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**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)

## **CONNECTED TRANSACTION**

### **PROVISION OF CONSTRUCTION SERVICES**

The Board is pleased to announce that on 6 April 2012, Toptech, an indirect non wholly-owned subsidiary of the Company was informed by the Main Contractor that it has won the tender to provide Construction Services for the development of the Property. The Property is owned by the Property Owner, an indirect non wholly-owned subsidiary of Shui On Land.

Mr. Vincent Lo is a non-executive Director of the Company. Together with the interests of his spouse and the trustee of a discretionary trust of which he is a discretionary object, Mr. Vincent Lo has approximately 56.1% interests in the issued share capital of Shui On Land as at the date of this announcement. Accordingly, the Property Owner, being an indirect non wholly-owned subsidiary of Shui On Land, is thus a connected person of the Company and the transaction contemplated under the Award constitutes a connected transaction of the Company.

As one of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules calculated for the Company in respect of the Award is more than 0.1% but less than 5%, the Award is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

### **THE AWARD OF THE CONSTRUCTION SERVICES WORK**

#### **Date**

6 April 2012

#### **Parties**

- (1) Toptech;
- (2) the Main Contractor; and
- (3) the Property Owner.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Main Contractor and its ultimate beneficial owner are third parties independent of the Company and connected persons of the Company.

### **Subject matter**

Pursuant to the Award, Toptech will be engaged to carry out the Construction Services for the development of the Property.

It is expected that the Construction Services to be provided under the Award will be completed in March 2013.

### **Contract sum**

RMB6,000,000 (equivalent to approximately HK\$7,385,400). The Award was obtained by way of a tender and the contract sum was set by the Group with reference to comparable rates offered by the Company to other third party contractors for the provision of the Construction Services.

Monthly payment in cash will be made in stages in accordance with the progress of the Construction Services provided.

## **REASONS FOR AND BENEFITS OF PROVIDING THE CONSTRUCTION SERVICES UNDER THE AWARD**

The principal activities of the Group include property development and investment, hotel and restaurant operations, acting as manager of real estate investment trust, trading of building materials, share investment, provision of management and maintenance services, property management and fitness centre operations. 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.

Shui On Land, through its subsidiaries and associates, is one of the leading property developers in the PRC. It is engaged principally in the development, sale, leasing, management and long-term ownership of high-quality residential, office, retail, entertainment and cultural properties in the PRC.

The provision of Construction Services is part of the Group's business operations. The Directors (including the independent non-executive Directors) are of the view that the provision of the Construction Services is in the ordinary and usual course of business of the Group and the terms of the Award, which was set with reference to comparable rates offered by the Company to other third party contractors for the provision of the Construction Services are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

Mr. Vincent Lo is a non-executive Director of the Company. Together with the interests of his spouse and the trustee of a discretionary trust of which he is a discretionary object, Mr. Vincent Lo has approximately 56.1% interests in the issued share capital of Shui On Land as at the date of this announcement. Accordingly, the Property Owner, being an indirect non wholly-owned subsidiary of Shui On Land, is thus a connected person of the Company, and the transaction contemplated under the Award constitutes a connected transaction for the Company. Save for

the interest of Mr. Vincent Lo as disclosed above, none of the Directors has a material interest in the Award. Mr. Vincent Lo has abstained from approving the transaction as detailed in this announcement.

As one of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules calculated for the Company in respect of the Award is more than 0.1% but less than 5%, the transaction contemplated under the Award is subject to the reporting and announcement requirements but exempt from the independent shareholders' approval requirement under Chapter 14A of the Listing Rules.

## DEFINITIONS

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

“associate”, “connected person”, and “subsidiary”	have the meanings ascribed to them under the Listing Rules
“Award”	the successful tender to provide Construction Services for the development of the Property
“Board”	the board of Directors
“Company”	Great Eagle Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Construction Services”	the design, supply and installation of raised floor
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Main Contractor”	China State Construction Engineering Corporation (中國建築股份有限公司), a company incorporated in the PRC which is engaged by the Property Owner as a main contractor for the Property
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, the Macao Special Administration Region of the PRC and the territory of Taiwan

“Property”	an area with a gross floor area of approximately 25,000 square metres within Phase I development of super high-rise commercial buildings on Plot B11-1/02 of Hua Long Qiao, Yuzhong District of Chongqing, PRC (which has a total gross floor area of approximately 130,000 square metres)
“Property Owner”	Chongqing Shui On Tiandi Property Development Company Limited (重慶瑞安天地房地產發展有限公司), a company incorporated in PRC and an indirect non wholly-owned subsidiary of Shui On Land which is held as to 79.4% interest by Shui On Land
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the shares of the Company
“Shui On Land”	Shui On Land Limited, a company incorporated in the Cayman Islands, whose shares are listed on the main board of the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Toptech”	Toptech Co. Limited, a company incorporated in Hong Kong and an indirect non wholly-owned subsidiary of the Company which is held as to 92.5% interest by the Company

*English names of the PRC established companies/entities in this announcement are only translations of their official Chinese names. In case of inconsistency, the Chinese names prevail.*

*For illustration purposes in this announcement, the amounts in RMB are translated to HK\$ at the rate of RMB0.8124 = HK\$1.00. No representation is made that any amount in RMB has been or could be converted at the above rate or at any other rates or at all.*

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

Hong Kong, 6 April 2012

*As at the date of this announcement, the Board comprises five Executive Directors, namely 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); three Non-executive Directors, namely Madam LO TO Lee Kwan, Mr. LO Hong Sui, Vincent and Dr. LO Ying Sui; and four Independent Non-executive Directors, namely Mr. CHENG Hoi Chuen, Vincent, Professor WONG Yue Chim, Richard, Mrs. LEE Pui Ling, Angelina and Mr. ZHU Qi.*