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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) 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 Friday, 31 October 2014 at 3:30 p.m. for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the Framework Deed and the PRC SPAs (both defined in the circular to the shareholders of the Company dated 26 September 2014 (the “**Circular**”), copies of which have been produced to this meeting respectively marked “A” and “B” and signed by the chairman of this meeting for identification purpose, and the transactions contemplated thereunder be and are hereby confirmed, approved, authorised and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised for and on behalf of the Company to execute (and any two of the directors of the Company, or any one of the directors of the Company and the company secretary of the Company, be and are hereby authorised for and on behalf of the Company, if necessary, to sign and affix the common seal of the Company to) any such documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion as necessary or desirable, incidental to, ancillary to or in connection with or otherwise to give effect to the matters contemplated in the Framework Deed, the PRC SPAs and the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the SPA (as defined in the Circular), a copy of which has been produced to this meeting marked “C” and signed by the chairman of this meeting for identification purpose, and the transactions contemplated thereunder, including without limitation the assignment of shareholder loan, be and are hereby confirmed, approved, authorised and ratified; and
- (b) any one of the directors of the Company be and is hereby authorised for and on behalf of the Company to execute (and any two of the directors of the Company, or any one of the directors of the Company and the company secretary of the Company, be and are hereby authorised for and on behalf of the Company, if necessary, to sign and affix the common seal of the Company to) any such documents, instruments and agreements and to do any such acts or things as may be deemed by him/her/them in his/her/their absolute discretion as necessary or desirable, incidental to, ancillary to or in connection with or otherwise to give effect to the matters contemplated in the SPA and the transactions contemplated thereunder.”

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

Hong Kong, 26 September 2014

Notes:

1. A member entitled to attend and vote at the abovementioned meeting is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at 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 holding the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the SGM or any adjournment thereof should they so wish.
3. The votes at the abovementioned meeting will be taken by poll.

As at the date of this notice, 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.