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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

### **PROPOSED DISPOSAL AND SEPARATE LISTING OF THE HOTEL PROPERTIES IN HONG KONG ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED**

### **BASIS OF THE ASSURED ENTITLEMENT OF QUALIFYING SHAREHOLDERS TO THE SHARE STAPLED UNITS IN THE PREFERENTIAL OFFERING**

#### **INTRODUCTION**

Reference is made to the announcements of the Company dated 24 January 2013, 11 March 2013, 24 April 2013, 28 April 2013 and 30 April 2013 (the "**Announcements**") in relation to the Proposed Spin-off. Capitalised terms in this announcement have the same meanings given to them in the Announcements.

As disclosed in the Announcements, the Company intends that if the Proposed Spin-off proceeds, Qualifying Shareholders will be provided with an Assured Entitlement to the Share Stapled Units to be jointly issued by Langham Hospitality Investments and LHIL by way of a preferential application in the Global Offering.

The purpose of this announcement is to inform Shareholders of the basis of the Assured Entitlement of Qualifying Shareholders to the Share Stapled Units in the Preferential Offering.

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**Shareholders are reminded that this announcement is not intended to and does not constitute an offer or any invitation to apply for their Assured Entitlement to the Share Stapled Units in the Preferential Offering.**

## **BASIS OF THE ASSURED ENTITLEMENT OF QUALIFYING SHAREHOLDERS**

In order to enable Qualifying Shareholders to participate in the Global Offering on a preferential basis as to allocation only, subject to the Stock Exchange granting approval for the listing of, and permission to deal in, the Share Stapled Units and on the Main Board of the Stock Exchange and the Global Offering becoming unconditional, Langham Hospitality Investments and LHIL intend to make available to Qualifying Shareholders an aggregate of 42,608,000 Share Stapled Units in the Preferential Offering, representing approximately 5% of the Share Stapled Units initially available under the Global Offering as an Assured Entitlement.

**The basis of the Assured Entitlement is one Share Stapled Unit for every integral multiple of 15 Shares held by Qualifying Shareholders on Wednesday, 15 May 2013 (being the Record Date).**

Qualifying Shareholders should note that if the Preferential Offering proceeds, their Assured Entitlement to the Share Stapled Units may not represent a number which is a full board lot of 500 Share Stapled Units. Further, the Share Stapled Units allocated to the Qualifying Shareholders will be rounded down to the closest whole number if required, and dealings in odd lots of the Share Stapled Units may be at a price below the prevailing market price for full board lots. Qualifying Shareholders whose Assured Entitlement to Share Stapled Units represents a number which is less than one full board lot of 500 Share Stapled Units will be allocated such number of Share Stapled Units that are in proportion to the number of Shares they hold on the Record Date.

Qualifying Shareholders may apply for a number of Share Stapled Units which is greater than, less than or equal to their Assured Entitlement under the Preferential Offering. A valid application for a number of Share Stapled Units which is less than or equal to a Qualifying Shareholder's Assured Entitlement under the Preferential Offering will be accepted in full, subject to the terms and conditions set out in the related application form and assuming the conditions of the Preferential Offering are satisfied.

Where a Qualifying Shareholder applies for a number of Share Stapled Units which is greater than the Qualifying Shareholder's Assured Entitlement under the Preferential Offering, the relevant Assured Entitlement will be satisfied in full, subject as mentioned above, but the excess portion of such application will only be met to the extent that the Share Stapled Units made available to and not taken up by Qualifying Shareholders in the Preferential Offering are sufficient to satisfy such excess applications. Details of how such excess portions will be met will be further described in the Prospectus.

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## **EXPECTED TIMETABLE FOR ASCERTAINING THE ASSURED ENTITLEMENT OF QUALIFYING SHAREHOLDERS**

Set out below is the expected timetable for ascertaining the Assured Entitlements of Qualifying Shareholders to the Share Stapled Units in the Preferential Offering, which is subject to change.

2013

Last day for dealings in the Shares cum-entitlement  
to the Assured Entitlement to the  
Share Stapled Units in the Preferential Offering.....Tuesday, 7 May

First day of dealings in the Shares ex-entitlement  
to the Assured Entitlement to the  
Share Stapled Units in the Preferential Offering ..... Wednesday, 8 May

Latest time for lodging transfers of Shares  
to qualify for the Assured Entitlement to the  
Share Stapled Units in  
the Preferential Offering ..... 4:30 p.m. on Thursday, 9 May

Register of members of the Company closes  
(both dates inclusive) ..... Friday, 10 May to Wednesday, 15 May

Record Date for determining  
the Assured Entitlements of Qualifying Shareholders  
to the Share Stapled Units in  
the Preferential Offering ..... Wednesday, 15 May

Register of members of the Company re-opens ..... Thursday, 16 May

## **THE PROPOSED SPIN-OFF AND THE GLOBAL OFFERING ARE SUBJECT TO MARKET CONDITIONS AND PRICING**

The Board wishes to emphasise that, notwithstanding this announcement of the basis of the Assured Entitlement of Qualifying Shareholders to the Share Stapled Units in the Preferential Offering, the implementation of the Proposed Spin-off and the Global Offering (including the Preferential Offering) is subject to, among others, the approval of the Stock Exchange and the final decision of the Board and of the boards of directors of the Trustee-Manager and LHIL as to whether or not to proceed with the Proposed Spin-off and the Global Offering (which is subject to market conditions and pricing). The Board will only proceed with the Proposed Spin-off if the Board considers that the price of the Share Stapled Units which can be obtained under the Global Offering, which is subject to market conditions, is such that proceeding with the Proposed Spin-off on those terms would be in the interests of the Company and the Shareholders as a whole.

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Accordingly, Shareholders and potential investors in the Company should be aware that there is no assurance on whether and when the Proposed Spin-off and the Global Offering will take place. If the Proposed Spin-off and the Global Offering do not proceed for any reason, the Preferential Offering will not proceed. If the Proposed Spin-off and the Global Offering proceed, the timetable for the Global Offering, including the Preferential Offering, will be set out in the Prospectus to be jointly issued by Langham Hospitality Investments and LHIL in connection with the Global Offering and in a further announcement to be made by the Company.

## **GENERAL**

In connection with the Global Offering, the price of the Share Stapled Units may be stabilised in accordance with the Securities and Futures (Price Stabilizing) Rules (Chapter 571W of the Laws of Hong Kong). Details of any intended stabilisation and how it will be regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) will be contained in the Prospectus.

Further announcement(s) will be made by the Company in relation to the Proposed Spin-off and the detailed timetable for the Global Offering, as and when appropriate.

**Given the uncertainty as to whether the Proposed Spin-off will take place, and if it does, when it will take place, Shareholders and potential investors in the Company should exercise caution when dealing in or investing in the securities of the Company. If in any doubt, Shareholders and other persons contemplating dealing in securities of the Company and potential investors are recommended to consult their professional advisers.**

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

Hong Kong, 7 May 2013

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