

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



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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Great Eagle Holdings Limited (the “Company”) will be held at Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, on Friday, 7 May 2010 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the terms of the Acquisition (as defined in the circular to the shareholders of the Company dated 21 April 2010 (the “Circular”)), the entering into of the Sale and Purchase Agreement and the Shareholders’ Agreement (both as defined in the Circular), copies of which have been produced to this meeting respectively marked “A” and “B” and signed by the chairman of this meeting for identification purpose, the payment of the Procurement Fee under the Sale and Purchase Agreement, the provisions of the Corporate Guarantee and the Share Mortgage, and the transactions contemplated thereunder be and are hereby confirmed, approved, authorised and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised for and on behalf of the Company to execute (and any two of the directors of the Company be and are hereby authorised for and on behalf of the Company, if necessary, to sign and affix the common seal of the Company to) any such documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion as necessary or desirable, incidental to, ancillary to or in connection with or otherwise to give effect to the matters contemplated in the Acquisition (including the Sale and Purchase Agreement and the payment of the Procurement Fee thereunder, the Shareholders’ Agreement, the Corporate Guarantee and the Share Mortgage) and the transactions contemplated thereunder.”

2. “THAT:

- (a) the giving of the Indemnity (as defined in the Circular), a copy of which has been produced to this meeting marked “C” and signed by the chairman of this meeting for identification purpose, and the terms of the Indemnity, and the transactions contemplated thereunder be and are hereby confirmed, approved, authorised and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised for and on behalf of the Company to execute (and any two of the directors of the Company be and are hereby authorised for and on behalf of the Company, if necessary, to sign and affix the common seal of the Company to) any such documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion as necessary or desirable, incidental to, ancillary to or in connection with or otherwise to give effect to the matters contemplated in the Indemnity and the transactions contemplated thereunder.”

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

Hong Kong, 21 April 2010

Notes:

1. A member entitled to attend and vote at the abovementioned meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at 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 holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting or any adjournment thereof should they so wish.
3. The votes at the abovementioned meeting will be taken by poll.

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, Archie; 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.