
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.

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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)

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF 2011 ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Great Eagle Holdings Limited to be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 12 May 2011 at 3:00 p.m. is set out on pages 14 to 30 of this circular.

Whether or not you intend to be present at the 2011 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 2011 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2011 AGM or any adjourned meeting thereof should you so wish.

31 March 2011



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DEFINITIONS

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

“2011 AGM”	the AGM to be convened at 3:00 p.m. on Thursday, 12 May 2011, notice of which is set out on pages 14 to 30 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”	25 March 2011, 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 2011 AGM dated 31 March 2011 as set out on pages 14 to 30 of this circular
“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

DEFINITIONS

“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

LETTER FROM THE BOARD



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, Archie[#]

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*

31 March 2011

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
AMENDMENTS TO THE BYE-LAWS
AND
NOTICE OF 2011 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, re-election of retiring Directors, amendments to the Bye-laws and to seek your approval at the 2011 AGM in connection with, inter alia, such matters.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES

At the annual general meeting held on 12 May 2010, general mandates were given to the Directors: (i) 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, and (ii) 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. Such mandates will lapse at the conclusion of the 2011 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2011 AGM to grant the Issue Mandate and Repurchase Mandate to the Directors.

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

An additional ordinary resolution will also be proposed at the 2011 AGM to extend the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 624,826,374 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2011 AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 124,965,274 Shares, representing 20 percent of the issued Shares as at the Latest Practicable Date.

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. Cheng Hoi Chuen, Vincent, Mr. Lo Hong Sui, Vincent, Dr. Lo Ying Sui, Archie and Mr. Kan Tak Kwong shall retire by rotation and, being eligible, have offered themselves for re-election at the 2011 AGM.

Biographical details of the retiring Directors proposed to be re-elected at the 2011 AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE BYE-LAWS

In order to bring the Bye-laws of the Company up to date and in line with requirements under the Listing Rules and current practice in Hong Kong, the Board proposes that certain amendments be made to the Bye-laws. The proposed amendments to the Bye-laws are subject to the approval of Shareholders by way of special resolution at the 2011 AGM. The special resolution is set out as Resolution numbered 10 in the Notice of AGM.

The key proposed amendments to the Bye-laws include (1) fine-tuning the relevant provisions in the Bye-laws regarding the use of the Company's website and other electronic means to send or make available notices or documents to the Shareholders, subject to compliance with the Listing Rules and applicable laws of Bermuda; (2) bringing the Bye-laws in line with the requirements of the Listing Rules; and (3) other house-keeping improvements to the Bye-laws.

Shareholders are advised that the Bye-laws are available only in English and the Chinese translation of the amendments to the Bye-laws provided in the Notice of AGM in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

5. 2011 ANNUAL GENERAL MEETING, CLOSURE OF REGISTERS OF MEMBERS AND PROXY ARRANGEMENT

At the 2011 AGM, ordinary resolutions will be proposed to approve, inter alia, the Repurchase Mandate, the Issue Mandate, the re-election of retiring Directors and the amendments to the Bye-laws.

The Notice is set out on pages 14 to 30 of this circular. Shareholders are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2011 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. The Chairman of the 2011 AGM 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 name in the register of Shareholders. An announcement on the poll results will be posted on the websites of the Company and the Stock Exchange after the 2011 AGM.

The Registers of Members of the Company will be closed from Friday, 6 May 2011 to Thursday, 12 May 2011, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for the 2010 final dividend and be entitled to attend and vote at the 2011 AGM, all properly completed transfer forms accompanied by the relevant share certificates

LETTER FROM THE BOARD

must be lodged with the branch Share Registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited 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 Thursday, 5 May 2011.

6. RECOMMENDATION

The Directors consider that the renewal of general mandates, the re-election of retiring Directors and the amendments to the Bye-laws as aforesaid are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the 2011 AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the 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 AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 624,826,374 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2011 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 62,482,637 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 2010). 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 2010) 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. EFFECT OF 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 purposes 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.

Should the Directors exercise the proposed Repurchase Mandate in full, provided that the present shareholdings remain the same, the shareholding of a substantial shareholder of the Company, HSBC International Trustee Limited ("HITL"), holding among others, 279,372,494 Shares which includes (i) 205,831,599 Shares held by HITL as trustee of a discretionary trust, of which 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, Archie are the beneficiaries; and (ii) 73,540,895 Shares held by HITL as trustee of another discretionary trust, of which Dr. Lo Ka Shui is the Founder, representing approximately 44.71% of the issued share capital of the Company, would be increased to approximately 49.68% of the issued share capital of the Company. The Directors consider that such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange). The Directors do not propose to exercise the Repurchase Mandate to such an extent as would result in takeover obligations. Details of the Directors' and substantial shareholders' interests in Shares of the Company are disclosed in the Annual Report 2010 of the Company.

8. SHARE REPURCHASES

No repurchases has been made by the Company of its Shares (whether on the Stock Exchange or otherwise) in the last six months prior to the Latest Practicable Date.

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 <i>HK\$</i>	Lowest <i>HK\$</i>
2010		
March	23.50	20.20
April	22.85	21.45
May	22.20	17.30
June	21.50	18.40
July	20.95	19.62
August	21.70	20.10
September	24.25	20.80
October	25.65	23.10
November	26.70	22.40
December	24.45	22.35
2011		
January	26.40	24.15
February	27.90	25.10
March (up to the Latest Practicable Date)	27.00	23.80

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

The followings are the biographical details of Mr. Cheng Hoi Chuen, Vincent, Mr. Lo Hong Sui, Vincent, Dr. Lo Ying Sui, Archie and Mr. Kan Tak Kwong, all of whom shall retire at the 2011 AGM in accordance with Bye-laws of the Company and, being eligible, have offered themselves for re-election.

1. Mr. Cheng Hoi Chuen, Vincent, aged 62, is an Independent Non-executive Director of the Company. He has been a Director of the Group since 1994 and is the Chairman of Audit Committee and members of the Remuneration Committee and the Nomination Committee of the Company. He is an Executive Director of HSBC Holdings plc, Chairman of HSBC Bank (China) Company Limited and Chairman of HSBC Taiwan. He was the Chairman of The Hongkong and Shanghai Banking Corporation Limited from 25 May 2005 until 31 January 2010. Mr. Cheng is an Executive Committee Chairman of Community Chest of Hong Kong, a member of the National Committee of the 11th Chinese People's Political Consultative Conference ("CPPCC") and a senior adviser to the 11th Beijing Municipal Committee of the CPPCC. He is also an Independent Non-executive Director of MTR Corporation Limited and a Non-executive Director of Swire Properties Limited. He graduated from The Chinese University of Hong Kong with Bachelor of Social Science degree in Economics and from The University of Auckland with a Master's Degree in Philosophy (Economics).

Mr. Cheng Hoi Chuen, Vincent does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he has a family interest in 10,000 Shares of the Company.

There is no service contract between the Company and Mr. Cheng Hoi Chuen, Vincent. 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\$120,000 was paid for Mr. Cheng's services for the year ended 31 December 2010. 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 2010 Annual General Meeting as an ordinary remuneration payable to each Director. In addition, Mr. Cheng, being the Chairman of the Audit Committee and members of the Remuneration Committee and the Nomination Committee, received annual remunerations of HK\$200,000 for the Audit Committee, HK\$40,000 for the Remuneration Committee and HK\$20,000 for the Nomination Committee for the year ended 31 December 2010. 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. Mr. Cheng 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 Mr. Cheng's re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

2. Mr. Lo Hong Sui, Vincent, aged 63, has been a Director of the Group since 1970. He was an Executive Director of the Company prior to his re-designation as a Non-executive Director of the Company in December 2008. He is also the Chairman of the Shui On Group which he founded in 1971. The Shui On Group is a diversified group engaged in property development, construction and construction materials with interests in Hong Kong and the Chinese Mainland. He is the Chairman of Shui On Construction And Materials Limited and Shui On Land Limited — Shui On's flagship property company in the Chinese Mainland established in 2004. He is also a Non-executive Director of Hang Seng Bank Limited. He was an Independent Non-executive Director of China Telecom Corporation Limited from September 2002 to September 2008.

Mr. Lo Hong Sui, Vincent is a son of Madam Lo To Lee Kwan and an elder brother of Mr. Lo Kai Shui and Dr. Lo Ying Sui, Archie and a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony and Madam Law Wai Duen. As at the Latest Practicable Date, Mr. Lo Hong Sui, Vincent has a personal interest in 293 Shares of the Company. He is also an eligible beneficiary of a discretionary trust which owns 205,831,599 Shares of the Company as at the Latest Practicable Date.

There is no service contract between the Company and Mr. Lo Hong Sui, Vincent. 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\$120,000 was paid for Mr. Lo's services for the year ended 31 December 2010. 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 2010 Annual General Meeting 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 Mr. Lo's re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

3. Dr. Lo Ying Sui, Archie, aged 58, has been a Director of the Group since 1993. He was an Executive Director of the Company prior to his re-designation as a Non-executive Director of the Company in December 2008. With a Doctor of Medicine degree from the University of Chicago, he is a specialist in Cardiology and a Clinical Associate Professor (honorary) at The Chinese University of Hong Kong Faculty of Medicine.

Dr. Lo Ying Sui, Archie is a son of Madam Lo To Lee Kwan and an elder brother of Mr. Lo Kai Shui and a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen and Mr. Lo Hong Sui, Vincent. As at the Latest Practicable Date, Dr. Lo Ying Sui, Archie has a personal interest of 3,855,046 Shares, a family interest in 3,764 shares and a corporate interest in 33,269,396 Shares of the Company. He is also an eligible beneficiary of a discretionary trust which owns 205,831,599 Shares of the Company as at the Latest Practicable Date.

There is no service contract between the Company and Dr. Lo Ying Sui, Archie. 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\$120,000 was paid for Dr. Lo Ying Sui, Archie's services for the year ended 31 December 2010. 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 2010 Annual General Meeting 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 Dr. Lo Ying Sui, Archie's re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

4. Mr. Kan Tak Kwong, aged 59, is an Executive Director and the General Manager of the Company. Mr. Kan joined the Group in 1981 and was appointed a Director in 1988. He graduated from The Chinese University of Hong Kong with a Master's Degree in Business Administration and is a member of various professional bodies including the Hong Kong Institute of Certified Public Accountants. Mr. Kan has more than 35 years' experience in finance, accounting and administration in the real estate, finance and construction industries.

Mr. Kan Tak Kwong does not have any relationships with any Directors, senior management or controlling shareholders of the Company. As at the Latest Practicable Date, Mr. Kan Tak Kwong has personal interest in 1,003,830 Shares and 1,050,000 share options of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Mr. Kan Tak Kwong. 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\$120,000 was paid to Mr. Kan in 2010. 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 2010 Annual General Meeting as an ordinary remuneration payable to each Director. The basis and amount of Mr. Kan's other emoluments are set out on page 46 in the Corporate Governance Report and note 13 to the consolidated financial Statements contained in the Company's 2010 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. Kan's re-election and there is no other information that should be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

NOTICE OF 2011 ANNUAL GENERAL MEETING



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 2011 Annual General Meeting of Great Eagle Holdings Limited (“the Company”) will be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 12 May 2011 at 3:00 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 2010 together with the Reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend of HK38 cents (with scrip option) for the year ended 31 December 2010.
3. To re-elect the following retiring Directors:
 - (a) Mr. Cheng Hoi Chuen, Vincent;
 - (b) Mr. Lo Hong Sui, Vincent;
 - (c) Dr. Lo Ying Sui, Archie; and
 - (d) Mr. Kan Tak Kwong.
4. To fix the maximum number of Directors at 15 and authorise the Directors to appoint additional Directors up to such maximum number.
5. To fix the Director’s fee for each of the Directors of the Company at HK\$130,000 per annum.
6. 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 2011 ANNUAL GENERAL MEETING

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

ORDINARY RESOLUTIONS

7. **“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 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.”

8. **“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

NOTICE OF 2011 ANNUAL GENERAL MEETING

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 give under this Resolution by ordinary resolution of the shareholders of the Company in 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 Register 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

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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).”

9. “**THAT** conditional upon the passing of Resolutions numbered 7 and 8 set out in the Notice convening this meeting, the aggregate nominal amount of the shares which are repurchased or otherwise acquired by the Company pursuant to Resolution numbered 7 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to Resolution numbered 8, provided that such an amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution.”

SPECIAL RESOLUTION

10. “**THAT** the bye-laws of the Company be amended in the following manner:
- (a) by adding the following new definition of “corporate communication” immediately following the existing definition of “the Companies Act” in Bye-law 1:

““corporate communication” shall have the meaning as defined in the Listing Rules;”;
 - (b) by adding the following new definition of “Director” immediately following the existing definition of “debenture” and “debenture holder” in Bye-law 1:

““Director” shall mean a director of the Company;”;
 - (c) by adding the following new definitions of “electronic communication” and “electronic signature” immediately following the existing definition of “electronic” in Bye-law 1:

““electronic communication” shall mean a communication sent by electronic transmission in any form through any medium in compliance with the Statutes and any other applicable laws, rules and regulations from time to time in force;”

““electronic signature” has the meaning ascribed to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;”;
 - (d) by adding the words “electronic record,” immediately before the word “typewriting” in the definition of “writing” or “printing” in Bye-law 1;
 - (e) by adding the words “and the Listing Rules,” immediately before the words “the power” in the first line of paragraph (A) of Bye-law 3;
 - (f) by deleting the word “annual” in the second sentence of Bye-law 100;

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- (g) by amending paragraph (A) of Bye-law 107 in the following manner:
- (i) by adding the word “or” at the end of sub-paragraph (vi);
 - (ii) by deleting the words “a special” in sub-paragraph (vii) and replacing them with the words “an ordinary”;
 - (iii) by deleting the words “; or” at the end of sub-paragraph (vii) and replacing them with a full stop;
- (h) by deleting Bye-law 108 in its entirety and substituting therefor the following new Bye-law 108:

“108.(A) Subject to the Companies Act and the Listing Rules, a Director may hold any other office or place of profit with the Company (except that of Auditors) in conjunction with his office of Director for such period and upon such terms as the Board may determine, and may be paid such extra remuneration therefor (whether by way of salary, commission, participation in profits or otherwise) as the Board may determine, and such extra remuneration shall be in addition to any remuneration provided for, by or pursuant to any other Bye-law.

(B) Subject to the Listing Rules, a Director may act by himself or his firm in a professional capacity for the Company (otherwise than as Auditors) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director.

(C) Subject to the Listing Rules, a Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or any other company in which the Company may be interested, and shall not be liable to account to the Company or the shareholders for any remuneration, profit or other benefit received by him as a director or officer of or from his interest in such other company. The Board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

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- (D) A Director shall not vote or be counted in the quorum on any resolution of the Board concerning his own appointment as the holder of any office or place of profit with the Company or any other company in which the Company is interested (including the arrangement or variation of the terms thereof, or the termination thereof).
- (E) Where arrangements are under consideration concerning the appointment (including the arrangement or variation of the terms thereof, or the termination thereof) of two or more Directors to offices or places of profit with the Company or any other company in which the Company is interested, a separate resolution may be put in relation to each Director and in such case subject to the Listing Rules each of the Directors concerned shall be entitled to vote (and be counted in the quorum) in respect of each resolution except that concerning his own appointment (or the arrangement or variation of the terms thereof, or the termination thereof) and except (in the case of an office or place of profit with any such other company as aforesaid) where the other company is a company in which the Director together with any of his associates owns 5 per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company.
- (F) Subject to the Companies Act, the Listing Rules and to the next paragraph of this Bye-law, no Director or proposed or intended Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the shareholders for any remuneration, profit or other benefits realised by any such contract or arrangement, by reason only of such Director holding that office or the fiduciary relationship thereby established.
- (G) A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Bye-law, a general notice to the Board by a Director to the effect that (a) he is a shareholder of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm or (b) he is to be regarded as

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interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him, shall be deemed to be a sufficient declaration of interest under this Bye-law in relation to any such contract or arrangement; provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.

(H) A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution), but this prohibition shall not apply to any of the following matters namely:

(i) the giving of any security or indemnity either:

(a) to the Director or his associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or

(b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

(ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;

(iii) any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights;

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- (iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or his associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
 - (v) any contract or arrangement in which the Director or his associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.
- (I) A company shall be deemed to be a company in which a Director together with any of his associates owns five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he together with his associates is (either directly or indirectly) the holder of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company (or of any third company through which his interest is derived) or of the voting rights of any class of shares available to shareholders of the company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associates as bare or custodian trustee and in which he has no beneficial interest.
- (J) Where a company in which a Director together with any of his associates holds five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.
- (K) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) or his associates or as to the entitlement of any Director (other than such Chairman) to vote or be

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counted in the quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director or his associates concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman or his associates such question shall be decided by a resolution of the Board (for which purpose such Chairman shall not be counted in the quorum and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman or his associates as known to him has not been fairly disclosed to the Board.”;

- (i) by adding the words “signed by a member entitled to attend and vote at the general meeting (not being the person to be proposed for election) for which such notice is given” immediately after the words “unless notice of writing” in the third line of Bye-law 114;
- (j) by deleting the word “special” in the first sentence of Bye-law 115 and replacing it with the word “ordinary”;
- (k) by deleting Bye-law 155 in its entirety and replacing it with the word “Deleted”;
- (l) by adding the following new Bye-law 165A, Bye-law 165B and Bye-law 165C immediately following the existing Bye-law 165:

“165A. Without prejudice to the rights of the Company under Bye-law 165 and the provisions of Bye-Law 165B, the Company may cease sending such cheques for dividend entitlements or dividend warrants by post if such cheques or warrants have been left uncashed on two consecutive occasions. However, the Company may exercise the power to cease sending cheques for dividend entitlements or dividend warrants after the first occasion on which such a cheque or warrant is returned undelivered.”

“165B. The Company shall have the power to sell, in such manner as the Board thinks fit, any shares of a shareholder who is untraceable. For the purpose of this Bye-law, a shareholder shall be deemed to be untraceable and his/her shares can be sold as aforesaid if:

- (i) all cheques or warrants, being not less than three in total number, for any sum payable in cash to the holder of such shares in respect of them sent during the relevant period in the manner authorised by the Bye-Laws of the Company have remained uncashed;

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- (ii) so far as it is aware at the end of the relevant period, the Company has not at any time during the relevant period received any indication of the existence of the shareholder who is the holder of such shares or of a person entitled to such shares by death, bankruptcy or operation of law;
- (iii) the Company has caused an advertisement to be published in the Newspapers of its intention to sell such shares and a period of three months has elapsed since the date of such advertisement; and
- (iv) the Company has notified the stock exchange in the Relevant Territory of its intention to effect such sale.

For the purpose of the foregoing, “relevant period” means the period commencing twelve years before the date of publication of the advertisement referred to in paragraph (iii) of this Bye-law and ending at the expiry of the period referred to in that paragraph.”

“165C.To give effect to any such sale the Board may authorise any person to transfer the said shares and the instrument of transfer signed or otherwise executed by or on behalf of such person shall be as effective as if it had been executed by the registered holder or the person entitled by transmission to such shares, and the purchaser shall not be bound to see to the application of the purchase money nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings relating to the sale. The net proceeds of the sale will belong to the Company and upon receipt by the Company of such proceeds it shall become indebted to the former shareholder for an amount equal to such net proceeds. For the avoidance of doubt, upon the transfer of the said shares as aforesaid, the former shareholder shall cease to be a shareholder and shall not be regarded as a shareholder. No trusts shall be created in respect of such debt and no interest shall be payable in respect of it and the Company shall not be required to account for any money earned from the net proceeds which may be employed in the business of the Company or as it thinks fit. Any sale under this Bye-law shall be valid and effective notwithstanding that the shareholder holding the shares sold is dead, bankrupt or otherwise under any legal disability or incapacity.”;

- (m) by deleting paragraph (A) of Bye-law 176 in its entirety and substituting therefor the following new paragraph (A) of Bye-law 176:

“(A) (1) Except where otherwise expressly stated, any notice or document (including any corporate communication) to be given to or by any person, as the case may be, pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-law, contained in an electronic communication.

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- (2) Any notice or document (including any corporate communication) to be given to or by any person pursuant to these Bye-laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in the Hong Kong. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document (including any corporate communication) may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published (“notice of availability”).
- (3) Any such notice or document (including any corporate communication) may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document (including any corporate communication) is served or delivered to any person in respect of a share in accordance with these Bye-laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document (including any corporate communication).”;
- (n) by deleting Bye-law 177 in its entirety and substituting therefor the following new Bye-law 177:
- “177. Any shareholder whose registered address is outside the Relevant Territory may notify the Company in writing of an address in the Relevant Territory which for the purpose of service of notice shall be deemed to be his registered address. Where the registered address of the shareholder is outside the Relevant Territory, notice, if given through the post, shall be sent by prepaid airmail letter.”;

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- (o) by deleting Bye-law 178 in its entirety and substituting therefor the following new Bye-law 178:

“178. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the Newspapers or in an appointed newspaper shall be deemed to have been served or delivered on the day it was so published. Any notice or document published on a website shall be deemed given by the Company to a shareholder on the later of (i) the date on which a notice of availability is deemed served on such shareholder and (ii) the date on which such notice or document was published on the website.”;

- (p) by deleting Bye-law 179 in its entirety and substituting therefor the following new Bye-law 179:

“179. A notice or document (including any corporate communication) may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder in such manner as provided in sub-paragraph (2) of paragraph (A) of Bye-law 176 in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”;

- (q) by deleting Bye-law 181 in its entirety and substituting therefor the following new Bye-law 181:

“181. Any notice or document (including any corporate communication) delivered or sent to any shareholder in such manner as provided in sub-paragraph (2) of paragraph (A) of Bye-law 176 in pursuance of these presents, shall notwithstanding that such shareholder be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his

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stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document (including any corporate communication) on his personal representatives and all persons (if any) jointly interested with him in any such shares.”;

- (r) by adding the following new sentence at the end of Bye-law 182:

“Nothing in any of these presents shall affect any requirement of the Statutes that any particular offer, notice or other document be served in any particular manner.”; and

- (s) by incorporating the contents of Bye-law 189 into the respective Bye-laws in the following manner and then deleting Bye-law 189 in its entirety and replacing it with the word “Deleted”:

- (i) by deleting paragraph (B) of Bye-law 3 in its entirety and substituting therefor the following new paragraph (B) of Bye-law 3:

“(B) Subject to the Statutes:

- (i) The Company may give financial assistance on such terms as the Board thinks fit to directors and bona fide employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company in order that they may buy shares (fully or partly paid) in the Company or any holding company of the Company and such terms may include a reference that, when a director ceases to be a director of, or an employee ceases to be employed by, the Company or such other company, shares bought with such financial assistance shall or may be sold to the Company or such other company on such terms as the Board thinks fit.
- (ii) The Company may in accordance with any scheme for the time being in force and approved by the members in general meeting provide money or other financial assistance direct or indirect for the purpose of or in connection with the purchase of, or subscription for, fully or partly paid shares in the Company or any holding company of the Company, being a purchase or subscription by a trustee of or for shares to be held by or for the benefit of employees of the Company, any of its subsidiaries, any holding company of the Company or any subsidiary of any such holding company, including any director holding a salaried employment or office with or in any such company and so that the residual beneficiary of any such trust may be or include a charitable object.”;

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- (ii) by deleting Bye-law 99 in its entirety and substituting therefor the following new Bye-law 99:

“99. Neither a Director nor an alternate Director shall be required to hold any qualification shares but shall nevertheless be entitled to attend and speak at all general meetings of the Company and at all meetings of any class of members of the Company.”;

- (iii) by deleting Bye-law 101 in its entirety and substituting therefor the following new Bye-law 101:

“101.A Director may at any time, by notice in writing signed by him delivered to the Head Office or at a meeting of the Board, appoint any person (including another Director) to act as alternate Director in his place during his absence and may in like manner at any time determine such appointment. If such person is not another Director, such appointment, unless previously approved by the Board, shall have effect only upon and subject to being so approved. The appointment of an alternate Director shall determine on the happening of any event which, were he a Director, would cause him to vacate such office or if his appointor ceases to be a Director.”;

- (iv) by adding the following new sentence to the end of paragraph (A) of Bye-law 102:

“No alternate Director shall by virtue of that position be a director for the purposes of the Statutes, but shall nevertheless be subject to the provisions of the Statutes in so far as they relate to the duties and obligations of directors (other than the obligation, if any, to hold any qualifying share in the Company) when performing the functions of a director.”;

- (v) by deleting sub-paragraph (viii) of paragraph (A) of Bye-law 107 in its entirety and replacing it with the word “Deleted”;

- (vi) by deleting paragraph (A) of Bye-law 109 in its entirety and substituting therefor the following new paragraph (A) of Bye-law 109:

“109.(A) At each annual general meeting one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest one-third, shall retire from office, Provided that no Director holding office as executive chairman or as a managing director shall be subject to retirement by rotation or taken into account in determining the number of Directors to retire. The Directors to retire in every year shall be those who have been longest in office since their last

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election but as between persons who became Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”;

(vii) by deleting the words “shall as soon as practicable following each annual general meeting elect one of its body to the office of President of the Company and another to be Vice-President of the Company,” immediately after the words “The Board” in the first sentence of Bye-law 122 and replacing them with the words “may elect from their number a President and/or Vice-President,”;

(viii) by adding the words “(subject to the proviso to Bye-law 109 (A))” immediately after the word “Company” in the third line of Bye-law 124;

(ix) by deleting the first sentence in Bye-law 130 and replacing it with the following new sentence:

“The Board shall elect or otherwise appoint a Director to be Chairman, and may appoint a Director to be Deputy Chairman, and shall have power to determine the period for which the Chairman or, as the case may be, Deputy Chairman is to hold office.”; and

(x) by adding the following new sentence immediately after the first sentence in paragraph (A) of Bye-law 145:

“The Company may adopt one or more common seals for use in any territory outside Bermuda.”.

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

Hong Kong, 31 March 2011

Registered Office:
Canon’s Court
22 Victoria Street
Hamilton HM12
Bermuda

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

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Notes:

1. A member entitled to attend the 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 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.

3. When 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 is present at the 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.
4. The Registers of Members of the Company will be closed from Friday, 6 May 2011 to Thursday, 12 May 2011, both days inclusive, during which period no share transfers will be effected. For those Shareholders who are not already on the Registers of Members, in order to qualify for the 2010 final dividend and be entitled to attend and vote at the meeting convened by the above notice, all share certificates accompanied by the duly completed transfers must be lodged with the branch Share Registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited 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 Thursday, 5 May 2011.
5. The Board of Directors has recommended the payment of a final dividend for the year ended 31 December 2010 of HK38 cents per share (2009: HK35 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 HK19 cents per share paid on 15 October 2010, this will make a total dividend for the full year of HK57 cents per share in 2010 (2009 total dividend : HK52 cents per share, comprising a final dividend of HK35 cents and an interim dividend of HK17 cents). The Scrip Dividend Arrangement is subject to: (1) the approval of proposed final dividend at the 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 shareholders together with the form of election for scrip dividend soon after the meeting. Dividend warrants and share certificates in respect of the proposed final dividend are expected to be despatched to Shareholders on 17 June 2011.

6. Concerning Resolution numbered 3 above, Mr. Cheng Hoi Chuen, Vincent, Mr. Lo Hong Sui, Vincent, Dr. Lo Ying Sui, Archie and Mr. Kan Tak Kwong will retire from office at the 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 31 March 2011 (the "Circular"). None of the Directors being proposed for re-election at the 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 2010.

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7. Concerning Resolution numbered 4 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 5 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 shall be increased from HK\$120,000 to HK\$130,000 per annum.
9. Concerning Resolutions numbered 7 to 9 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 the Resolutions numbered 7 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 abovementioned meeting will be taken by poll.