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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)

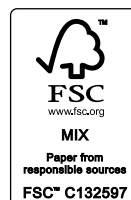
**GENERAL MANDATES TO BUY-BACK AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF 2018 ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Great Eagle Holdings Limited to be held at Suite 3003, 30th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, on Tuesday, 24 April 2018 at 4:00 p.m. is set out on pages N1 to N5 of this circular.

Whether or not you intend to be present at the 2018 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 place of business in Hong Kong 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 2018 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2018 AGM or any adjourned meeting thereof should you so wish.

20 March 2018



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## DEFINITIONS

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

“2018 AGM”	the AGM to be convened at 4:00 p.m. on Tuesday, 24 April 2018, notice of which is set out on pages N1 to N5 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
“Business Day”	any day in which the Stock Exchange is open for the business of dealing in securities
“Buy-back Mandate”	the general and unconditional mandate to exercise all the power of the Company to buy-back 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
“Bye-laws”	The bye-laws of the Company as may be amended from time to time
“Company”	Great Eagle Holdings Limited
“Connected Person”	has the same meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) 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”	15 March 2018, 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

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## DEFINITIONS

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“Notice”	the notice convening the 2018 AGM dated 20 March 2018 as set out on pages N1 to N5 of this circular
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“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
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

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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 TO Lee Kwan<sup>#</sup>

CHENG Hoi Chuen, Vincent<sup>\*</sup>

WONG Yue Chim, Richard<sup>\*</sup>

LEE Pui Ling, Angelina<sup>\*</sup>

LEE Siu Kwong, Ambrose<sup>\*</sup>

POON Ka Yeung, Larry<sup>\*</sup>

LO Hong Sui, Antony

LAW Wai Duen

LO Hong Sui, Vincent<sup>#</sup>

LO Ying Sui<sup>#</sup>

LO Chun Him, Alexander

KAN Tak Kwong, *General Manager*

CHU Shik Pui

*Registered Office:*

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

*Principal Place of Business in Hong Kong:*

33rd Floor, Great Eagle Centre

23 Harbour Road

Wanchai

Hong Kong

<sup>\*</sup> *Independent Non-executive Directors*

<sup>#</sup> *Non-executive Directors*

20 March 2018

*To the Shareholders*

Dear Sir or Madam,

### **GENERAL MANDATES TO BUY-BACK AND TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF 2018 ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information regarding the proposed general mandates to buy-back and to issue Shares, re-election of retiring Directors and to seek your approval at the 2018 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 BUY-BACK AND TO ISSUE SHARES**

At the AGM held on 10 May 2017, general mandates were given to the Directors (i) to exercise the powers of the Company to buy-back 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 2018 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2018 AGM to grant the Buy-back Mandate and Issue Mandate to the Directors.

The Buy-back 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 to be held or until the Buy-back 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 688,625,038 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2018 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 68,862,503 Shares and under the Issue Mandate to issue a maximum of 137,725,007 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 Bye-laws, Mr. Lo Hong Sui, Vincent, Professor Wong Yue Chim, Richard, Mrs. Lee Pui Ling, Angelina, Mr. Lee Siu Kwong, Ambrose and Mr. Chu Shik Pui, shall retire by rotation and, being eligible, have offered themselves for re-election at the 2018 AGM.

Biographical details of the retiring Directors proposed to be re-elected at the 2018 AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

Professor Wong Yue Chim, Richard and Mrs. Lee Pui Ling, Angelina have served on the Board for more than nine years. The Board is fully satisfied that they demonstrate complete independence in character and judgment both in their designated roles and as Board members and are of the opinion that they continue to bring independent view of the Company's affairs to the board notwithstanding their length of service. Professor Wong' and Mrs. Lee's independence have been reviewed by the Nomination Committee and they have also submitted annual confirmation on their fulfillment of the independence guidelines set out in rule 3.13 of the Listing Rules to the Company. The Board believes that their in-depth knowledge of the Group's business and their extensive experience and expertise continue to provide invaluable contribution to the Board.

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## LETTER FROM THE BOARD

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According to Bye-law 109(A) of the Bye-laws, 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:

Dr. Lo Ka Shui (“Dr. Lo”), aged 71, has been a member of the Board since 1980. He is the Chairman, Managing Director of the Company, the Chairman of the Finance Committee and is also a director of various subsidiaries of the Company. He is the Chairman and a Non-executive Director of the Manager of the publicly listed trusts, Champion Real Estate Investment Trust and Langham Hospitality Investments. During the past two years, he was an Independent Non-executive Director of China Mobile Limited, Shanghai Industrial Holdings Limited, Phoenix Satellite Television Holdings Limited and China Tian Yuan Healthcare Group Limited (formerly known as City e-Solutions Limited). He is also a Vice President of The Real Estate Developers Association of Hong Kong, a member of the Board of Trustees of The Hong Kong Centre for Economic Research and a Vice Chairman of The Chamber of Hong Kong Listed Companies.

Dr. Lo 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 over three decades of 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, an elder brother of Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, a younger brother of Mr. Lo Hong Sui, Antony and Madam Law Wai Duen, and the father of Mr. Lo Chun Him, Alexander, all being Directors of the Company. Also, he is the father of Ms. Lo Bo Lun, Katherine, being senior management of the Company. Dr. Lo is a substantial Shareholder and also a director of Surewit Finance Limited, being wholly-owned by a trustee of a discretionary trust, Eagle Guardian Limited and Mind Reader Limited, all being substantial Shareholders of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Dr. Lo has a personal interest in 49,240,440 Shares, 2,013,000 share options of the Company, and a corporate interest in 76,378,545 Shares of the Company; a corporate interest in 3,839,664,163 units in Champion Real Estate Investment Trust; and a personal interest in 8,073,500 share stapled units and a corporate interest in 1,313,530,938 share stapled units in Langham Hospitality Investments and Langham Hospitality Investments Limited within the meaning of Part XV of the SFO. He is the founder of a discretionary trust, being a substantial Shareholder of the Company, which owns 60,009,418 Shares and is also a discretionary beneficiary of another discretionary trust, being a substantial Shareholder of the Company, which owns 229,844,851 Shares as at the Latest Practicable Date. He is the settlor and a member of the Advisory Committee and Management Committee of a trust, which owns 19,115,000 units of Champion Real Estate Investment Trust and 44,100,000 share stapled units in Langham Hospitality Investments and Langham Hospitality Investments Limited.

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## LETTER FROM THE BOARD

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Dr. Lo does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). He is not appointed for any specified length or proposed length of service with the Company.

A Director's fee of HK\$160,000 was paid to Dr. Lo in 2017. 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 2017 AGM as an ordinary remuneration payable to each Director. The basis and amount of Dr. Lo's emoluments are set out on page 72 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2017 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.

#### **4. 2018 ANNUAL GENERAL MEETING, CLOSURE OF REGISTERS OF MEMBERS AND PROXY ARRANGEMENT**

At the 2018 AGM, ordinary resolutions will be proposed to approve, inter alia, the renewal of the Buy-back Mandate and the Issue Mandate, and the re-election of retiring Directors.

The Notice is set out on pages N1 to N5 of this circular. Shareholders are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2018 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 2018 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 authorised 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 Hong Kong Exchanges and Clearing Limited on the same day after the 2018 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) To attend and vote at the 2018 AGM**

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2018 AGM, the Registers of Members will be closed from Wednesday, 18 April 2018 to Tuesday, 24 April 2018, both days inclusive.



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## LETTER FROM THE BOARD

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In order to be eligible to attend and vote at the 2018 AGM, 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 Tuesday, 17 April 2018.

**(ii) To qualify for the proposed 2017 final dividend and special final dividend**

For the purpose of ascertaining the Shareholders’ entitlement to the proposed 2017 final dividend and special final dividend, the Registers of Members will be closed from Wednesday, 2 May 2018 to Monday, 7 May 2018, both days inclusive.

In order to qualify for the proposed 2017 final dividend and special 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 Monday, 30 April 2018.

### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### **6. RECOMMENDATION**

The Board considers that the renewal of the Buy-back 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 2018 AGM.

### **7. 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 buy-back 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 Buy-back Mandate at the 2018 AGM.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 688,625,038 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2018 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 68,862,503 Shares, representing 10 percent of the issued Shares as at the Latest Practicable Date.

## **2. REASON FOR BUY-BACK 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 buy-back Shares in the market. Share buy-backs 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 buy-back will benefit the Company and its Shareholders.

## **3. SOURCE OF FUNDS**

It is proposed that Share buy-backs under the Buy-back Mandate would be financed from internal funds and/or available banking facilities of the Company. For the purposes of any Share buy-backs, 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 Buy-back Mandate is exercised in full at any time during the proposed buy-back period, it may 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 2017). The Directors do not propose to exercise the Buy-back 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 2017) 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 Buy-back 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 buy-back 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 buy-back Shares pursuant to the Buy-back 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, 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 discretionary beneficiaries of a discretionary trust holding 229,844,851 Shares, representing approximately 33.38% 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 231,152,643 Shares, representing approximately 33.57% of the issued share capital of the Company. For the purpose of the Takeovers Code, these Parties and the trustee of the discretionary trust in its capacity as such as a concert party group with respect to the Company are taken to have an interest in a total of 460,997,494 Shares, representing approximately 66.94% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy-back Shares, then (if the present shareholdings of these Parties and the control of voting rights otherwise remained the same) the attributable shareholding of these Parties and the trustee of the discretionary trust in its capacity as such as a concert party group with respect to the Company would be increased to approximately 74.38% of the issued share capital of the Company. The Directors anticipate that such proportionate increase of voting rights by the group as a whole will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code and in any event the Directors would not exercise the Buy-back Mandate to such an extent that would result in takeover obligations under the Takeovers Code.

**8. SHARE BUY-BACKS**

No buy-back 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 nor has any such Connected Person undertaken not to sell any of the Shares held by him/her/it (in issue or to be issued to them) to the Company in the event that the Buy-back Mandate is granted.

**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 HK\$	Lowest HK\$
<b>2017</b>		
March	37.45	34.65
April	39.00	36.30
May	38.89*	37.15*
June	40.50	38.00
July	45.00	38.15
August	43.25	40.70
September	43.48*	40.90*
October	42.95	40.50
November	44.40	40.85
December	42.00	38.20
<b>2018</b>		
January	42.35	40.65
February	41.55	37.00
March (up to the Latest Practicable Date)	42.80	39.10

\* Subsequently adjusted according to the price adjustment method released by Hong Kong Exchanges and Clearing Limited in relation to special cash dividend.

The followings are the biographical details of Mr. Lo Hong Sui, Vincent, Professor Wong Yue Chim, Richard, Mrs. Lee Pui Ling, Angelina, Mr. Lee Siu Kwong, Ambrose, Mr. Chu Shik Pui, all of whom shall retire at the 2018 AGM in accordance with Bye-Laws, being eligible, have offered themselves for re-election.

1. Mr. Lo Hong Sui, Vincent, aged 70, has been a Director of the Group since 1970. He was an Executive Director of the Company prior to his re-designation as a Non-executive Director of the Company in December 2008. He is also the Chairman of the Shui On Group which he founded in 1971. The Shui On Group is principally engaged in property development, construction and construction materials with interests in Hong Kong and the Chinese Mainland. He is the Chairman of SOCAM Development Limited and Shui On Land Limited, both are listed on the Stock Exchange. He is also a Non-executive Director of Hang Seng Bank Limited. Mr. Lo is the Chairman of the Hong Kong Trade Development Council, the President of the Council for the Promotion & Development of Yangtze, an Economic Adviser of the Chongqing Municipal Government, a Vice Chairman of the Chamber of International Commerce Shanghai, the Honorary Life President of the Business and Professionals Federation of Hong Kong, an Honorary Court Chairman of The Hong Kong University of Science and Technology. He was awarded the Grand Bauhinia Medal (GBM) in 2017, the Gold Bauhinia Star in 1998 and was appointed a Justice of the Peace in 1999 by the Government of the Hong Kong Special Administrative Region.

Mr. Lo is a son of Madam Lo To Lee Kwan, an elder brother of Dr. Lo Ying Sui, a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony and Madam Law Wai Duen, and an uncle of Mr. Lo Chun Him, Alexander, all being Directors of the Company. Also, he is an uncle of Ms. Lo Bo Lun, Katherine, being senior management of the Company. As at the Latest Practicable Date, Mr. Lo a personal interest in 293 Shares of the Company within the meaning of Part XV of the SFO. He is also a discretionary beneficiary of a discretionary trust, being a substantial Shareholder of the Company, which owns 229,844,851 Shares as at the Latest Practicable Date.

Save as disclosed above, Mr. Lo did not hold any directorship in other listed public companies in the three years preceding the date of this circular or any position with the Company or other members of the Group.

Mr. Lo does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). 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.

A Director's fee of HK\$160,000 was paid to Mr. Lo in 2017. 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 2017 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Lo's emoluments are set out on page 72 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2017 Annual Report respectively. Mr. Lo 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. 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.

2. Professor Wong Yue Chim, Richard, aged 65, is an Independent Non-executive Director of the Company. He has been a Director of the Group since 1995 and is the Chairman of the Nomination Committee and a member of both the Audit Committee and the Remuneration Committee of the Company. Professor Wong is Chair of Economics at The University of Hong Kong. He is a leading figure in advancing economic research on policy issues in Hong Kong through his work as Founding Director of the Hong Kong Centre for Economic Research and the Hong Kong Institute of Economics and Business Strategy. He was awarded the Silver Bauhinia Star in 1999 in recognition of his contributions in education, housing, industry and technology development and was appointed a Justice of the Peace in 2000 by the Government of the Hong Kong Special Administrative Region. He is a member of Research Council of Our Hong Kong Foundation. Professor Wong is an Independent Non-executive Director of Orient Overseas (International) Limited, Pacific Century Premium Developments Limited, and Sun Hung Kai Properties Limited, all of which are companies whose shares are listed on the Stock Exchange. He is a former Independent Non-executive Director of CK Life Sciences Int'l., (Holdings) Inc. and Link Asset Management Limited (Manager of the publicly listed Link Real Estate Investment Trust).

Professor Wong does not have any relationships with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Professor Wong has a personal interest in 10,000 Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Professor Wong did not hold any directorship in other listed public companies in the three years preceding the date of this circular or any position with the Company or other members of the Group.

Professor Wong does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). 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.

A Director's fee of HK\$160,000 was paid to Professor Wong in 2017. 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 2017 AGM as an ordinary remuneration payable to each Director. In addition, Professor Wong received annual remunerations of Board Committees in the aggregate sum of HK\$280,000 for the year ended 31 December 2017. 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. The basis and amount of Professor Wong's emoluments are set out on page 72 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2017 Annual Report respectively. Professor Wong has no other emoluments except the aforesaid Director's fee and remunerations.

Professor Wong, who has served the Board for more than 22 years, confirmed that he has satisfied all factors as set out in Rule 3.13 of the Listing Rules in assessing his independence. The Nomination Committee of the Company considered that his long service would not affect his exercise of independent judgment and was satisfied that Professor Wong has the required integrity and experience to continue fulfilling the role of Independent Non-executive Director.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Professor Wong'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.

3. Mrs. Lee Pui Ling, Angelina, aged 69, was appointed as an Independent Non-executive Director of the Company in 2002 and is the Chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company. She is a practicing solicitor in Hong Kong and a partner of the firm of solicitors, Woo, Kwan, Lee & Lo. She is also a Non-executive Director of CK 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 does not have any relationships with any Directors, senior management, 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 SFO.

Save as disclosed above, Mrs. Lee did not hold any directorship in other listed public companies in the three years preceding the date of this circular or any position with the Company or other members of the Group.

Mrs. Lee does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). She has not been 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.

A Director's fee of HK\$160,000 was paid to Mrs. Lee in 2017. 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 2017 AGM as an ordinary remuneration payable to each Director. In addition, Mrs. Lee received annual remunerations of Board Committees in the aggregate sum of HK\$280,000 for the year ended 31 December 2017. 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. The basis and amount of Mrs. Lee's emoluments are set out on page 72 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2017 Annual Report respectively. Mrs. Lee has no other emoluments except the aforesaid Director's fee and remunerations.

Mrs. Lee, who has served the Board for more than 15 years, confirmed that she has satisfied all factors as set out in Rule 3.13 of the Listing Rules in assessing her independence. The Nomination Committee of the Company considered that her long service would not affect her exercise of independent judgement and was satisfied that Mrs. Lee has the required integrity and experience to continue fulfilling the role of Independent Non-executive Director.

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.

4. Mr. Lee Siu Kwong, Ambrose, aged 69, was appointed as an Independent Non-executive Director of the Company in January 2016 and is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He is currently an independent non-executive director of HSBC Bank (China) Company Limited and was a non-executive director of Digital Broadcasting Corporation Hong Kong Limited. Mr. Lee had served with the Hong Kong Government for 38 years and retired from it in 2012. He joined the Hong Kong Government as an Immigration Officer in 1974. He advanced through the ranks and in 1998, took charge of the Department as Director of Immigration. In 2002, Mr. Lee was appointed as Commissioner of the Independent Commission Against Corruption and one year later, he was appointed as Secretary for Security of the HKSAR Government. Throughout his years of service, Mr. Lee developed ample experience in



government administration, executive management, law enforcement and crisis management. Mr. Lee was a Hong Kong deputy to the 12th National People's Congress and is a Vice Chairman of the Council of Lifeline Express Hong Kong Foundation. He was awarded the Gold Bauhinia Star in 2009 and the Hong Kong Immigration Service Medal for Distinguished Service in 1998. Mr. Lee graduated from The University of Hong Kong with a Bachelor Degree of Science in Electrical Engineering and had also pursued administrative development and senior executive studies at Tsinghua University, University of Oxford, Harvard University and INSEAD.

Mr. Lee does not have any relationship with any Directors, senior management, 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 SFO.

Save as disclosed above, Mr. Lee did not hold any directorship in other listed public companies in the three years preceding the date of this circular or any position with the Company or other members of the Group.

Mr. Lee does not have any service contract with the Company or any of its subsidiaries which is not determinable by the Company within one year without payment of compensation (other than statutory compensations). He has not been 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.

A Director's fee of HK\$160,000 was paid to Mr. Lee in 2017. 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 2017 AGM as an ordinary remuneration payable to each Director. In addition, Mr. Lee received annual remunerations of Board Committees in the aggregate sum of HK\$270,000 per annum. 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. The basis and amount of Mr. Lee's emoluments are set out on page 72 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2017 Annual Report respectively. Mr. 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 Mr. 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.

5. Mr. Chu Shik Pui, aged 56, joined the Group in 1989 and was appointed as an Executive Director of the Company in December 2015. He is a member of the Finance Committee and also the Head of Tax and Investment primarily responsible for the Group's taxation, finance and investment matters. Mr. Chu is a fellow of The Chartered Association of Certified Accountants, an associate of The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a full member of the Society of Registered Financial Planners. Mr. Chu has 30 years' aggregated experience in taxation, finance, accounting, legal, and acquisition and investment.

Mr. Chu does not have any relationship with any Directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he has a personal interest in 91,202 Shares and 810,000 share options of the Company and 8,000 units in Champion Real Estate Investment Trust within the meaning of Part XV of the SFO.

Mr. Chu did not hold any directorship in other listed public companies in the three years preceding the date of this circular or any position with the Company or other members of the Group.

Mr. Chu does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). He has not been 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.

A Director's fee of HK\$160,000 was paid to Mr. Chu in 2017. 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 2017 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Chu's emoluments are set out on page 72 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2017 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. Chu'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 2018 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 OF 2018 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2018 Annual General Meeting of Great Eagle Holdings Limited (“the Company”) will be held at Suite 3003, 30th Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, on Tuesday, 24 April 2018 at 4:00 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 2017 together with the Reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend of HK48 cents per share and a special final dividend of HK50 cents per share for the year ended 31 December 2017.
3. To re-elect Mr. Lo Hong Sui, Vincent as a Non-executive Director.
4. To re-elect Professor Wong Yue Chim, Richard as an Independent Non-executive Director.
5. To re-elect Mrs. Lee Pui Ling, Angelina as an Independent Non-executive Director.
6. To re-elect Mr. Lee Siu Kwong, Ambrose as an Independent Non-executive Director.
7. To re-elect Mr. Chu Shik Pui as an Executive Director.
8. To fix the Director’s fee for each of the Directors of the Company at HK\$180,000 per annum.
9. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Company’s Auditor and authorise the Board of Directors to fix the Auditor’s remuneration.

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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As special businesses 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 buy-back ordinary shares in the capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised 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 authorised to buy-back 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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## NOTICE OF 2018 ANNUAL 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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## NOTICE OF 2018 ANNUAL 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, 20 March 2018

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal Place of Business in Hong Kong:*

33rd Floor, Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

*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 the office of the Company 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.

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## NOTICE OF 2018 ANNUAL GENERAL MEETING

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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) To attend and vote at the 2018 Annual General Meeting

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2018 Annual General Meeting, the Registers of Members will be closed from Wednesday, 18 April 2018 to Tuesday, 24 April 2018, both days inclusive.

In order to be eligible to attend and vote at the 2018 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 of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (the "Branch Share Registrar") for registration not later than 4:30 p.m. on Tuesday, 17 April 2018.

- (ii) To qualify for the proposed 2017 final dividend and special final dividend

For the purpose of ascertaining the Shareholders' entitlement to the proposed 2017 final dividend and special final dividend, the Registers of Members will be closed from Wednesday, 2 May 2018 to Monday, 7 May 2018, both days inclusive.

In order to qualify for the proposed 2017 final dividend and special 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 Monday, 30 April 2018.

5. The Board of Directors has recommended the payment of a final dividend of HK48 cents per share and a special final dividend of HK50 cents per share for the year ended 31 December 2017. Taken together with the interim dividend of HK30 cents per share and a special interim dividend of HK50 cents per share paid on 18 October 2017, the total dividend for the year 2017 is HK\$1.78 per share. Dividend warrants and share certificates in respect of the proposed 2017 final dividend and special final dividend are expected to be despatched to the Shareholders on 11 June 2018.
6. Concerning Resolutions numbered 3 to 7 above, Mr. Lo Hong Sui, Vincent, Professor Wong Yue Chim, Richard, Mrs. Lee Pui Ling, Angelina, Mr. Lee Siu Kwong, Ambrose and Mr. Chu Shik Pui 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 20 March 2018 (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 11 to the consolidated financial statements contained in the Annual Report 2017.
7. Concerning Resolution numbered 8 above, in accordance with the Bye-laws, 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 2018 shall be at HK\$180,000 per annum (2017: HK\$160,000 per annum).
8. Concerning Resolutions numbered 10 and 11 above, the Directors wish to state that there are no immediate plans to buy-back any existing shares or to issue any new shares or warrants otherwise than the scrip dividend arrangement of the proposed 2017 final dividend. 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 buy-back by the Company of its own shares, as required by the Rules Governing the Listing of Securities on the Stock Exchange is set out in Appendix I to the Circular.
9. The votes at the Annual General Meeting will be taken by poll.