectly wholly-owned by SFK Group.

DEFINITIONS

Unless the context otherwise requires, the capitalised terms used in this announcement shall have the following meanings:

- “2012 Tenancy Agreement”** the tenancy agreement entered into on 20 December 2012 between Moon Yik, as the landlord, and SFK Management, as the tenant, in relation to the renewal of tenancy of the Premises

- “30%-controlled company(ies)”**; **“associate”**; **“connected person”**; **“subsidiary”** each has the meaning ascribed to it under the Listing Rules

- “Annual Caps”** the estimated maximum aggregate annual amount receivable by the Group from SFK Management under the Renewed Tenancy Agreement and the Carpark Licence Agreement (as the case may be)

- “Board”** the board of Directors

- “Carpark Licence Agreement”** the carpark licence agreement entered into on 21 May 2015 between Moon Yik as the licensor and SFK Management as the licensee for the licence of five car parking spaces at the 2nd Basement of Great Eagle Centre by Moon Yik to SFK Management.

- “Company”** Great Eagle Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange

“ Director(s) ”	the director(s) of the Company
“ Great Eagle Centre ”	Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong
“ Group ”	the Company and its subsidiaries
“ Hong Kong ”	the Hong Kong Special Administrative Region of the People’s Republic of China
“ HK\$ ”	Hong Kong Dollar, the lawful currency of Hong Kong
“ Listing Rules ”	The Rules Governing the Listing of Securities on the Stock Exchange
“ Moon Yik ”	Moon Yik Company, Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“ Parties ”	parties to the Renewed Tenancy Agreement or parties to the Carpark Licence Agreement (as the case may be)
“ Premises ”	Suites 3201-2 and 3206-10 on the 32nd Floor, Great Eagle Centre
“ Renewed Tenancy Agreement ”	the tenancy agreement entered into on 21 September 2015 between Moon Yik, as the landlord, and SFK Management, as the tenant, in relation to the renewal of tenancy of the Premises
“ SFK Group ”	Sun Fook Kong Group Limited, a company incorporated in the British Virgin Islands with limited liability
“ SFK Management ”	Sun Fook Kong Construction Management Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of SFK Group
“ Shares ”	ordinary shares of HK\$0.50 each in the share capital of the Company
“ Shareholders ”	holders of Shares
“ Stock Exchange ”	The Stock Exchange of Hong Kong Limited
“ % ”	per cent.

By Order of the Board
Great Eagle Holdings Limited
Lo Ka Shui
Chairman and Managing Director

Hong Kong, 21 September 2015

As at the date of this announcement, the Board comprises Dr. LO Ka Shui (Chairman and Managing Director), Mr. LO Kai Shui (Deputy Managing Director), Mr. LO Hong Sui, Antony, Madam LAW Wai Duen and Mr. KAN Tak Kwong (General Manager) being the Executive Directors; Madam LO TO Lee Kwan, Mr. LO Hong Sui, Vincent and Dr. LO Ying Sui being the Non-executive Directors; and Mr. CHENG Hoi Chuen, Vincent, Professor WONG Yue Chim, Richard, Mrs. LEE Pui Ling, Angelina and Mr. ZHU Qi being the Independent Non-executive Directors.