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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 2014 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2014 Annual General Meeting of Great Eagle Holdings Limited (“the Company”) will be held at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 April 2014 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 2013 together with the Reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend of HK43 cents per share and a special final dividend of HK50 cents per share for the year ended 31 December 2013.
3. To re-elect Mr. Cheng Hoi Chuen, Vincent as an Independent Non-executive Director.
4. To re-elect Madam Law Wai Duen as an Executive Director.
5. To re-elect Mr. Lo Hong Sui, Vincent as a Non-executive Director.
6. To re-elect Mr. Kan Tak Kwong as an Executive Director.
7. To fix the maximum number of Directors at 15 and authorise the Directors to appoint additional Directors up to such maximum number.
8. To fix the Director’s fee for each of the Directors of the Company at HK\$130,000 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.

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 (“Shares”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized 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 authorized 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.”

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.

“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).”

12. “**THAT** the grant of options to Dr. Lo Ka Shui, a substantial shareholder, the Chairman and Managing Director of the Company, under the existing Share Option Scheme of the Company to subscribe for an aggregate of 630,000 ordinary shares of HK\$0.50 each of the Company at the exercise price of HK\$26.05 per share on 27 February 2014 be and is hereby ratified, confirmed and approved and **THAT** any one director of the Company other than the grantor, be and is hereby authorised for and on behalf of the Company to do all such acts, matters and things and take all such steps as he may in his discretion consider necessary, desirable or expedient to give full effect to this resolution.”

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

Hong Kong, 26 March 2014

*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 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.
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) Entitlement to attend and vote at the 2014 Annual General Meeting

For the purpose of ascertaining the entitlement of the shareholders to attend and vote at the 2014 Annual General Meeting, the Register of Members of the Company will be closed from Thursday, 24 April 2014 to Wednesday, 30 April 2014, both days inclusive.

In order to be eligible to attend and vote at the 2014 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 for registration not later than 4:30 p.m. on Wednesday, 23 April 2014.

- (ii) Entitlement to the proposed 2013 final dividend and special final dividend

For the purpose of ascertaining the entitlement of the shareholders to the proposed 2013 final dividend and special final dividend, the Register of Members of the Company will be closed from Friday, 9 May 2014 to Wednesday, 14 May 2014, both days inclusive.

In order to qualify for the proposed 2013 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 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 for registration not later than 4:30 p.m. on Thursday, 8 May 2014.

5. The Board of Directors has recommended the payment of a final dividend of HK43 cents per share (2012: HK43 cents per share) and a special final dividend of HK50 cents per share (2012: Nil) for the year ended 31 December 2013. Taken together with the interim dividend of HK23 cents per share and the special interim dividend of HK\$1.00 per share paid on 16 October 2013, the total dividend for the year 2013 is HK\$2.16 per share (2012 total dividend: HK66 cents per share, comprising an interim dividend of HK23 cents and a final dividend of HK43 cents). Dividend warrants and share certificates in respect of the proposed 2013 final dividend and special final dividend are expected to be despatched to the shareholders on 18 June 2014.
6. Concerning Resolutions numbered 3 to 6 above, Mr. Cheng Hoi Chuen, Vincent, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Mr. Kan Tak Kwong 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 26 March 2014 (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 13 to the consolidated financial statements contained in the Annual Report 2013.

7. Concerning Resolution numbered 7 above, according to the Bye-laws of the Company, the Company may in general meeting authorize the Board of Directors of the Company to appoint any person as a Director as an addition to the Board up to the maximum number fixed by the Company. Subject to the approval of the shareholders, the maximum number of Directors shall be fixed at 15.
8. Concerning Resolution numbered 8 above, in accordance with the Bye-laws of the Company, 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 2014 shall remain at HK\$130,000 per annum.
9. 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 2013 final dividend and special 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 (the "Listing Rules") is set out in Appendix I to the Circular.
10. Concerning Resolution numbered 12 above, the Directors (including the Independent Non-executive Directors) other than the grantor who has abstained from voting consider that the terms of the options conditionally granted to Dr. Lo Ka Shui are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole and accordingly recommend the shareholders of the Company to vote in favour of the ordinary resolution. Pursuant to Rule 17.04(1), Dr. Lo Ka Shui and his associate (as defined under the Listing Rules) and all connected persons of the Company shall abstain from voting in favour of the resolution approving the grant of the options to Dr. Lo Ka Shui at the Annual General Meeting.
11. The votes at the Annual General 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; 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.*