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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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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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)

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF 2013 ANNUAL GENERAL MEETING**

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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 Friday, 3 May 2013 at 3:30 p.m. is set out on pages 15 to 20 of this circular.

Whether or not you intend to be present at the 2013 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 2013 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2013 AGM or any adjourned meeting thereof should you so wish.



27 March 2013

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## DEFINITIONS

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

“2013 AGM”	the AGM to be convened at 3:30 p.m. on Friday, 3 May 2013, notice of which is set out on pages 15 to 20 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”	21 March 2013, 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 2013 AGM dated 27 March 2013 as set out on pages 15 to 20 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

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## DEFINITIONS

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“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

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## LETTER FROM THE BOARD

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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)

*Directors:*

LO Ka Shui, *Chairman and Managing Director*  
LO Kai Shui, *Deputy Managing Director*  
LO TO Lee Kwan<sup>#</sup>  
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<sup>#</sup>  
LO Ying Sui<sup>#</sup>  
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*

27 March 2013

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF 2013 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 2013 AGM in connection with, inter alia, such matters.

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## LETTER FROM THE BOARD

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### **2. PROPOSED GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES**

At the AGM held on 10 May 2012, 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 2013 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2013 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 631,781,610 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2013 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 63,178,161 Shares and under the Issue Mandate to issue a maximum of 126,356,322 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, Mrs. Lee Pui Ling, Angelina, Mr. Zhu Qi, Mr. Lo Hong Sui, Antony and Dr. Lo Ying Sui shall retire by rotation and, being eligible, have offered themselves for re-election at the 2013 AGM.

Biographical details of the retiring Directors proposed to be re-elected at the 2013 AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

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:

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## LETTER FROM THE BOARD

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Dr. LO Ka Shui, aged 66, 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 an Independent Non-executive Director of Shanghai Industrial Holdings Limited, Phoenix Satellite Television Holdings Limited, China Mobile Limited and City e-Solutions 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 retired as a Non-executive Director of The Hongkong and Shanghai Banking Corporation Limited with effect from 22 May 2012. He was an Independent Non-executive Director of Melco International Development Limited before his retirement with effect from 22 June 2010 and an Independent Non-executive Director of Winsor Properties Holdings Limited before his resignation with effect from 1 September 2012. 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 49,503,129 Shares and 1,870,000 share options of the Company, and a corporate interest in 3,619,407 Shares. He is the founder of a discretionary trust which owns 75,954,787 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 2012. 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 2012 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 2012 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.

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## LETTER FROM THE BOARD

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#### **4. 2013 ANNUAL GENERAL MEETING, CLOSURE OF REGISTERS OF MEMBERS AND PROXY ARRANGEMENT**

At the 2013 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 15 to 20 of this circular. Shareholders are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2013 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 2013 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 2013 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 2013 AGM**

From Monday, 29 April 2013 to Friday, 3 May 2013, both days inclusive, for the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2013 AGM. In order to be eligible to attend and vote at the 2013 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (the "Branch Share Registrars") 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, 26 April 2013.

**(ii) For ascertaining the Shareholders' entitlement to the 2012 final dividend**

From Friday, 10 May 2013 to Wednesday, 15 May 2013, both days inclusive, for the purpose of ascertaining the Shareholders' entitlement to the 2012 final dividend. In order to qualify for the 2012 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrars for registration not later than 4:30 p.m. on Thursday, 9 May 2013.



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## LETTER FROM THE BOARD

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### 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 2013 AGM.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional 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 2013 AGM.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 631,781,610 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2013 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 63,178,161 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 2012). 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 2012) 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 33.06% 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 trusts, as the case may be, a total of 173,969,707 Shares, representing approximately 27.53% 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 382,861,399 Shares, representing approximately 60.60% 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 67.33% 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**

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>
<b>2012</b>		
March	24.55	20.95
April	23.50	21.45
May	23.85	19.18
June	21.50	18.58
July	21.10	19.10
August	22.30	19.70
September	24.60	20.35
October	24.25	22.25
November	25.05	23.00
December	26.10	24.15
<b>2013</b>		
January	32.10	25.60
February	32.40	29.50
March (up to the Latest Practicable Date)	33.95	30.90

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

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The followings are the biographical details of Mrs. Lee Pui Ling, Angelina, Mr. Zhu Qi, Mr. Lo Hong Sui, Antony and Dr. Lo Ying Sui, all of whom shall retire at the 2013 AGM in accordance with Bye-Laws of the Company and, being eligible, have offered themselves for re-election.

1. Mrs. LEE Pui Ling, Angelina, aged 64, was appointed as an Independent Non-executive Director of the Company in 2002 and is the Chairman of the Remuneration Committee and Members of the Audit Committee and Nomination Committee of the Company. She is a practising solicitor in Hong Kong and a partner of the firm of solicitors, Woo, Kwan, Lee & Lo. She is also a Non-executive Director of Cheung Kong Infrastructure Holdings Limited, Henderson Land Development Company Limited and TOM Group Limited. She is active in public service and is a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority and a Member of the Takeovers and Mergers Panel of the Securities and Futures Commission. She has a Bachelor of Laws degree from University College London, United Kingdom and is a Fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.

Mrs. Lee Pui Ling, Angelina does not have any relationships with any Directors, senior management or substantial or controlling shareholders of the Company. As at the Latest Practicable Date, she does not have any interest in the Shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between the Company and Mrs. Lee Pui Ling, Angelina. 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 Mrs. Lee in 2012. 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 2012 AGM as an ordinary remuneration payable to each Director. In addition, Mrs. Lee, being the Chairman of the Remuneration Committee and members of the Audit Committee and the Nomination Committee, received annual remunerations of HK\$60,000 for the Remuneration Committee, HK\$160,000 for the Audit Committee and HK\$30,000 for the Nomination Committee for the year ended 31 December 2012. These remunerations were determined by the Board with reference to the time and effort involved in her specific duties and services and the prevailing market conditions. Mrs. Lee 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 Mrs. Lee's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

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

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2. Mr. Zhu Qi, aged 52, is an Independent Non-executive Director of the Company. He has been a Director since August 2009 and is a member of the Audit Committee of the Company. Mr. Zhu is an Executive Director and Chief Executive of Wing Lung Bank Limited. He has over 25 years of banking experience. From 2000 to July 2008, he had been the Managing Director and Chief Executive Officer of Industrial and Commercial Bank of China (Asia) Limited, the Chairman of Chinese Mercantile Bank and a Director of ICBC (Asia) Bullion Company Limited, ICBC (Asia) Nominee Limited and ICBC (Asia) Asset Management Company Limited. Mr. Zhu also had been a Director of China Ping An Insurance (Hong Kong) Company Limited, the Deputy Chairman of ICEA Finance Holdings Limited, the Chairman of Industrial and Commercial International Capital Limited and a Director of The Tai Ping Insurance Company, Limited. He graduated with a Bachelor's Degree from Dongbei University of Finance and Economics and a Master's Degree in Economics from the Zhongnan University of Finance and Economics in 1986.

Mr. Zhu Qi 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 does not have any interest in the Shares 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. Zhu Qi. 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. Zhu in 2012. 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 2012 AGM as an ordinary remuneration payable to each Director. In addition, Mr. Zhu, being the member of the Audit Committee, received annual remunerations of HK\$160,000 for the Audit Committee for the year ended 31 December 2012. 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. Zhu 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. Zhu's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

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

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3. Mr. Lo Hong Sui, Antony, aged 71, is an Executive Director of the Company. He has been a Director of the Group since 1967. He has been actively involved in property development, construction and investment for more than 44 years. He graduated from the University of New South Wales with a Bachelor's Degree in Commerce.

Mr. Lo Hong Sui, Antony is a son of Madam Lo To Lee Kwan and an elder brother of Dr. Lo Ka Shui, Mr. Lo Kai Shui, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui and a younger brother of Madam Law Wai Duen. As at the Latest Practicable Date, Mr. Lo Hong Sui, Antony has a personal interest in 54,715 Shares and 500,000 share options of the Company. 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 Hong Sui, Antony. 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 2012. 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 2012 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Lo's emoluments are set out on in the Corporate Governance Report and note 13 to the consolidated financial Statements contained in the Company's 2012 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 Listing Rules.

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

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4. Dr. Lo Ying Sui, aged 60, 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 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 has a personal interest in 3,855,046 Shares, a corporate interest in 33,269,396 Shares and a family interest in 3,764 Shares of the Company. 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 Dr. Lo Ying Sui. 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 Dr. Lo in 2012. 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 2012 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 Dr. 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 Listing Rules.



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## NOTICE OF 2013 ANNUAL GENERAL MEETING

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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)

**NOTICE IS HEREBY GIVEN** that the 2013 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 Friday, 3 May 2013 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 2012 together with the Reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend of HK43 cents per share for the year ended 31 December 2012.
3. To re-elect Mrs. Lee Pui Ling, Angelina as an Independent Non-executive Director.
4. To re-elect Mr. Zhu Qi as an Independent Non-executive Director.
5. To re-elect Mr. Lo Hong Sui, Antony as an Executive Director.
6. To re-elect Dr. Lo Ying Sui as a Non-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.

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## NOTICE OF 2013 ANNUAL GENERAL MEETING

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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.”

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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.

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“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, 27 March 2013

*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 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.
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, 29 April 2013 to Friday, 3 May 2013, 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, 26 April 2013.

- (ii) For ascertaining the shareholders' entitlement to the 2012 final dividend

From Friday, 10 May 2013 to Wednesday, 15 May 2013, both days inclusive, for the purpose of ascertaining the shareholders' entitlement to the 2012 final dividend. In order to qualify for the 2012 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration not later than 4:30 p.m. on Thursday, 9 May 2013.

5. The Board of Directors has recommended the payment of a final dividend for the year ended 31 December 2012 of HK43 cents per share (2011: HK40 cents per share). Taken together with the interim dividend of HK23 cents per share paid on 16 October 2012, the total dividend for the year 2012 is HK66 cents per share (2011 total dividend: HK61 cents per share, comprising an interim dividend of HK21 cents and a final dividend of HK40 cents). Dividend warrants in respect of the proposed final dividend are expected to be despatched to the shareholders on 21 June 2013.
6. Concerning Resolutions numbered 3 to 6 above, Mrs. Lee Pui Ling, Angelina, Mr. Zhu Qi, Mr. Lo Hong Sui, Antony and Dr Lo Ying Sui 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 27 March 2013 (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 2012.

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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 2013 shall remain at HK\$130,000 per annum.
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. 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.