
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Great Eagle Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2012 ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Great Eagle Holdings Limited to be held at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 10 May 2012 at 3:30 p.m. is set out on pages 17 to 22 of this circular.

Whether or not you intend to be present at the 2012 AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's principal office at 33rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2012 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2012 AGM or any adjourned meeting thereof should you so wish.

2 April 2012



CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
1. Introduction	3
2. Proposed General Mandates to Repurchase and to Issue Shares	4
3. Proposed Re-election of Retiring Directors	4
4. 2012 Annual General Meeting, Closure of Registers of Members and Proxy Arrangement	6
5. Recommendation	7
6. General Information	7
Appendix I — Explanatory Statement	8
Appendix II — Details of the Retiring Directors to be Re-elected	13
Notice of 2012 Annual General Meeting	17

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context otherwise requires:

“2012 AGM”	the AGM to be convened at 3:30 p.m. on Thursday, 10 May 2012, notice of which is set out on pages 17 to 22 of this circular
“AGM”	annual general meeting of the Company
“Auditor”	the auditor for the time being of the Company
“Board”	the board of Directors
“Company”	Great Eagle Holdings Limited
“Connected Person”	has the same meaning ascribed to it in the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate to allot, issue and deal with Shares (and securities exercisable or convertible into Shares) with an aggregate nominal value not exceeding 20 percent of the aggregate nominal amount of the Shares in issue at the date of passing of the resolution
“Latest Practicable Date”	27 March 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Notice”	the notice convening the 2012 AGM dated 2 April 2012 as set out on pages 17 to 22 of this circular

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate to exercise all the power of the Company to repurchase issued and fully-paid Shares not exceeding 10 percent of the aggregate nominal amount of the Shares in issue at the date of passing of the resolution
“Share(s)”	the ordinary share(s) of HK\$0.50 each in the share capital of the Company, or if there has been a subdivision, consolidation, reclassification of or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars



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)

Directors:

LO Ka Shui, *Chairman and Managing Director*

LO Kai Shui, *Deputy Managing Director*

LO TO Lee Kwan[#]

CHENG Hoi Chuen, Vincent^{*}

WONG Yue Chim, Richard^{*}

LEE Pui Ling, Angelina^{*}

ZHU Qi^{*}

LO Hong Sui, Antony

LAW Wai Duen

LO Hong Sui, Vincent[#]

LO Ying Sui[#]

KAN Tak Kwong, *General Manager*

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal Office:

33rd Floor, Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

^{*} *Independent Non-executive Directors*

[#] *Non-executive Directors*

2 April 2012

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2012 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding the proposed general mandates to repurchase and to issue Shares, the re-election of retiring Directors and to seek your approval at the 2012 AGM in connection with, inter alia, such matters.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES

At the AGM held on 12 May 2011, general mandates were given to the Directors (i) to exercise the powers of the Company to repurchase Shares up to a maximum of 10 percent of the issued share capital of the Company at the date of passing of the relevant ordinary resolution, and (ii) to allot, issue and deal with Shares (and securities exercisable or convertible into Shares) not exceeding 20 percent of the issued share capital of the Company at the date of passing of the relevant ordinary resolution. Such mandates will lapse at the conclusion of the 2012 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2012 AGM to grant the Repurchase Mandate and Issue Mandate to the Directors.

The Repurchase Mandate and the Issue Mandate would continue in force until the conclusion of the next AGM or the expiration of the period within which the next AGM is required by law or the Bye-laws of the Company to be held or until the Repurchase Mandate and the Issue Mandate are revoked or varied by an ordinary resolution of the Shareholders at general meeting, whichever is the earlier.

As at the Latest Practicable Date, the issued share capital of the Company comprised 628,487,272 Shares. On the basis that no further Shares are repurchased or issued prior to the date of the 2012 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 62,848,727 Shares and under the Issue Mandate to issue a maximum of 125,697,454 Shares, representing 10 percent and 20 percent of the issued Shares as at the Latest Practicable Date respectively.

The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 109(A) of the Company's Bye-laws, Mr. Lo Kai Shui, Madam Lo To Lee Kwan, Professor Wong Yue Chim, Richard and Madam Law Wai Duen shall retire by rotation and, being eligible, have offered themselves for re-election at the 2012 AGM.

Biographical details of the retiring Directors proposed to be re-elected at the 2012 AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

According to Bye-law 109(A) of the Bye-laws of the Company, no Director holding the office as executive chairman and managing director shall be subject to retirement by rotation. The same provision is also contained in The Great Eagle Holdings Limited Company Act, 1990 of Bermuda. Therefore, Dr. Lo Ka Shui, the Executive Chairman and Managing Director of the Company is by statute not required to retire by rotation. For the information of Shareholders, the biographical details of Dr. Lo Ka Shui are set out below:

Dr. LO Ka Shui, aged 65, has been a member of the Board since 1980 and is the Chairman and Managing Director of the Company and the Chairman and Non-executive Director of Eagle Asset Management (CP) Limited (Manager of the publicly listed Champion Real Estate Investment Trust). He is a Non-executive Director of The Hongkong and Shanghai Banking Corporation Limited and an Independent Non-executive Director of Shanghai Industrial Holdings Limited, Phoenix Satellite Television Holdings Limited, China Mobile Limited, City e-Solutions Limited and Winsor Properties Holdings Limited. He is also a Vice President of the Real Estate Developers Association of Hong Kong, a Trustee of the Hong Kong Centre for Economic Research, the Chairman of The Chamber of Hong Kong Listed Companies. Dr. Lo has been appointed as a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority with effect from 1 February 2012. He retired as a Board Member of the Hong Kong Airport Authority with effect from 31 May 2011 and was an Independent Non-executive Director of Melco International Development Limited before his retirement with effect from 22 June 2010. He graduated from McGill University with a Bachelor of Science Degree and from Cornell University with a Doctor of Medicine (M.D.) Degree. He was certified in Internal Medicine and Cardiology. He has more than 30 years experience in property and hotel development and investment both in Hong Kong and overseas.

Dr. Lo is a son of Madam Lo To Lee Kwan and an elder brother of Mr. Lo Kai Shui, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui and a younger brother of Mr. Lo Hong Sui, Antony and Madam Law Wai Duen. As at the Latest Practicable Date, Dr. Lo Ka Shui has a personal interest in 43,615,178 Shares and 1,870,000 share options of the Company, and a corporate interest in 3,974,927 Shares. He is the founder of a discretionary trust which owns 74,634,227 Shares and is also an eligible beneficiary of another discretionary trust which owns 208,891,692 Shares as at the Latest Practicable Date.

There is no service contract between the Company and Dr. Lo Ka Shui. He is not appointed for any specified length or proposed length of service with the Company.

A Director's fee of HK\$130,000 was paid to Dr. Lo in 2011. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2011 AGM as an ordinary remuneration payable to each Director. The basis and amount of Dr. Lo's emoluments are set out in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2011 Annual Report respectively.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Dr. Lo and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

LETTER FROM THE BOARD

4. 2012 ANNUAL GENERAL MEETING, CLOSURE OF REGISTERS OF MEMBERS AND PROXY ARRANGEMENT

At the 2012 AGM, ordinary resolutions will be proposed to approve, inter alia, the Repurchase Mandate, the Issue Mandate and the re-election of retiring Directors.

The Notice is set out on pages 17 to 22 of this circular. Shareholders are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2012 AGM in accordance with the instructions printed thereon.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. At the 2012 AGM, the Chairman shall therefore demand voting on all resolutions set out in the Notice be taken by way of poll pursuant to Bye-law 78 of the Bye-laws of the Company. On a poll every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her/its name in the Registers of Members. An announcement on the poll results will be posted on the websites of the Company and the Stock Exchange on the same day after the 2012 AGM.

The Registers of Members of the Company will be closed during the following periods and during these periods, no transfer of Shares will be registered:

(i) For ascertaining the Shareholders' entitlement to attend and vote at the 2012 AGM

From Monday, 7 May 2012 to Thursday, 10 May 2012, both days inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2012 AGM. In order to be eligible to attend and vote at the 2012 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar") of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 4 May 2012.

(ii) For ascertaining the Shareholders' entitlement to the 2011 final dividend

From Thursday, 17 May 2012 to Tuesday, 22 May 2012, both days inclusive, for the purpose of ascertaining the Shareholders' entitlement to the 2011 final dividend. In order to qualify for the 2011 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration no later than 4:30 p.m. on Wednesday, 16 May 2012.

LETTER FROM THE BOARD

5. RECOMMENDATION

The Board considers that the renewal of the Repurchase Mandate and the Issue Mandate, and the re-election of retiring Directors as aforesaid are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends Shareholders to vote in favour of the relevant resolutions to be proposed at the 2012 AGM.

6. GENERAL INFORMATION

Your attention is drawn to the addition information set out in Appendix I (Explanatory Statement) and Appendix II (Details of the Retiring Directors to be Re-elected) to this circular.

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

This appendix contains information required under the Listing Rules to be included in an explanatory statement to accompany the notice of a general meeting at which a resolution is to be proposed in relation to the repurchase by the Company of its own Shares. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Repurchase Mandate at the 2012 AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 628,487,272 Shares. On the basis that no further Shares are repurchased or issued prior to the date of the 2012 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 62,848,727 Shares, representing 10 percent of the issued Shares as at the Latest Practicable Date.

2. REASON FOR REPURCHASE OF SHARES

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to repurchase Shares in the market. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per share of the Company and its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. SOURCE OF FUNDS

It is proposed that repurchases of Shares under the Repurchase Mandate would be financed from internal funds and available banking facilities of the Company. In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association and Bye-laws of the Company and the applicable laws in Bermuda.

4. WORKING CAPITAL OR GEARING

If the Repurchase Mandate was exercised in full at any time during the proposed repurchase period, it would have a material adverse effect on the working capital requirements of the Company or its gearing levels (as compared with the position disclosed in the Company's accounts for the year ended 31 December 2011). The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels (as compared with the position disclosed in the Company's accounts for the year ended 31 December 2011) which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS AND THEIR ASSOCIATES

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates (as defined under the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by Shareholders, to sell Shares to the Company.

6. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

7. TAKEOVERS CODE

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Dr. Lo Ka Shui, Mr. Lo Kai Shui, Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, all being Directors of the Company ("these Parties"), are among the beneficiaries of a discretionary trust holding 208,891,692 Shares, representing approximately 33.23% of the issued share capital of the Company. Apart from the foregoing, as at the Latest Practicable Date, these Parties held as their respective personal interests, family interests, corporate interests and founder of discretionary trust, as the case may be, a total of 166,904,716 Shares, representing approximately 26.55% of the issued share capital of the Company. For the purpose of the Takeovers Code, these Parties are taken to have an interest in a total of 375,796,408 Shares, representing approximately 59.79% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares, then (if the present shareholdings otherwise remained the same) the attributable shareholding of these Parties would be increased to approximately 66.43% of the issued share capital of the Company. The Directors are not aware of any obligation to make a mandatory offer pursuant to Rules 26 and 32 of the Takeovers Code.

8. SHARE REPURCHASES

Details of the repurchases of Shares made by the Company on the Stock Exchange in the six months before and the period up to the Latest Practicable Date are as follows:

Date of Repurchase	No. of Shares Repurchased	Price Paid Per Share	
		Highest HK\$	Lowest HK\$
10 October 2011	200,000	15.10	14.90
11 October 2011	10,000	16.02	16.02
18 October 2011	100,000	16.90	16.84
19 October 2011	200,000	17.00	16.40
20 October 2011	200,000	15.90	15.28
21 October 2011	200,000	15.58	15.24
24 October 2011	100,000	16.28	16.08
25 October 2011	97,000	16.10	15.98
26 October 2011	50,000	16.28	16.22
01 November 2011	50,000	16.80	16.78
02 November 2011	100,000	16.54	16.06
03 November 2011	50,000	16.32	16.30
04 November 2011	50,000	16.88	16.72
07 November 2011	50,000	17.00	16.94
08 November 2011	50,000	16.84	16.74
09 November 2011	50,000	17.00	16.98
10 November 2011	100,000	16.36	16.32
11 November 2011	50,000	16.46	16.26
14 November 2011	30,000	16.40	16.36
15 November 2011	50,000	16.40	16.32
16 November 2011	70,000	16.22	16.10
17 November 2011	50,000	16.20	16.08
18 November 2011	50,000	16.06	16.00
21 November 2011	82,000	15.92	15.74
22 November 2011	58,000	15.70	15.66
23 November 2011	60,000	15.60	15.28
24 November 2011	50,000	15.20	15.06
25 November 2011	50,000	15.20	15.10
28 November 2011	60,000	15.15	15.06
29 November 2011	25,000	15.38	15.10
01 December 2011	50,000	15.78	15.60
02 December 2011	50,000	15.30	15.68
05 December 2011	15,000	15.86	15.80
06 December 2011	35,000	15.62	15.52
07 December 2011	35,000	15.72	15.52
08 December 2011	50,000	15.64	15.58
09 December 2011	50,000	15.30	15.18

Date of Repurchase	No. of Shares Repurchased	Price Paid Per Share	
		Highest HK\$	Lowest HK\$
12 December 2011	30,000	15.46	15.42
13 December 2011	50,000	15.20	15.16
14 December 2011	50,000	15.18	15.10
15 December 2011	50,000	15.06	14.88
19 December 2011	50,000	15.00	14.94
20 December 2011	30,000	14.90	14.78
21 December 2011	50,000	15.08	14.96
22 December 2011	50,000	15.00	14.92
23 December 2011	30,000	15.26	15.08
28 December 2011	33,000	15.20	15.18
29 December 2011	30,000	15.20	15.18
30 December 2011	30,000	15.28	15.20
03 January 2012	30,000	15.86	15.72
04 January 2012	30,000	15.88	15.78
05 January 2012	29,000	15.96	15.82
06 January 2012	20,000	15.88	15.86
09 January 2012	30,000	15.70	15.54
10 January 2012	30,000	15.86	15.78
11 January 2012	30,000	15.70	15.54
12 January 2012	30,000	15.68	15.54
13 January 2012	10,000	15.78	15.72
16 January 2012	20,000	15.92	15.84
17 January 2012	10,000	16.50	16.48
18 January 2012	8,000	16.68	16.66
Total Repurchased Shares:	3,387,000		

9. CONNECTED PERSONS

No Connected Persons have notified the Company that they have a present intention to sell any Shares (in issue or to be issued) to the Company or have undertaken not to sell any of the Shares held by them (in issue or to be issued to them) to the Company, in the event that the Company is authorized to make repurchases of Shares.

10. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before and the period up to the Latest Practicable Date are as follows:

	Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2011		
March	27.00	23.80
April	27.80	25.60
May	29.00	26.00
June	27.50	25.50
July	26.40	25.10
August	26.00	19.56
September	24.80	16.28
October	18.24	14.24
November	17.18	15.00
December	16.22	14.76
2012		
January	19.14	15.32
February	22.90	18.80
March (up to the Latest Practicable Date)	24.55	20.95

The followings are the biographical details of Mr. Lo Kai Shui, Madam Lo To Lee Kwan, Professor Wong Yue Yim, Richard and Madam Law Wai Duen, all of whom shall retire at the 2012 AGM in accordance with Bye-laws of the Company and, being eligible, have offered themselves for re-election.

1. Mr. Lo Kai Shui, aged 52, has been a member of the Board since 1984 and is the Deputy Managing Director of the Company. Mr. Lo is also a Non-executive Director of Eagle Asset Management (CP) Limited (Manager of the publicly listed Champion Real Estate Investment Trust) and the founder of Sun Fook Kong Group Limited. He has more than 29 years of property development and investment, and building construction experience and has been involved in numerous construction projects both in public and private sectors. Mr. Lo graduated from Columbia University with a Bachelor's Degree in Engineering.

Mr. Lo Kai Shui is a son of Madam Lo To Lee Kwan and a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui. As at the Latest Practicable Date, Mr. Lo Kai Shui has a personal interest in 202,973 Shares and 425,000 share options of the Company and a corporate interest in 639,146 Shares. He is also an eligible beneficiary of a discretionary trust which owns 208,891,692 Shares as at the Latest Practicable Date.

There is no service contract between the Company and Mr. Lo Kai Shui. He is not appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws of the Company.

A Director's fee of HK\$130,000 was paid to Mr. Lo in 2011. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2011 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Lo's emoluments are set out in the Corporate Governance Report and note 13 to the consolidated financial Statements contained in the Company's 2011 Annual Report respectively.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Lo's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. Madam Lo To Lee Kwan, aged 92, has been a Director of the Group since 1963. She was an Executive Director of the Company prior to her re-designation as a Non-executive Director of the Company in December 2008. She is the wife of Mr. Lo Ying Shek, the late chairman of the Company, and co-founder of the Group. She actively involved in the early stage development of the Group.

Madam Lo To Lee Kwan is the mother of Dr. Lo Ka Shui, Mr. Lo Kai Shui, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui. As at the Latest Practicable Date, Madam Lo To Lee Kwan has a personal interest of 999,332 Shares and a corporate interest in 4,592,671 Shares. She is also an eligible beneficiary of a discretionary trust which owns 208,891,692 Shares as at the Latest Practicable Date.

There is no service contract between the Company and Madam Lo To Lee Kwan. She is not appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws of the Company.

A Director's fee of HK\$130,000 was paid to Madam Lo in 2011. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2011 AGM as an ordinary remuneration payable to each Director.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Madam Lo's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

3. Professor WONG Yue Chim, Richard, aged 59, is an Independent Non-executive Director of the Company. He has been a Director since 1995 and is the Chairman of the Nomination Committee and Members of the Audit Committee and Remuneration Committee of the Company. He is Professor of Economics at the University of Hong Kong. He is a leading figure in advancing economic research on policy issues in Hong Kong through his work as Founding Director of the Hong Kong Centre for Economic Research and the Hong Kong Institute of Economics and Business Strategy. He was awarded the Silver Bauhinia Star in 1999 in recognition of his contributions in education, housing, industry and technology development and was appointed a Justice of the Peace in 2000 by the Government of the Hong Kong Special Administrative Region. Professor Wong is currently an Independent Non-executive Director of CK Life Sciences Int'l., (Holdings) Inc., Orient Overseas (International) Limited, Pacific Century Premium Developments Limited, Sun Hung Kai Properties Limited, and The Link Management Limited (as the Manager of The Link Real Estate Investment Trust).

Professor Wong Yue Chim, Richard does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, Professor Wong Yue Chim, Richard has a personal interest in 10,000 Shares.

There is no service contract between the Company and Professor Wong Yue Chim, Richard. He is not appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws of the Company.

A Director's fee of HK\$130,000 was paid to Professor Wong in 2011. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2011 AGM as an ordinary remuneration payable to each Director. In addition, Professor Wong, being the Chairman of the Nomination Committee and members of the Audit Committee and the Remuneration Committee, received annual remunerations of HK\$40,000 for the Nomination Committee, HK\$160,000 for the Audit Committee and HK\$50,000 for the Remuneration Committee for the year ended 31 December 2011. These remunerations were determined by the Board with reference to the time and effort involved in his specific duties and services and the prevailing market conditions. Professor Wong has no other emoluments except the aforesaid Director's fee and remunerations.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Professor Wong's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

4. Madam Law Wai Duen, aged 75, is an Executive Director of the Company. She has been a Director of the Group since 1963. She graduated from the University of Hong Kong with a Bachelor's Degree in Arts and has been actively involved in the Group's property development and investment in Hong Kong for more than 47 years.

Madam Law Wai Duen is a daughter of Madam Lo To Lee Kwan and an elder sister of Dr. Lo Ka Shui, Mr. Lo Kai Shui, Mr. Lo Hong Sui, Antony, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui. As at the Latest Practicable Date, Madam Law Wai Duen has a personal interest of 1,063,048 Shares and 412,000 share options of the Company. She is also an eligible beneficiary of a discretionary trust which owns 208,891,692 Shares as at the Latest Practicable Date.

There is no service contract between the Company and Madam Law Wai Duen. She is not appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws of the Company.

A Director's fee of HK\$130,000 was paid to Madam Law in 2011. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2011 AGM as an ordinary remuneration payable to each Director. The basis and amount of Madam Law's emoluments are set out in the Corporate Governance Report and note 13 to the consolidated financial Statements contained in the Company's 2011 Annual Report respectively.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Madam Law's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.



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)

NOTICE IS HEREBY GIVEN that the 2012 Annual General Meeting of Great Eagle Holdings Limited (“the Company”) will be held at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 10 May 2012 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated Financial Statements of the Company and its subsidiaries for the year ended 31 December 2011 together with the Reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend of HK40 cents per share (with scrip option) for the year ended 31 December 2011.
3. To re-elect Mr. Lo Kai Shui as an Executive Director.
4. To re-elect Madam Lo To Lee Kwan as a Non-executive Director.
5. To re-elect Professor Wong Yue Chim, Richard as an Independent Non-executive Director.
6. To re-elect Madam Law Wai Duen as an Executive Director.
7. To fix the maximum number of Directors at 15 and authorise the Directors to appoint additional Directors up to such maximum number.
8. To fix the Director’s fee for each of the Directors of the Company at HK\$130,000 per annum.
9. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Company’s Auditor and authorise the Board of Directors to fix Auditor’s remuneration.

NOTICE OF 2012 ANNUAL GENERAL MEETING

As special business to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

10. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase ordinary shares in the capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) of this Resolution, shall not exceed 10 per cent of the aggregate nominal amount of the Shares in issue at the date of passing this Resolution, and the said authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda (as amended) (or any other applicable law of Bermuda) to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF 2012 ANNUAL GENERAL MEETING

11. “THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription or conversion rights attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into shares of the Company, (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to participants of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed the 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda (as amended) (or any other applicable law of Bermuda) to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

NOTICE OF 2012 ANNUAL GENERAL MEETING

“Rights Issue” means an offer of shares open for a period fixed by the Company or by the Directors to holders of shares on the Registers of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

By Order of the Board
Great Eagle Holdings Limited
WONG Mei Ling, Marina
Company Secretary

Hong Kong, 2 April 2012

Registered Office:

Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal Office:

33rd Floor, Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend the Annual General 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 member of the Company.
2. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 33rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General 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 Annual General 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.

3. When there are joint registered holders of any share, any one of such persons may vote at the Annual General 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 is present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Registers of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

NOTICE OF 2012 ANNUAL GENERAL MEETING

4. The Registers of Members of the Company will be closed during the following periods and during these periods, no transfer of shares will be registered:

- (i) For ascertaining the shareholders' entitlement to attend and vote at the Annual General Meeting

From Monday, 7 May 2012 to Thursday, 10 May 2012, both days inclusive, for the purpose of ascertaining the shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrar") of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 4 May 2012.

- (ii) For ascertaining the shareholders' entitlement to the 2011 final dividend

From Thursday, 17 May 2012 to Tuesday, 22 May 2012, both days inclusive, for the purpose of ascertaining the shareholders' entitlement to the 2011 final dividend. In order to qualify for the 2011 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration no later than 4:30 p.m. on Wednesday, 16 May 2012.

5. The Board of Directors has recommended the payment of a final dividend for the year ended 31 December 2011 of HK40 cents per share (2010: HK38 cents per share). Shareholders will be given the option to receive the final dividend in new shares in lieu of cash ("Scrip Dividend Arrangement"). Taken together with the interim dividend of HK21 cents per share paid on 14 October 2011, the total dividend for the year 2011 is HK61 cents per share (2010 total dividend: HK57 cents per share, comprising an interim dividend of HK19 cents and a final dividend of HK38 cents). The Scrip Dividend Arrangement is subject to: (1) the approval of proposed final dividend at the Annual General Meeting; and (2) The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the new shares to be issued pursuant thereto.

A circular containing details of the Scrip Dividend Arrangement will be despatched to the shareholders together with the form of election for scrip dividend on or about 25 May 2012. Dividend warrants and share certificates in respect of the proposed final dividend are expected to be despatched to the shareholders on 27 June 2012.

6. Concerning Resolutions numbered 3 to 6 above, Mr. Lo Kai Shui, Madam Lo To Lee Kwan, Professor Wong Yue Chim, Richard and Madam Law Wai Duen will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election and their biographical details together with other information are set out in Appendix II to the circular to shareholders dated 2 April 2012 (the "Circular"). None of the Directors being proposed for re-election at the Annual General Meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation. Details of Directors' emoluments are set out in note 13 to the consolidated financial statements contained in the Annual Report 2011.
7. Concerning Resolution numbered 7 above, according to the Bye-laws of the Company, the Company may in general meeting authorize the Board of Directors of the Company to appoint any person as a Director as an addition to the Board up to the maximum number fixed by the Company. Subject to the approval of the shareholders, the maximum number of Directors shall be fixed at 15.
8. Concerning Resolution numbered 8 above, in accordance with the Bye-laws of the Company, the Directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by the Company in general meeting. The foregoing provision shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees. It is proposed that the Director's fee for each of the Directors of the Company for the year ending 31 December 2012 shall remain at HK\$130,000 per annum.

NOTICE OF 2012 ANNUAL GENERAL MEETING

9. Concerning Resolutions numbered 10 and 11 above, the Directors wish to state that there are no immediate plans to repurchase any existing shares or to issue any new shares or warrants otherwise than the Scrip Dividend Arrangement. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against Resolution numbered 10 to approve the repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the Circular.
10. The votes at the Annual General Meeting will be taken by poll.