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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 2009 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2009 Annual General Meeting of Members of Great Eagle Holdings Limited (“the Company”) will be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 May 2009 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited Financial Statements of the Company for the year ended 31 December 2008 together with the Reports of the Directors and Auditors thereon.
2. To declare a final dividend.
3. To re-elect the retiring Directors.
4. To fix a maximum number of Directors and authorise the Directors to appoint additional Directors up to such maximum number.
5. To fix the Director’s fee of the Company.
6. 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

7. **“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.”

8. **“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 as at the date of the passing of 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 give 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 Register 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).”

9. “**THAT** conditional upon the passing of Resolutions numbered 7 and 8 set out in this Notice convening this meeting, the aggregate nominal amount of the shares which are repurchased or otherwise acquired by the Company pursuant to Resolution numbered 7 shall be added to the aggregate nominal amount of the shares which may be issued pursuant to Resolution numbered 8, provided that such an amount shall not exceed 10 percent of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution.”
10. “**THAT** subject to and conditional upon the passing of Ordinary Resolution No. 11 set out in this Notice and the conditions referred to therein being satisfied or fulfilled, the operation of the existing share option scheme of the Company adopted on 10 June 1999 be hereby terminated with effect from the adoption of the New Share Option Scheme (such that no further options could thereafter be offered under the existing share option scheme of the Company but in all other respects the provisions of the existing share option scheme of the Company shall remain in full force and effect).”
11. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, Shares to be issued pursuant to the exercise of options which may be granted under the New Share Option Scheme (copy of which is produced to this meeting and signed by the Chairman of this meeting for the purpose of identification), the rules of the New Share Option Scheme be and are hereby approved and adopted and that any director of the Company be and is hereby authorized to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme.”

and, as special business to consider and, if thought fit, pass with or without modification, the following resolution as a Special Resolution:

SPECIAL RESOLUTION

12. “**THAT** “鷹君集團有限公司” be adopted as the secondary name of the Company and THAT such documents in connection with the adoption of the secondary name be filed and registered with the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) and the Registrar of Companies in Bermuda pursuant to the Companies Act 1981 of Bermuda (as amended) and that the directors of the Company be and are hereby authorized to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect and implement such adoption of secondary name by the Company and, if the proposed secondary name is registered by other parties prior to registration by the Company, the adoption of another secondary name as the Directors may deem fit to replace “鷹君集團有限公司”.”

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

Hong Kong, 14 April 2009

Notes:

1. A member entitled to attend at the 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 meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending in person should you so wish. In the event that you attend the meeting or adjourned meeting (as the case may be) after having lodged a form a 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 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 meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members so the Company in respect of such share shall alone be entitled to vote in respect of such jointing. 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 Register of Members of the Company will be closed from Friday, 22 May 2009 to Wednesday, 27 May 2009, both days inclusive, during which period no share transfers will be effected. For those Shareholders who are not already on the Register of Members, in order to qualify for attending the meeting convened by the above notice, all share certificates accompanied by the duly completed transfers must be lodged with the Hong Kong Branch

Registrars of the Company, 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, 21 May 2009.

5. The Board of Directors has announced a final dividend for the year ended 31 December 2008 of HK35 cents per share (2007: HK35 cents per share). Shareholders will be given the option to receive the final dividend in new shares in lieu of cash ("Scrip Dividend Arrangement"). Together with the interim dividend of HK20 cents per share (2007: HK15 cents per share) and a special interim dividend of HK\$2.7 per share (2007: Nil), the total dividend for the year amounts to HK\$3.25 per share (2007: HK50 cents per share).
6. Concerning Resolution numbered 3 above, Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Vincent, Dr. Lo Ying Sui, Archie and Professor Wong Yue Chim, Richard will retire from office at the forthcoming 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 14 April 2009 (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 2008.
7. Concerning Resolution numbered 4 above, according to the Bye-Laws of the Company, the Company may in general meeting authorize the board of Directors (the "Board") 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 5 above, in accordance with the By-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 2009 shall remain at HK\$120,000 per annum.
9. Concerning Resolutions numbered 7 to 9 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 Shareholder to make an informed decision on whether to vote for or against the Resolutions numbered 7 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. Information regarding the Resolutions numbered 10 to 12 is contained in the Circular. The same is available for download from the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<http://www.GreatEagle.com.hk>).
11. 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, Archie; and three Independent Non-executive Directors, namely Mr. CHENG Hoi Chuen, Vincent, Professor WONG Yue Chim, Richard and Mrs. LEE Pui Ling, Angelina.