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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

SCRIP DIVIDEND ARRANGEMENT IN RELATION TO THE FINAL DIVIDEND FOR THE YEAR ENDED 31 DECEMBER 2015

On 1 March 2016, it was announced that, among other things, the Board recommended the payment of a final dividend of HK47 cents per Share and a special final dividend of HK\$2.00 per share for the year ended 31 December 2015 to the Shareholders whose names appear on the Registers of Members on 20 May 2016. At the annual general meeting of the Company held on 10 May 2016, the 2015 Final Dividend and the Special Final Dividend were approved. The Shareholders were provided with an option to receive an allotment of new shares of HK\$0.50 each in the capital of the Company in lieu of cash only for the 2015 Final Dividend. The Special Final Dividend will be paid solely in the form of cash.

The Issue Price of the Scrip Shares has been determined at HK\$27.08 per Share. Further details of the Scrip Dividend Arrangement are set out in a circular which will be sent to the Shareholders on 25 May 2016, together with the Election Form (if appropriate). 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 2015 Final Dividend must complete, sign and return the Election Forms to the Company's branch share registrar in Hong Kong no later than 4:30 p.m. on Friday, 10 June 2016. Dividend warrants and share certificates in respect of the 2015 Final Dividend and the Special Final Dividend will be despatched to the Shareholders on 22 June 2016.

On 1 March 2016, it was announced that, among other things, the board of directors (the "**Board**") of Great Eagle Holdings Limited (the "**Company**") recommended the payment of a final dividend of HK47 cents per share (the "**2015 Final Dividend**") and a special final dividend of HK\$2.00 per share (the "**Special Final Dividend**") of HK\$0.50 each in the capital of the Company (the "**Share(s)**") for the year ended 31 December 2015 payable to the shareholders of the Company (the "**Shareholder(s)**") whose names appear on the

registers of members of the Company (the “**Registers of Members**”) as at the close of business on Friday, 20 May 2016 (the “**Record Date**”). At the annual general meeting of the Company held on 10 May 2016, the 2015 Final Dividend and the Special Final Dividend were approved. The Shareholders were provided with an option to receive an allotment of new shares of HK\$0.50 each in the capital of the Company (the “**Scrip Shares**”) in lieu of cash only for the 2015 Final Dividend (the “**Scrip Dividend Arrangement**”). **The Special Final Dividend will be paid solely in the form of cash.** Dividend warrants and share certificates in respect of the 2015 Final Dividend and the Special Final Dividend will be despatched to the Shareholders on 22 June 2016.

Under the Scrip Dividend Arrangement, Shareholders whose names appear on the Registers of Members on the Record Date may elect to receive:

- (a) a cash dividend of HK47 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.

The issue price of the Scrip Shares has been determined at HK\$27.08 per Share (the “**Issue Price**”), which is the average closing price of the Shares quoted on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) for the five consecutive trading days commencing from and including 13 May 2016, 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:

$$\begin{array}{l} \text{Number of Scrip} \\ \text{Shares} \\ \text{to be received} \\ \text{(round down to the} \\ \text{nearest whole} \\ \text{number)} \end{array} = \begin{array}{l} \text{Number of existing shares} \\ \text{held on the Record Date} \\ \text{for which the election for} \\ \text{Scrip Shares is made} \end{array} \times \frac{\text{HK\$0.47}}{\text{HK\$27.08}}$$

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 shareholdings. 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 his/her 2015 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 dividends 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 25 May 2016, together with the Election Form (if appropriate). 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 2015 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 **no later than 4:30 p.m. on Friday, 10 June 2016.**

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 in force in Hong Kong:

- (i) at any time before 12:00 noon and no longer in force after 12:00 noon on 10 June 2016. Instead, the deadline for submission of the Election Forms will be extended to 5:00 p.m. on the same business day;
- (ii) at any time between 12:00 noon and 4:00 p.m. on 10 June 2016. Instead, the deadline for 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 warnings in force at any time between 9:00 a.m. and 4:00 p.m.

The Board is aware that, after making legal enquiries by the Company, for the Shareholders with registered addresses in New Zealand and the United States of America, local approval and/or filing or other formalities in relation to the Scrip Dividend Arrangement need to be observed 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 2015 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 2015 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, 20 May 2016

As at the date of this announcement, the Board comprises Dr. LO Ka Shui (Chairman and Managing Director), Mr. LO Kai Shui (Deputy Managing Director), Mr. LO Hong Sui, Antony, Madam LAW Wai Duen, Mr. LO Chun Him, Alexander, Mr. KAN Tak Kwong (General Manager) and Mr. CHU Shik Pui being the Executive Directors; Madam LO TO Lee Kwan, Mr. LO Hong Sui, Vincent and Dr. LO Ying Sui being the Non-executive Directors; and Mr. CHENG Hoi Chuen, Vincent, Professor WONG Yue Chim, Richard, Mrs. LEE Pui Ling, Angelina, Mr. LEE Siu Kwong, Ambrose and Professor POON Ka Yeung being the Independent Non-executive Directors.