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鷹君集團有限公司
Great Eagle
Holdings Limited

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

(Stock Code: 41)

ANNOUNCEMENT

CONTINUING CONNECTED TRANSACTIONS

As disclosed in the 2012 Final Results Announcement of the Company issued on 27 February 2013, the new accounting standard under HKFRS 10 (Hong Kong Financial Reporting Standard 10 “Consolidated Financial Statements” issued by the Hong Kong Institute of Certified Public Accountants) for preparation of the financial statements for the Group shall apply for the accounting periods commencing on or after 1 January 2013. As a result, Champion REIT (in which the Group holds approximately 57.86% interest) will be reclassified from an associate to a subsidiary of the Company and consolidated in the financial statements of the Group.

SFK Services currently provides certain cleaning services to the Group and Champion REIT Group under the Cleaning Services Contracts. Following the consolidation of Champion REIT into the Group’s accounts, Champion REIT will be deemed to be a subsidiary and part of the Group under the Listing Rules and transactions entered into by Champion REIT Group will be regarded as transactions entered into by the Group.

Mr. Lo Kai Shui, the Deputy Managing Director of the Company, through his controlled companies, is entitled to control the exercise of more than 30% of the voting power at general meeting of SFK Group which in turn indirectly holds the entire issued share capital in SFK Services. Accordingly, SFK Services constitutes a connected person of the Company and transactions entered into between the Group/Champion REIT Group and SFK Services constitute connected transactions of the Company.

As one of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules, calculated with reference to the maximum aggregate annual amount of the transactions contemplated under the Cleaning Services Contracts, is more than 0.1% but less than 5%, the transactions contemplated under the Cleaning Services Contracts are only subject to the reporting, announcement and annual review requirements and exempt from the independent Shareholders’ approval requirement under Rule 14A.34 of the Listing Rules.

As disclosed in the 2012 Final Results Announcement of the Company issued on 27 February 2013, the new accounting standard under HKFRS 10 for preparation of the financial statements for the Group shall apply for the accounting periods commencing on or after 1 January 2013. As a result, Champion REIT (in which the Group holds approximately 57.86% interest) will be reclassified from an associate to a subsidiary of the Company and consolidated in the financial statements of the Group.

SFK Services currently provides certain cleaning services to the Group and Champion REIT Group under the Cleaning Services Contracts. Following the consolidation of Champion REIT into the Group's accounts, Champion REIT will be deemed to be a subsidiary and part of the Group under the Listing Rules and transactions entered into by Champion REIT Group will be regarded as transactions entered into by the Group.

CONTINUING CONNECTED TRANSACTIONS

The Great Eagle Centre Cleaning Contract

Date : 2 January 2013

Parties : (1) The Great Eagle Properties Management Company, Limited for and on behalf of the owners of the Great Eagle Centre
(2) Sun Fook Kong Housing Services Limited

Subject : Provision of cleaning and pest control services by SFK Services in relation to Great Eagle Centre of which the Group is the majority owner

Term : Two (2) years commencing from 1 January 2013 and expiring on 31 December 2014 (both days inclusive)

Fees : Basic fees of HK\$287,160 per month (subject to any additional services fee for other related services provided by SFK Services)

The Common Areas Cleaning Contract

Date : 2 January 2013

Parties : (1) The Great Eagle Properties Management Company, Limited for and on behalf of the owners of Great Eagle Centre and the Harbour Centre
(2) Sun Fook Kong Housing Services Limited

Subject : Provision of cleaning and pest control services by SFK Services in relation to the development common areas within the Great Eagle Centre and the Harbour Centre on 50-50 basis

Term : Two (2) years commencing from 1 January 2013 and expiring on 31 December 2014 (both days inclusive)

Fees : Basic fees of HK\$38,520 per month (subject to any additional services fee for other related services provided by SFK Services), being 50% of the total contract sum

The Public Car Parks Cleaning Contract

Date	:	2 January 2013
Parties	:	(1) The Great Eagle Properties Management Company, Limited for and on behalf of the owners of Eagle Harbour Public Car Parks (2) Sun Fook Kong Housing Services Limited
Subject	:	Provision of cleaning and pest control services by SFK Services in relation to Eagle Harbour Public Car Parks of which the Group has 50% interest
Term	:	Two (2) years commencing from 1 January 2013 and expiring on 31 December 2014 (both days inclusive)
Fees	:	Basic fees of HK\$7,785 per month (subject to any additional services fee for other related services provided by SFK Services), being 50% of the total contract sum

The High Block of Langham Place Cleaning Contract

Date	:	4 January 2013
Parties	:	(1) Longworth Management Limited for and on behalf of the owners of the High Block of Langham Place (2) Sun Fook Kong Housing Services Limited
Subject	:	Provision of cleaning works and periodical deep cleaning services by SFK Services in relation to the High Block of Langham Place of which Champion REIT is the majority owner
Term	:	Two (2) years commencing from 1 January 2013 and expiring on 31 December 2014 (both days inclusive)
Fees	:	Basic fees of HK\$661,687 per month (subject to any additional services fee for other related services provided by SFK Services)

ANNUAL CAPS

The Directors estimate that the maximum aggregate annual amounts payable to SFK Services pursuant to the Cleaning Services Contracts for the two years ending 31 December 2013 and 2014 will be HK\$13,800,000 and HK\$14,100,000 respectively.

The annual caps represent an estimate of the amount payable to SFK Services and are determined with reference to (i) the basic monthly fee pursuant to the Cleaning Services Contracts; and (ii) the estimated expenses for additional cleaning and related services which may be requested from time to time by the Group from SFK Services.

REASONS FOR AND BENEFITS OF THE CLEANING SERVICES CONTRACTS

SFK Services has extensive experience in providing comprehensive cleaning services to commercial complexes and has been a service provider who has been cooperating well with the Group and Champion REIT Group for years. SFK Services is the lowest bidder during the tender process and the Cleaning Services Contracts were entered into in the ordinary and usual course of business of the Group and Champion REIT Group. The Directors (including the independent non-executive Directors) consider that the terms of the Cleaning Services Contracts are fair and reasonable, and are in the interests of the Group and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Mr. Lo Kai Shui, the Deputy Managing Director of the Company, through his controlled companies, is entitled to control the exercise of more than 30% of the voting power at general meeting of SFK Group which in turn indirectly holds the entire issued share capital in SFK Services. Accordingly, SFK Services constitutes a connected person of the Company and transactions entered into by the Group/Champion REIT Group and SFK Services constitute connected transactions of the Company.

As one of the applicable percentage ratios as defined under Rule 14.07 of the Listing Rules, calculated with reference to the maximum aggregate annual amount of the transactions contemplated under the Cleaning Services Contracts, is more than 0.1% but less than 5%, the transactions contemplated under the Cleaning Services Contracts are only subject to the reporting, announcement and annual review requirements and exempt from the independent Shareholders' approval requirement under Rule 14A.34 of the Listing Rules.

GENERAL INFORMATION

The principal activities of the Group include property development and investment, hotel and restaurant operations, manager of real estate investment trust, trading of building materials, share investment, provision of property management and maintenance services, fitness centre operation. The Group's investment in office properties extends from Hong Kong to the United States of America and its hotel portfolio covers Hong Kong, China, North America, Europe, Australia and New Zealand.

The principal activity of Champion REIT Group is to own and invest in income-producing commercial properties in Hong Kong with the objective of producing stable and sustainable distribution to unitholders and to achieve long term growth in the net asset value per unit.

SFK Group is principally engaged in investment holdings. SFK Services is a company providing cleaning services to both private and public sectors and is an indirect wholly-owned subsidiary of SFK Group.

DEFINITIONS

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

“associate”; “connected person”; “subsidiary(ies)”	each has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Champion REIT”	Champion Real Estate Investment Trust, the units of which are listed on the Stock Exchange and in which the Group has an interest of approximately 57.86%
“Champion REIT Group”	Champion REIT and its subsidiaries
“Cleaning Services Contracts”	the Great Eagle Centre Cleaning Contracts, the Common Areas Cleaning Contracts, the Public Carpark Cleaning Contracts and the High Block Langham Place Cleaning Contracts
“Common Areas Cleaning Contract”	the cleaning and pest control contract for the development common areas within the Great Eagle Centre and the Harbour Centre entered into on 2 January 2013 between The Great Eagle Properties Management Company, Limited (for and on behalf of the owners of Great Eagle Centre and Harbour Centre) and Sun Fook Kong Housing Services Limited
“Company”	Great Eagle Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Eagle Harbour Public Car Parks”	4/F – 7/F within the Great Eagle Centre and the Harbour Centre
“Great Eagle Centre”	Great Eagle Centre Office Building, Shopping Arcade and Car Parks in the First and Second Basements at 23 Harbour Road, Wanchai, Hong Kong
“Great Eagle Centre Cleaning Contract”	the cleaning and pest control contract for Great Eagle Centre entered into on 2 January 2013 between The Great Eagle Properties Management Company, Limited (for and on behalf of the owners of Great Eagle Centre) and Sun Fook Kong Housing Services Limited
“Group”	the Company and its subsidiaries
“High Block of Langham Place”	High Block of Langham Place at 555 Shanghai Street, Mongkok, Kowloon, Hong Kong

“HKFRS 10”	Hong Kong Financial Reporting Standard 10 “Consolidated Financial Statements” issued by the Hong Kong Institute of Certified Public Accountants
“Hong Kong”	The Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“High Block Langham Place Cleaning Contract”	the cleaning works and periodical deep cleaning services contract for High Block of Langham Place entered into on 4 January 2013 between Longworth Management Limited (for and on behalf of the owners of the High Block of Langham Place) and Sun Fook Kong Housing Services Limited
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Public Car Parks Cleaning Contract”	the cleaning and pest control contract for the Eagle Harbour Public Car Parks entered into on 2 January 2013 between The Great Eagle Properties Management Company, Limited (for and on behalf of the owners of the Eagle Harbour Public Car Parks) and Sun Fook Kong Housing Services Limited
“SFK Group”	Sun Fook Kong Group Limited, a company incorporated in the British Virgin Islands with limited liability
“SFK Services”	Sun Fook Kong Housing Services Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of SFK Group
“Shares”	ordinary shares of HK\$0.50 each in the share capital of the Company
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By Order of the Board
Great Eagle Holdings Limited
LO KA SHUI
Chairman and Managing Director

Hong Kong, 27 February 2013

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