

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)

ANNOUNCEMENT

POLL RESULTS OF THE 2010 ANNUAL GENERAL MEETING HELD ON 12 MAY 2010 AND SCRIP DIVIDEND ARRANGEMENT IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2009

The Board is pleased to announce the poll results of the 2010 Annual General Meeting held on 12 May 2010 and the details of the Scrip Dividend Arrangement in relation to the final dividend for the year ended 31 December 2009.

POLL RESULTS OF THE 2010 ANNUAL GENERAL MEETING

At the Annual General Meeting of Great Eagle Holding Limited (the “Company”) held on 12 May 2010 (“AGM”), a poll was demanded by the Chairman for voting on all proposed resolutions as set out in the Notice of Annual General Meeting dated 1 April 2010.

As at the date of the AGM, the number of issued shares of the Company was 622,682,515, which was the total number of shares entitling the Shareholders to attend and vote for or against all resolutions at the AGM. There were no restriction on any Shareholders to cast votes on any of the proposed resolutions at the AGM.

The poll at the AGM was scrutinized by the Company’s Hong Kong branch registrar, Computershare Hong Kong Investor Services Limited. All resolutions were approved by Shareholders and the poll results were as follows:

Ordinary Resolutions	Number of Votes (%)	
	For	Against
1. To receive and consider the audited Financial Statements of the Company for the year ended 31 December 2009 together with the Reports of the Directors and Auditor thereon.	257,905,764 99.978408%	55,700 0.021592%
2. To declare the payment of a Final Dividend of HK35 cents per share.	261,576,139 100%	0 0%
3. (i) To re-elect Mr. Lo Kai Shui as Director.	186,396,282 71.258901%	75,179,857 28.741099%
3. (ii) To re-elect Madam Law Wai Duen as Director.	257,427,677 98.415690%	4,144,109 1.584310%
3. (iii) To re-elect Mr. Lo Hong Sui, Antony as Director.	257,432,030 98.415716%	4,144,109 1.584284%
3. (iv) To re-elect Mrs. Lee Pui Ling, Angelina as Director.	258,985,867 99.011392%	2,585,919 0.988608%
3. (v) To re-elect Mr. Zhu Qi as Director.	261,513,812 99.976173%	62,327 0.023827%
4. To fix a maximum number of Directors at fifteen and authorise the Directors to appoint additional Directors up to such maximum number.	210,593,665 80.599636%	50,689,979 19.400364%
5. To fix a fee of HK\$120,000 per annum as ordinary remuneration payable to each Director for the year ending 31 December 2009.	261,222,617 99.976643%	61,027 0.023357%
6. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and authorise the board of Directors to fix the Auditor's remuneration.	261,133,297 99.830702%	442,842 0.169298%
7. To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.	261,287,997 99.889844%	288,142 0.110156%

Ordinary Resolutions	Number of Votes (%)	
	For	Against
8. To give a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued share capital.	193,305,560 73.900303%	68,270,579 26.099697%
9. To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares repurchased.	192,678,967 73.698230%	68,764,172 26.301770%
As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as Ordinary Resolutions of the Company.		

SCRIP DIVIDEND ARRANGEMENT IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2009

On 24 February 2010, it was announced, among other things, that the board of directors of the Company recommended the payment of a final dividend of HK35 cents per share for the year ended 31 December 2009 (“2009 Final Dividend”) payable on or about 15 June 2010 to the shareholders of the Company (the “Shareholders”) whose names appear on the registers of members (“Registers of Members”) of the Company as at the close of business on Wednesday, 12 May 2010 (the “Record Date”). Shareholders are provided with an option to receive an allotment of new shares of HK\$0.50 each in the capital of the Company (“Scrip Shares”) credited as fully paid in lieu of cash for the 2009 Final Dividend (the “Scrip Dividend Arrangement”).

At the AGM, the 2009 Final Dividend was approved. Shareholders whose names appeared on the registers of Shareholders on the Record Date may elect to receive:

- (a) a cash dividend of HK35 cents for each Share held on the Record Date; or
- (b) a scrip dividend of new shares at an Issue Price (as defined below), subject to any fractional entitlement being disregarded as mentioned below; or
- (c) a combination of partly in (a) and partly in (b) above.

Issue Price of the Scrip Shares has been determined at HK\$19.94 per share, which is the average closing prices of the shares of the Company quoted on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) for the five consecutive trading days commencing from, and including, 5 May 2010, less a 5% discount. Accordingly, the number of Scrip Shares which each Shareholder will receive under the Scrip Dividend Arrangement will be calculated as follows:

$$\begin{array}{rclcl}
 \text{Number of Scrip Shares} & & \text{Number of existing shares} & & \\
 \text{to be received} & & \text{held on the Record Date for} & & \\
 \text{(round down to the} & = & \text{which the election for} & \times & \frac{\text{HK\$0.35}}{\text{HK\$19.94}} \\
 \text{nearest whole number)} & & \text{Scrip Shares is made} & &
 \end{array}$$

The number of Scrip Shares to be received by each Shareholder pursuant to his election will be rounded down to the nearest whole number. No Shareholder will be entitled to be issued any fraction of a Share under the Scrip Dividend Arrangement. If you elect to receive the maximum number of Scrip Shares in lieu of your cash dividend, a residual dividend entitlement may arise, representing the difference between the total cash equivalent of the Scrip Shares based on the Issue Price to be issued to you and the maximum dividend available in respect of your shareholding. Fractional entitlements to Scrip Shares will be disregarded and the benefit thereof will accrue to the Company.

Scrip Shares issued to a Shareholder pursuant to an election to receive some or all of their 2009 Final Dividend in Scrip Shares may be allocated in odd lots (of fewer than a board lot of 1,000 Shares). No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of Scrip Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

You may elect to receive Scrip Shares in respect of all or part of your holding of Shares. No fraction of a Share will be issued. If you choose to take only part of your dividend as Scrip Shares, you will receive the balance in cash.

Further details of the Scrip Dividend Arrangement are set out in a circular which will be sent to the Shareholders on 18 May 2010 together with the Election Form. Shareholders who wish to elect to receive an allotment of Scrip Shares or partly in cash and partly in Scrip Shares in respect of the 2009 Final Dividend must complete, sign and return the Election Forms to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Center, 183 Queen’s Road East, Wanchai, Hong Kong **not later than 4:30 p.m. on Wednesday, 2 June 2010.**

The Board is aware that, after making legal enquiries, Shareholders with registered addresses in the Australia, Canada, Mainland China, Malaysia, New Zealand, Spain, and United States of America will need to carry out local approval and/or registration or filing or other formalities in relation to the Scrip Dividend Arrangement so as to comply with the relevant securities legislation in those jurisdictions. As the Board considered that it would not be cost-effective or expedient for the Company to comply with the registration requirements and/or other formalities under the laws of the relevant jurisdictions, it is decided to exclude Shareholders with registered addresses in these jurisdictions from the Scrip Dividend Arrangement. Accordingly, they will receive the 2009 Final Dividend wholly in cash.

The Scrip Dividend Arrangement is conditional upon listing approval being granted by the Stock Exchange in respect of the Scrip Shares to be issued pursuant thereto. If this condition is not satisfied, the Scrip Dividend Arrangement described herein will not become effective, the Election Forms will be void and the 2009 Final Dividend will then be paid wholly in cash.

By Order of the Board
Great Eagle Holdings Limited
LO Ka Shui
Chairman and Managing Director

Hong Kong, 12 May 2010

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.