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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 2011 ANNUAL GENERAL MEETING HELD ON 12 MAY 2011 AND SCRIP DIVIDEND ARRANGEMENT IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2010

The Board is pleased to announce the poll results of the 2011 Annual General Meeting held on 12 May 2011 and the details of the Scrip Dividend Arrangement in relation to the final dividend for the year ended 31 December 2010.

POLL RESULTS OF THE 2011 ANNUAL GENERAL MEETING

At the Annual General Meeting of Great Eagle Holding Limited (the “Company”) held on 12 May 2011 (“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 31 March 2011.

As at the date of the AGM, the number of issued shares of the Company was 625,333,374, 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 branch share registrar in Hong Kong, 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 Consolidated Financial Statements of the Company and its subsidiaries for the year ended 31 December 2010 together with the Reports of the Directors and Independent Auditor thereon.	260,452,945 (99.978999%)	54,708 (0.021001%)
2. To declare the payment of a Final Dividend (with scrip option) of HK38 cents per share.	257,743,242 (99.972690%)	70,408 (0.027310%)
3. (i) To re-elect Mr. Cheng Hoi Chuen, Vincent as Director.	171,922,827 (65.996321%)	88,580,826 (34.003679%)
3. (ii) To re-elect Mr. Lo Hong Sui, Vincent as Director.	244,179,919 (93.733779%)	16,323,734 (6.266221%)
3. (iii) To re-elect Mr. Lo Ying Sui, Archie as Director.	244,179,919 (93.733779%)	16,323,734 (6.266221%)
3. (iv) To re-elect Mr. Kan Tak Kwong as Director.	187,384,646 (75.832711%)	59,718,015 (24.167289%)
4. To fix the maximum number of Directors at 15 and authorise the Directors to appoint additional Directors up to such maximum number.	194,458,803 (74.654652%)	66,019,009 (25.345348%)
5. To fix a fee of HK\$130,000 per annum as ordinary remuneration payable to each Director.	260,499,645 (99.998461%)	4,008 (0.001539%)
6. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor and authorise the Board of Directors to fix the Auditor's remuneration.	260,448,945 (99.978999%)	54,708 (0.021001%)
7. To give a general mandate to the Directors to repurchase shares not exceeding 10% of the issued share capital.	254,620,001 (97.741432%)	5,883,652 (2.258568%)

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.	173,491,114 (66.598342%)	87,012,539 (33.401658%)
9. To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares repurchased.	172,265,145 (66.196357%)	87,968,429 (33.803643%)
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.		
Special Resolution	Number of Votes (%)	
	For	Against
10. To approve the amendments to the Bye-laws of the Company.	260,178,504 (99.955005%)	117,121 (0.044995%)
As more than 75% of the votes were cast in favour of this resolution, this resolution was duly passed as a Special Resolution of the Company.		

SCRIP DIVIDEND ARRANGEMENT IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2010

On 23 February 2011, it was announced that, among other things, the board of directors of the Company (the “Board”) recommended the payment of a final dividend of HK38 cents per share of HK\$0.50 each in the capital of the Company (“Share(s)”) for the year ended 31 December 2010 (“2010 Final Dividend”) payable on 17 June 2011 to the Shareholders of the Company whose names appear on the registers of members (“Registers of Members”) of the Company as at the close of business on Thursday, 12 May 2011 (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”) in lieu of cash for the 2010 Final Dividend (the “Scrip Dividend Arrangement”).

At the AGM, the 2010 Final Dividend was approved. Shareholders whose names appeared on the Registers of Members on the Record Date may elect to receive:

- (a) a cash dividend of HK38 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\$25.56 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, 4 May 2011, 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:

$$\begin{array}{l}
 \text{Number of Scrip Shares} \\
 \text{to be received} \\
 \text{(round down to the} \\
 \text{nearest whole number)}
 \end{array}
 =
 \begin{array}{l}
 \text{Number of existing shares} \\
 \text{held on the Record Date for} \\
 \text{which the election for} \\
 \text{Scrip Shares is made}
 \end{array}
 \times
 \frac{\text{HK\$0.38}}{\text{HK\$25.56}}$$

The number of Scrip Shares to be received by each Shareholder pursuant to his/her 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 Shareholders elect to receive the maximum number of Scrip Shares in lieu of their 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 them and the maximum dividend available in respect of their 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 2010 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.

Shareholders may elect to receive Scrip Shares in respect of all or part of their holding of Shares. No fraction of a Share will be issued. If Shareholders choose to take only part of their dividend as Scrip Shares, they 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 2011 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 2010 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 Centre, 183 Queen’s Road East, Wanchai, Hong Kong **not later than 4:30 p.m. on Thursday, 2 June 2011.**

The latest time for submission of the Election Forms will not be valid if there is a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on 2 June 2011. Instead the deadline for the submission of Election Forms will be 5:00 p.m. on the same business day;
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 2 June 2011. Instead, the deadline for the submission of the Election Forms will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warning in force at any time between 9:00 a.m. and 4:30 p.m.

The Board is aware that, after making legal enquiries by the Company, for Shareholders with registered addresses in Australia, Canada, Mainland China, Malaysia, New Zealand and United States of America, local approval and/or registration or filing or other formalities in relation to the Scrip Dividend Arrangement will be needed to carry out 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 has decided to exclude Shareholders with registered addresses in these jurisdictions from the Scrip Dividend Arrangement. Accordingly, they will receive the 2010 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 2010 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 2011

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.