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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)

NOTICE OF 2012 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 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 Thursday, 10 May 2012 at 3:30 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 2011 together with the Reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend of HK40 cents per share (with scrip option) for the year ended 31 December 2011.
3. To re-elect Mr. Lo Kai Shui as an Executive Director.
4. To re-elect Madam Lo To Lee Kwan as a Non-executive Director.
5. To re-elect Professor Wong Yue Chim, Richard as an Independent Non-executive Director.
6. To re-elect Madam Law Wai Duen 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 Auditor’s remuneration.

As special business 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 repurchase 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 repurchase 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).”

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

Hong Kong, 2 April 2012

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) For ascertaining the shareholders' entitlement to attend and vote at the Annual General Meeting

From Monday, 7 May 2012 to Thursday, 10 May 2012, both days inclusive, for the purpose of ascertaining the shareholders' entitlement to attend and vote at the Annual General Meeting. In order to be eligible to attend and vote at the 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 (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 Friday, 4 May 2012.

(ii) For ascertaining the shareholders' entitlement to the 2011 final dividend

From Thursday, 17 May 2012 to Tuesday, 22 May 2012, both days inclusive, for the purpose of ascertaining the shareholders' entitlement to the 2011 final dividend. In order to qualify for the 2011 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration no later than 4:30 p.m. on Wednesday, 16 May 2012.

5. The Board of Directors has recommended the payment of a final dividend for the year ended 31 December 2011 of HK40 cents per share (2010: HK38 cents per share). Shareholders will be given the option to receive the final dividend in new shares in lieu of cash ("Scrip Dividend Arrangement"). Taken together with the interim dividend of HK21 cents per share paid on 14 October 2011, the total dividend for the year 2011 is HK61 cents per share (2010 total dividend: HK57 cents per share, comprising an interim dividend of HK19 cents and a final dividend of HK38 cents). The Scrip Dividend Arrangement is subject to: (1) the approval of proposed final dividend at the Annual General Meeting; and (2) The Stock Exchange of Hong Kong Limited granting the listing of and permission to deal in the new shares to be issued pursuant thereto.

A circular containing details of the Scrip Dividend Arrangement will be despatched to the shareholders together with the form of election for scrip dividend on or about 25 May 2012. Dividend warrants and share certificates in respect of the proposed final dividend are expected to be despatched to the shareholders on 27 June 2012.

6. Concerning Resolutions numbered 3 to 6 above, Mr. Lo Kai Shui, Madam Lo To Lee Kwan, Professor Wong Yue Chim, Richard and Madam Law Wai Duen 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 2 April 2012 (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 2011.

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 2012 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 repurchase any existing shares or to issue any new shares or warrants otherwise than the Scrip Dividend Arrangement. 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 repurchase by the Company of its own shares, as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the Circular.
10. The votes at the Annual General 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.