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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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**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)

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME AND  
TERMINATION OF THE OPERATION  
OF THE EXISTING SHARE OPTION SCHEME,  
ADOPTION OF CHINESE NAME AS SECONDARY NAME  
AND  
NOTICE OF 2009 ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Great Eagle Holdings Limited to be held at the Penthouse, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 27 May 2009 at 3:00 p.m. is set out on pages 26 to 30 of this circular.

Whether or not you intend to be present at the 2009 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 office 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 2009 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2009 AGM or any adjourned meeting should you so wish.

14 April 2009

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## DEFINITIONS

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

“2009 AGM”	the AGM to be convened at 3:00 p.m. on Wednesday, 27 May 2009, notice of which is set out on pages 26 to 30 of this circular
“Adoption Date”	27 May 2009 (the date on which the Scheme is adopted by resolution of the Company in general meeting)
“Allotment Date”	the date on which Shares are allotted to the Grantee (or his or her legal representatives) pursuant to the Option granted and exercised hereunder
“AGM”	annual general meeting of the Company
“Auditor”	the auditor for the time being of the Company
“Board”	the board of Directors
“Business Day”	means a day (other than a Saturday or a Sunday) on which licensed banks are generally open for business in Hong Kong and the Stock Exchange is open for business of dealing in securities
“Chinese Name”	“鷹君集團有限公司”, the Chinese name proposed to be adopted by the Company as its secondary name
“Commencement Date”	in respect of any particular Option, the date upon which the Option is deemed to be granted and accepted in accordance with paragraph 3.3 of the Scheme
“Company”	Great Eagle Holdings Limited
“Connected Person”	has the same meaning ascribed to it in the Listing Rules
“Directors”	the directors of the Company
“Exercise Period”	in respect of any particular Option, the period to be notified by the Board to each Grantee which the Board may in its absolute discretion determine, save that such period shall not be more than 10 years from the date of grant

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## DEFINITIONS

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“Existing Share Option Scheme”	The share option scheme adopted by the Company pursuant to an ordinary resolution passed on 10 June 1999 and amended by an ordinary resolution passed on 20 December 2001. Pursuant to which the Board may grant options to eligible employees, including executive directors of the Company and its subsidiaries, to subscribe for shares in the Company
“Grantee”	any Participant who accepts the offer of the grant of an Option in accordance with the terms of the Scheme, and where the context permits, any person who is entitled to any such Option in consequence of the death of the original Grantee
“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”	8 April 2009, 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
“New Share Option Scheme”	the share option scheme proposed to be adopted at the 2009 AGM, the principal terms of which are set out in Appendix III to this circular
“Notice”	the notice convening the 2009 AGM dated 14 April 2009 as set out on pages 26 to 30 of this circular
“Offer Date”	the date on which an Option is offered to a Participant
“Option”	an option to subscribe for Shares granted pursuant to the Scheme

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## DEFINITIONS

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“Option Period”	in respect of any particular Option, the period of 36 months commencing on the expiry of 24 months after the Commencement Date and expiring on the last day of the 36 month period or such other period to be determined by the Board at its absolute discretion and notified by the Board to each Grantee as being the period during which an Option may be exercised, such period to expire not later than 10 years from the date of grant of the Option. The Board may also provide restrictions on the exercise of such Option during the period an Option may be exercised as provided in paragraph 5.2
“Participant”	any person the Board may select to be offered an Option, subject to compliance with applicable laws, including, without limitation, any full-time or part-time employee of the Company or any Subsidiary, any executive or non-executive director of the Company or any Subsidiary and any associate, agent or contractor of the Company or any Subsidiary
“Repurchase Mandate”	the general and unconditional mandate to exercise all the power of the Company to repurchase 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
“Scheme”	this Great Eagle Holdings Limited Share Option Scheme in its present form or as amended from time to time
“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
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option

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## DEFINITIONS

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“Subsidiary”	means a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong) or the Companies Act 1981 (Bermuda) or the local companies law, act and/or ordinance where the subject company was incorporated)
“HK\$”	Hong Kong dollars

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## LETTER FROM THE BOARD

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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)

*Directors:*

LO Ka Shui, *Chairman and Managing Director*  
LO Kai Shui, *Deputy Managing Director*  
LO TO Lee Kwan<sup>#</sup>  
CHENG Hoi Chuen, Vincent\*  
WONG Yue Chim, Richard\*  
LEE Pui Ling, Angelina\*  
LO Hong Sui, Antony  
LAW Wai Duen  
LO Hong Sui, Vincent<sup>#</sup>  
LO Ying Sui, Archie<sup>#</sup>  
KAN Tak Kwong, *General Manager*

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal Office:*

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

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

\* *Independent Non-executive Directors:*

14 April 2009

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
ADOPTION OF NEW SHARE OPTION SCHEME AND  
TERMINATION OF THE OPERATION  
OF THE EXISTING SHARE OPTION SCHEME,  
ADOPTION OF CHINESE NAME AS SECONDARY NAME  
AND  
NOTICE OF 2009 ANNUAL GENERAL MEETING**

### 1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding the proposed general mandates to repurchase and to issue shares, re-election of retiring Directors, adoption of New Share Option Scheme and termination of the operation of the Existing Share Option Scheme, adoption of Chinese Name as secondary name of the Company and to seek your approval at the 2009 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 REPURCHASE AND TO ISSUE SHARES**

At the annual general meeting held on 23 May 2008, general mandates were given to the Directors: (i) 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 ordinary resolutions and (ii) to exercise the powers of the Company to repurchase Shares up to a maximum of 10 percent of the issued share capital of the Company at the date of passing of the ordinary resolution. Such mandates will lapse at the conclusion of the 2009 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2009 AGM to grant the Issue Mandate and Repurchase Mandate to the Directors.

The Issue Mandate and the Repurchase Mandate would continue in force until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws of the Company to be held or until the Issue Mandate and the Repurchase Mandate are revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever is the earlier.

An additional ordinary resolution will also be proposed at the 2009 AGM to grant the Issue Mandate to the Directors and to extend the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate respectively. As at the Latest Practicable Date, the issued share capital of the Company comprised 609,664,159 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2009 AGM, the Company would be allowed under the Issue Mandate to issue a maximum of 121,932,831 Shares, representing 20 percent of the issued Shares as at the Latest Practicable Date.

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 Company, Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Vincent, Dr. Lo Ying Sui, Archie and Professor Wong Yue Chim, Richard shall retire at the 2009 AGM and, being eligible, have offered themselves for re-election.

Their biographical details which are required to be disclosed by the Listing Rules are set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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#### **4. PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME AND TERMINATION OF THE OPERATION OF THE EXISTING SHARE OPTION SCHEME**

The Existing Share Option Scheme adopted by the Company pursuant to an ordinary resolution passed on 10 June 1999 and amended by an ordinary resolution passed on 20 December 2001 will expire on 10 June 2009.

At the 2009 AGM, an ordinary resolution will be proposed for the Company to approve the adoption of the New Share Option Scheme. As at the Latest Practicable Date, the Company has not adopted any share option scheme other than the Existing Share Option Scheme.

It is proposed that subject to the approval of the Shareholders of the adoption of the New Share Option Scheme at the 2009 AGM and the conditions precedent of the New Share Option Scheme having been satisfied or fulfilled, the operation of the Existing Share Option Scheme shall be terminated with effect from the conclusion of the 2009 AGM (such that no further options could thereafter be offered under the Existing Share Option Scheme but in all other respects the provisions of the Existing Share Option Scheme shall remain in full force and effect). Options granted during the life of the Existing Share Option Scheme and remain unexpired prior to the expiry of the Existing Share Option Scheme shall continue to be exercisable in accordance with their terms of issue after the expiry of the Existing Share Option Scheme. The New Share Option Scheme shall take effect, subject to the Stock Exchange granting the necessary approvals for the listing of and dealing in the Shares to be issued and allotted pursuant to the exercise of options in accordance with the terms and conditions of the New Share Option Scheme, on the date of its adoption at the 2009 AGM. Operation of the New Share Option Scheme will commence after all conditions precedent have been fulfilled.

The purpose of adopting the New Share Option Scheme is to motivate Participants of the Company or any Subsidiary and to allow them to participate in the growth of the Company. The Board considers that it is in line with market practice that appropriate Participants, as determined by the Board from time to time on the basis of their contribution or potential contribution to the development and growth of the Group, should be given incentives in the form of options to subscribe for Shares.

The terms of the New Share Option Scheme provide that in granting options under the New Share Option Scheme, the Board can determine whether there is any minimum holding period, and whether there is any performance target which must be achieved, before an option granted under the New Share Option Scheme can be exercised. The Board will also determine the option price per Share payable on the exercise of an option according to the terms of the New Share Option Scheme. The Company does not at present intend to appoint a trustee to the Share Option Scheme.

A summary of the principal terms of the proposed New Share Option Scheme is set out in Appendix III to this circular.

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## LETTER FROM THE BOARD

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The Directors consider that it is not appropriate to state the value of all options that can be granted pursuant to the New Share Option Scheme as if they had been granted at the Latest Practicable Date. The Directors believe that any statement regarding the value of the options as at the Latest Practicable Date will not be meaningful to the Shareholders, taking into account the number of variables which are crucial for the calculation of the option value which have not been determined. Such variables include the exercise price, Exercise Period, any lock-up period, any performance targets set and other relevant variables.

Subject to the obtaining of Shareholders' approval with respect to the adoption of the New Share Option Scheme, the total number of Shares which may be issued upon exercise of all options which may be granted under the New Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the Shares in issue at the date of approval of the New Share Option Scheme.

As at the Latest Practicable Date, 12,793,000 options have been granted under the Existing Share Scheme since its date of adoption, of which 5,278,000 options have been exercised, 820,000 options have lapsed and no options have been cancelled. An aggregate of 6,695,000 Shares remain issuable upon the exercise in full of all outstanding options under the Existing Share Scheme which are yet to be exercised upon vesting under the Existing Share Option Scheme. Save as aforesaid and up to the Latest Practicable Date, no other options have been granted under the Existing Share Option Scheme or any other schemes. The Directors confirm that between the dates of this circular and the 2009 AGM, they will not grant any further options under the Existing Share Option Scheme.

Assuming no Shares will be issued or repurchased from the Latest Practicable Date to the date of the 2009 AGM on which the New Share Option Scheme is expected to be adopted by the Shareholders, the total number of the Shares in issue as at the date of the 2009 AGM will be 609,664,159. Subject to the New Share Option Scheme becoming effective, the Company may grant options under the New Share Option Scheme and any other share option schemes of the Company in respect of which up to 60,966,415 Shares may be issued.

The New Share Option Scheme will become effective for a period of 10 years commencing on the date of the 2009 AGM subject to:

- (i) passing of the ordinary resolution to terminate the Existing Share Option Scheme by the shareholders of the Company at the 2009 AGM
- (ii) passing of the ordinary resolution to adopt the Scheme by the Shareholders of the Company at the 2009 AGM and authorize the directors of the Company to grant Options to subscribe for Shares hereunder and to allot and issue Shares pursuant to the exercise of any Options granted under the Scheme; and
- (iii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, up to 60,966,415 Shares (subject to adjustment as is permissible under the rules of the New Share Option Scheme), representing 10% of the Shares in issue as at the date of the 2009 AGM (assuming no Shares will

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## LETTER FROM THE BOARD

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be issued or repurchased by the Company from the Latest Practicable Date to such date), which may be issued pursuant to the exercise of options granted under the New Share Option Scheme.

No shareholder is required under the Listing Rules abstain from voting on the ordinary resolution to approve the Share Option Scheme.

Application will be made to the Listing Committee of the Stock Exchange for the grant of the listing of and permission to deal in the Shares up to 60,966,415 Shares (subject to adjustment as is permissible under the rules of the New Share Option Scheme), representing 10% of the Shares in issue as at the date of the 2009 AGM (assuming no Shares will be issued or repurchased by the Company from the Latest Practicable Date to such date) which may be issued pursuant to the exercise of options granted under the New Share Option Scheme and any other share option schemes of the Company. As at the Latest Practicable Date, no option has been agreed to be granted under the New Share Option Scheme.

A copy of the proposed New Share Option Scheme will be available for inspection at the principal place of business of the Company in Hong Kong at 33rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong during normal business hours on any business day (except public holidays) up to and including 27 May 2009 and will also be available for inspection at the 2009 AGM.

### **5. PROPOSED ADOPTION OF CHINESE NAME AS SECONDARY NAME**

The Board proposed to formally adopt Chinese name “鷹君集團有限公司” as the official secondary name of the Company.

The proposed adoption of Chinese Name is subject to (i) the passing of a special resolution by the Shareholders at the Annual General Meeting approving the adoption of Chinese Name as the Company’s secondary name; (ii) the approval by the Registrar of Companies in Bermuda; (iii) the issue of a Certificate of Registration of Change of Corporate Name of Non-Hong Kong Company by the Companies Registry in Hong Kong. Assuming all the aforesaid conditions are fulfilled, the adoption of Chinese Name as the secondary name of the Company shall take effect from the date entry of the secondary name on the register of companies by the Registrar of Companies in Bermuda. The Company will carry out all necessary filing procedures with the Registrar of Companies in Bermuda and also notify the Registrar of Companies in Hong Kong under Part XI of the Companies Ordinance, Chapter 32 of the Laws of Hong Kong. If the proposed Chinese Name is registered by other parties prior to our registration, the Company will propose other Chinese name as the Directors may deem fit to replace “鷹君集團有限公司”. Further announcement will be made by the Company prior to the 2009 AGM if any new secondary name is proposed.

The Board also proposed to adopt a Chinese stock short name for the purpose of trading on the Stock Exchange.

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## LETTER FROM THE BOARD

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The proposed adoption of Chinese Name as the official secondary name by the Company will not affect any rights of the existing Shareholders. All existing certificates for securities of the Company in issue, after the adoption of Chinese Name, will continue to be evidence of title to such securities of the Company and will continue to be valid for trading, settlement, delivery and registration purpose.

Further announcement will be made by the Company in relation to the effective date of the adoption of Chinese Name as the official secondary name of the Company and the adoption of a Chinese stock short name on the Stock Exchange.

### **6. 2009 ANNUAL GENERAL MEETING**

At the 2009 AGM, ordinary resolutions will be proposed for the Repurchase Mandate, Issue Mandate, re-election of retiring Directors, adoption of New Share Option Scheme and termination of the operation of the Existing Share Option Scheme and a special resolution will be proposed for the adoption of Chinese Name as secondary name.

The Notice is set out on pages 26 to 30 of this circular. Shareholders are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2009 AGM in accordance with the instructions printed thereon.

### **7. RESPONSIBILITY STATEMENT**

This document includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the issuer. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this document and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

### **8. RECOMMENDATION**

The Directors consider that the renewal of general mandates, the re-election of retiring Directors, the adoption of the New Share Option Scheme and the adoption of Chinese name as the official secondary name as aforesaid are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant ordinary resolutions to be proposed at the 2009 AGM.

### **9. GENERAL INFORMATION**

Your attention is drawn to the addition information set out in the Appendix I (Explanatory Statement), Appendix II (Details of the Retiring Directors to be Re-elected) and Appendix III (Summary of the principal terms of the New Share Option Scheme) 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 repurchase 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 Repurchase Mandate at the AGM.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 609,664,159 Shares. On the basis that no further Shares are issued or repurchased prior to the date of the 2009 AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 60,966,415 Shares, representing 10 percent of the issued Shares as at the Latest Practicable Date.

## **2. REASON FOR REPURCHASE 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 repurchase Shares in the market. Such repurchase 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 repurchases will benefit the Company and its Shareholders.

## **3. SOURCE OF FUNDS**

It is proposed that repurchases of Shares under the Repurchase Mandate would be financed from internal funds and available banking facilities of the Company. In repurchasing Shares, 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 Repurchase Mandate was exercised in full at any time during the proposed repurchase period, it would 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 2008). The Directors do not propose to exercise the Repurchase 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 2008) 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), as any present intention, in the event that the Repurchase 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 make repurchases of Shares pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

**7. EFFECT OF TAKEOVERS CODE**

If on exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes 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.

Should the directors exercise the proposed Repurchase Mandate in full, provided that the present shareholdings remain the same, the shareholding of a substantial shareholder of the Company, HSBC International Trustee Limited ("HITL"), holdings 274,494,364 Shares, which comprise (i) 200,382,200 shares held by HITL as trustee of a discretionary trust, of which Dr. Lo Ka Shui, Mr. Lo Kai 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, Archie are the beneficiaries; (ii) 71,522,898 shares held by HITL as trustee of another discretionary trust, of which Dr. Lo Ka Shui is the Founder; and (iii) 2,589,266 shares held by HITL in the capacity of trustee (other than a bare trustee), representing approximately 45.02% of the issued share capital of the Company, would be increased to approximately 50.02% of the issued share capital of the Company. The Directors consider that such increase may give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code. However, the Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange). The Directors do not propose to exercise the Repurchase Mandate to such an extent as would result in takeover obligations. Details of the Directors' and substantial shareholders' interests in shares of the Company are disclosed in the Annual Report 2008 of the Company.

**8. SHARE REPURCHASES**

No repurchases has been made by the Company of its Shares 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 or have undertaken not to sell any of the Shares held by them (in issue or to be issued to them) to the Company, in the event that the Company is authorized to make repurchases of Shares.

**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 from the Latest Practicable Date are as follows:

<b>Month</b>	<b>Per Share</b>	
	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2008</b>		
April	23.80	19.84
May	28.50	22.15
June	26.30	21.70
July	23.70	21.25
August	23.55	21.25
September	22.35	13.80
October	17.48	6.64
November	9.42	6.66
December	8.88	6.95
<b>2009</b>		
January	10.10	8.62
February	9.88	9.26
March	11.10	8.20
April (up to the Latest Practicable Date)	11.52	10.16

The followings are the biographical details of Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Vincent, Dr. Lo Ying Sui, Archie and Professor Wong Yue Chim, Richard, all of whom shall retire at the 2009 AGM in accordance with Bye-law 109(A) of the Company and, being eligible, have offered themselves for re-election.

1. Madam Lo To Lee Kwan, aged 89, has been a Director of the Group since 1963. She was an Executive Director of the Company prior to her re-designation as a Non-executive Director of the Company in December 2008.

Madam Lo To Lee Kwan is the mother of Dr. Lo Ka Shui, Mr. Lo Kai Shui, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, Archie. She did not hold any other directorship in any listed public companies in the last three years.

There is no service contract between the Company and Madam Lo To Lee Kwan. She 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 of the Company.

As at the Latest Practicable Date, Madam Lo To Lee Kwan is an eligible beneficiary of a discretionary trust which owns 200,382,200 shares of the Company. She also has a personal interest in 958,624 shares and a corporate interest in 4,405,584 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Madam Lo To Lee Kwan is entitled to receive a director's fee to be reviewed and determined annually with reference to the Company's performance and the prevailing market condition. For the financial year ended 31 December 2008, she received a director's fee of HK\$120,000 from the Company. The Director's fee was proposed by the Board, on the recommendation of the Remuneration Committee based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at AGM as ordinary remuneration payable to each Director. Subject to the approval of the shareholders at the 2009 AGM, Madam Lo To Lee Kwan will be entitled to receive a director's fee for the year ending 31 December 2009 of HK\$120,000 per annum.

Save as disclosed above, there is no other information that need to be brought to the attention of the shareholders of the Company or disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. Mr. Lo Hong Sui, Vincent, aged 61, 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 a diversified group engaged in property development, construction and construction materials with interests in Hong Kong and the Chinese Mainland. He is the Chairman of Shui On Construction And Materials Limited and Shui On Land Limited – Shui On’s flagship property company in the Chinese Mainland established in 2004, and the Chairman of China Central Properties Limited. He is also a Non-executive Director of Hang Seng Bank Limited.

Mr. Lo Hong Sui, Vincent is a son of Madam Lo To Lee Kwan and an elder brother of Mr. Lo Kai Shui and Dr. Lo Ying Sui, Archie and a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony and Madam Law Wai Duen.

There is no service contract between the Company and Mr. Lo Hong Sui, Vincent. 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 of the Company.

As at the Latest Practicable Date, Mr. Lo Hong Sui, Vincent is an eligible beneficiary of a discretionary trust which owns 200,382,200 shares of the Company and he also has a personal interest in 293 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Mr. Lo Hong Sui, Vincent is entitled to receive a director’s fee to be reviewed and determined annually with reference to the Company’s performance and the prevailing market condition. For the financial year ended 31 December 2008, he received a director’s fee of HK\$120,000 from the Company. The Director’s fee was proposed by the Board, on the recommendation of the Remuneration Committee based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at AGM as ordinary remuneration payable to each Director. Subject to the approval of the shareholders at the 2009 AGM of the Company, Mr. Lo Hong Sui, Vincent will be entitled to receive a director’s fee for the year ending 31 December 2009 of HK\$120,000 per annum.

Save as disclosed above, there is no other information that need to be brought to the attention of the shareholders of the Company or disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

3. Dr. Lo Ying Sui, Archie, aged 56, has been a Director of the Group since 1993. He was an Executive Director of the Company prior to his re-designation as a Non-executive Director of the Company in December 2008.

Dr. Lo Ying Sui, Archie is a son of Madam Lo To Lee Kwan and an elder brother of Mr. Lo Kai Shui and a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen and Mr. Lo Hong Sui, Vincent. With a Doctor of Medicine degree from the University of Chicago, he is a specialist in cardiology and a Clinical Associate Professor (honorary) at The Chinese University of Hong Kong Faculty of Medicine. He did not hold any other directorship in any listed public companies in the last three years.

There is no service contract between the Company and Dr. Lo Ying Sui, Archie. 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 of the Company.

As at the Latest Practicable Date, Dr. Lo Ying Sui, Archie is an eligible beneficiary of a discretionary trust which owns 200,382,200 shares of the Company and he also has a family interest in 3,700 shares and a corporate interest in 37,124,442 shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Dr. Lo Ying Sui, Archie is entitled to receive a director's fee to be reviewed and determined annually with reference to the Company's performance and the prevailing market condition. For the financial year ended 31 December 2008, he received a director's fee of HK\$120,000 from the Company. The Director's fee was proposed by the Board, on the recommendation of the Remuneration Committee based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at AGM as ordinary remuneration payable to each Director. Subject to the approval of the shareholders at the 2009 AGM of the Company, Dr. Lo Ying Sui, Archie will be entitled to receive a director's fee for the year ending 31 December 2009 of HK\$120,000 per annum.

Save as disclosed above, there is no other information that need to be brought to the attention of the shareholders of the Company or disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

4. Professor Wong Yue Chim, Richard, aged 56, is an Independent Non-executive director of the Company. He has been a Director since 1995. He is Deputy Vice-Chancellor and Professor 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, Asia Pacific Economic Co-operation Study Centre, 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. Professor Wong is currently an Independent Non-executive Director of CK Life Sciences Int'l (Holdings) Inc, Industrial and Commercial Bank of China (Asia) Limited, Orient Overseas (International) Limited, Pacific Century Premium Developments Limited, Sun Hung Kai Properties Limited and The Link Management Limited, the manager of The Link Real Estate Investment Trust. He was an Independent Non-executive Director of Pacific Century Insurance Holdings Limited up to June 2007.

There is no service contract between the Company and Professor Wong Yue Chim, Richard. 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 of the Company.

Professor Wong Yue Chim, Richard does not have any relationships with any Directors, senior manager or substantial or controlling shareholders of the Company.

A Director's fee of HK\$120,000 was paid for his services for the year ended 31 December 2008. The Director's fee was proposed by the Board, on the recommendation of the Remuneration Committee based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at AGM as ordinary remuneration payable to each Director. Subject to the approval of the shareholders at the 2009 AGM, Professor Wong will be entitled to receive a director's fee for the year ending 31 December 2009 of HK\$120,000 per annum. Being Chairman of the Nomination Committee and members of the Audit Committee and Remuneration Committee, he is entitled to received as remunerations HK\$40,000 for the Remuneration Committee, HK\$100,000 for the Audit Committee and HK\$30,000 for the Nomination Committee. These remunerations were approved by the Board based on the time and effort involved in his specific duties and services. Professor Wong has no other emoluments except the aforesaid Director's fee and remunerations.

Save as disclosed above, there is no other information that need to be brought to the attention of the shareholders of the Company or disclosed pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

*The following is a summary of the principal terms of the rules of the New Share Option Scheme proposed to be adopted at the 2009 AGM.*

**1. PURPOSE OF THE NEW SHARE OPTION SCHEME**

The purpose of the Scheme is to motivate officers, employees, associates, agents and contractors of the Company or any Subsidiary and to allow them to participate in the growth of the Company.

**2. BASIS OF DETERMINING THE ELIGIBILITY OF PARTICIPANTS**

The Board may, at its discretion and on such terms as it may think fit, grant options to any Participant to subscribe at a price calculated in accordance with paragraph 4 below for such number of Shares as it may determine in accordance with the terms of the New Share Option Scheme. A “Participant” as determined by the Board may include any person the Board may select to be offered an Option, subject to compliance with applicable laws, including, without limitation, any full-time or part-time employee of the Company or any Subsidiary, any executive or non-executive director of the Company or any Subsidiary and any associate, agent or contractor of the Company or any Subsidiary.

The basis of eligibility of any of the Participant to the grant of options shall be determined by the Board from time to time on the basis of his contribution or potential contribution to the development and growth of the Group.

**3. GRANT OF OPTIONS**

- 3.1 On and subject to the terms of the Scheme the Board shall be entitled at any time within 10 years commencing on the Adoption Date to offer the grant of an Option to any Participant as the Board may in its absolute discretion select.
- 3.2 An offer of the grant of an Option shall be made to a Participant by letter in such form as the Board may from time to time determine requiring the Participant to undertake to hold the Option on the terms on which it is to be granted and to be bound by the provisions of the Scheme and shall remain open for acceptance by the Participant concerned for a period of 28 days from the date of grant.
- 3.3 An Option shall be deemed to have been granted and accepted and to have taken effect when the duplicate letter comprising acceptance of the Option duly signed by the Grantee together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof is received by the Company. Such remittance shall in no circumstances be refundable.

- 3.4 Any offer of the grant of an Option may be accepted in respect of less than the number of Shares for which it is offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof. To the extent that the offer of the grant of an Option is not accepted within 28 days in the manner indicated in paragraph 3.3, it will be deemed to have been irrevocably declined.

#### **4. SUBSCRIPTION PRICE**

The Subscription Price shall be determined by the Board and notified to a Participant and shall be at least the higher of:

- (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date of grant, which must be a Business Day;
- (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the 5 Business Days immediately preceding the date of grant; and
- (iii) the nominal value of a Share on the date of grant,

and as subsequently adjusted pursuant to the terms of the Scheme, if relevant.

#### **5. EXERCISE OF OPTIONS**

- 5.1 An Option shall be personal to the Grantee and shall not be assignable and no Grantee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any third party over or in relation to any Option. Any breach of the foregoing shall entitle the Company to cancel any outstanding Option or part thereof granted to such Grantee.
- 5.2 The Board may, on a case-by-case basis and at its discretion when offering the grant of an option under the Scheme, impose any conditions, restrictions or limitations in relation thereto, including as to the achievement of operating or financial targets, the satisfactory performance of certain obligations by the Grantee, and/or any minimum period for which an option must be held before it can be exercised.
- 5.3 Unless otherwise imposed by the Board in accordance with paragraph 5.2, no performance targets are required to be achieved by any Grantee before the Options is capable of being exercise by the Grantee.

- 5.4 An Option may be exercised in whole or in part by the Grantee (or his or her legal personal representatives) by giving notice in writing to the Company stating that the Option is thereby exercised and the number of Shares in respect of which it is exercised. Each such notice must be accompanied by a remittance for the full amount of the Exercise Price for the Shares in respect of which the notice is given. Within 40 days after receipt of the notice and, where appropriate, receipt of the Auditor's certificate pursuant to paragraph 7.3, the Company shall accordingly allot the relevant number of Shares to the Grantee (or his or her legal personal representatives) credited as fully paid.
- 5.5 Subject to as hereinafter provided, an Option may be exercised at any time during the Option Period, provided that:
- (a) in the event of the Grantee ceasing to be a Participant by reason of his or her death, his or her legal personal representatives may exercise the Option up to the Grantee's entitlement (to the extent not already exercised) within the period of 12 months following his or her death or such longer period as the Board may determine;
  - (b) in the event of a Grantee who is an employee of the Company or any Subsidiary ceasing to be such an employee for any reason other than his or her death or the termination of his or her employment on one or more of the grounds specified in paragraph 6(e), the Option (to the extent not already exercised) shall lapse on the date of cessation of such employment unless the Board otherwise determines in which event the Option (or such remaining part thereof) shall be exercisable within such period as the Board may determine following the date of such cessation, which date shall be the last actual working day with the Company or the relevant Subsidiary whether salary is paid in lieu of notice or not;
  - (c) if a general offer (whether by way of takeover offer or scheme of arrangement or otherwise in like manner) is made to all the holders of Shares (or all such holders other than the offeror and/or any person controlled by the offeror and/or any person acting in association or concert with the offeror) and such offer becomes or is declared unconditional, the Grantee (or his or her legal personal representatives) shall be entitled to exercise the Option in full (to the extent not already exercised) at any time within one month after the date on which the offer becomes or is declared unconditional;
  - (d) in the event of an effective resolution being passed for the voluntary winding-up of the Company, the Grantee (or his or her legal personal representatives) may by notice in writing to the Company within 21 days after the date of such resolution elect to be treated as if the Option had been exercised immediately before the passing of such resolution either to its full extent or to the extent specified in such notice and shall accordingly be entitled to receive out of the assets available in the liquidation *pari passu*

with the holders of Shares such sum as would have been received in respect of the Shares the subject of such election reduced by an amount equal to the Subscription Price which would otherwise have been payable in respect thereof;

- (e) if a compromise or arrangement between the Company and its shareholders or creditors is proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies, the Company shall give notice thereof to the Grantee on the same date as it despatches the notice which is sent to each shareholder or creditor of the Company summoning the meeting to consider such a compromise or arrangement, and thereupon the Grantee (or the Grantee's personal representative(s)) may forthwith and until the expiry of the period commencing with such date and ending with the earlier of the date 2 months thereafter and the date on which such compromise or arrangement is sanctioned by the Court, exercise any of the Grantee's Options whether in full or in part, but the exercise of an Option as aforesaid shall be conditional upon such compromise or arrangement being sanctioned by the Court and becoming effective. Upon such compromise or arrangement becoming effective, all Options shall lapse except insofar as previously exercised under this Scheme. The Company may require the Grantee (or the Grantee's personal representative(s)) to transfer or otherwise deal with the Shares issued as a result of the exercise of Options in these circumstances so as to place the Grantee in the same position as nearly as would have been the case had such Shares been subject to such compromise or arrangement.

- 5.6 The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Bye-laws of the Company for the time being in force and will rank pari passu in all respects with the existing fully paid Shares in issue on the Allotment Date and accordingly will entitle the holders to participate in all dividends or other distributions paid or made after the Allotment Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefor shall be on or before the Allotment Date.

## **6. LAPSE OF OPTION**

An Option shall lapse automatically (to the extent not already exercised) on the earliest of:—

- (a) subject to paragraph 5.5(a), the expiry of the Option Period;
- (b) the expiry of any of the periods referred to in paragraphs 5.5 (a), (b), (c) or (d);
- (c) (subject to paragraph 5.5(d)) the date of the commencement of the winding up of the company;

- (d) the compromise or arrangement referred to in paragraph 5.5(e) becoming effective;
- (e) the date on which the Grantee, being a Grantee who is an employee of the Company or any Subsidiary, ceases to be such a Participant by reason of the termination of his or her employment on the grounds that he or she has been guilty of serious misconduct, or has committed any act of bankruptcy or has become insolvent or has made any arrangements or composition with his or her creditors generally, or has been convicted of any criminal offence involving his or her integrity or honesty. A resolution of the Board to the effect that the employment of the Grantee has or has not been terminated on one or more of the grounds specified in this paragraph 6(e) shall be conclusive;
- (f) the date on which the Grantee commits a breach of paragraph 5.1, if the Board shall exercise the Company's right to cancel the same; and
- (g) the date on which the Option is cancelled by the Board as provided in paragraph 12.

## **7. MAXIMUM NUMBER OF SHARES AVAILABLE FOR SUBSCRIPTION**

### 7.1 Subject to paragraph 7.2:

- (a) the total number of Shares which may be issued upon exercise of all Option to be granted under the Scheme and any other share option schemes of the Company shall not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date unless the Company obtains a fresh approval from its shareholders pursuant to paragraph 7.1(b). Options lapsed in accordance with the terms of the Scheme will not be counted for the purpose of calculating such 10% limit.
- (b) The Company may seek approval by its shareholders in general meeting to refresh the 10% limit set out in paragraph 7.1(a) such that the total number of Shares which may be issued upon exercise of all Options to be granted under the Scheme and any other share option schemes of the Company under the limit as "refreshed" shall not exceed 10% of the total number of Shares in issue as at the date of approval to refresh such limit. Options previously granted under the Scheme or any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the limit as refreshed.

- (c) The Company may also, by obtaining separate approval of the Shareholders in general meeting, grant Options beyond the 10% limit set out in (a) and (b) of this paragraph (as the case may be) provided the Options in excess of such limit are granted only to Participants specifically identified by the Company before such approval is sought.

7.2 Notwithstanding anything in paragraph 7.1 and subject to paragraph 8, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

7.3 The exercise price and/or the number of shares subject to: (i) options already granted under the Scheme or any other share option schemes of the company; or (ii) the Scheme or any other share option schemes of the Company may be adjusted in the event of any alteration in the capital structure of the Company whether by way of capitalization of profits or reserves, rights issue, consolidation, subdivision or reduction of the share capital of the Company or otherwise howsoever provided that any such adjustments must give a Participant the same proportion of the equity capital as that to which that person was previously entitled, but no such adjustments may be made to the extent that a Share would be issued at less than its nominal value. The issue of securities as consideration in a transaction may not be regarded as a circumstance requiring adjustment. In respect of any such adjustments, other than any made on a capitalisation issue, an independent financial adviser or the Company's auditors must confirm to the Board in writing that the adjustments satisfy the requirements set out in this paragraph 7.3.

## **8. MAXIMUM ENTITLEMENT OF SHARE OF EACH PARTICIPANT**

8.1 (a) Subject to paragraphs 8.1(b), 8.1(c) and 8.2, the total number of Shares issued and to be issued upon exercise of the Options granted to each Participant under the Scheme and any other option schemes (including both exercised and outstanding Options) in any 12-month period shall not exceed 1% of the total number of Shares in issue.

(b) Notwithstanding paragraph 8.1(a), where any further grant of Options to a Participant would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such Participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of Shares in issue, such further grant must be separately approved by the shareholders of the Company in general meeting with such Participant and such Participant's associates abstaining from voting.

- (c) In addition to paragraphs 7, 8.1(a) and 8.1(b), each grant of Options to a Participant who is a director, chief executive or substantial shareholder (all with the meaning as ascribed under the Listing Rules) of the Company or their respective associates must be approved by the independent non-executive directors of the Company (excluding independent non-executive director who is the Grantee).

8.2 Where the Board proposes to grant any Option to a Participant who is a substantial shareholder or independent non-executive director of the Company, or to any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options already granted and to be granted (including any options exercised, cancelled and outstanding) to the Participant under the Scheme and any other share option schemes of the Company in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Shares at the date of each grant, in excess of HK\$5 million,

such further grant of options must be approved by the shareholders of the Company. The Company will be required to send a circular to its shareholders in relation to the proposal for the grant of such Options. Connected persons of the Company must abstain from voting at such general meeting except that any connected person may vote against the resolutions provided that his intention to do so has been stated in the circular.

## **9. RANKING OF SHARES**

The Shares to be allotted upon the exercise of an Option will be subject to all the provisions of the Bye-laws of the Company for the time being in force and will rank *pari passu* in all respects with the existing fully paid Shares in issue on the Allotment Date and accordingly will entitle the holders to participate in all dividends or other distributions paid or made after the Allotment Date other than any dividend or other distribution previously declared or recommended or resolved to be paid or made if the record date therefore shall be on or before the Allotment Date.

## **10. ALTERNATION TO THE NEW SHARE OPTION SCHEME**

10.1 Any alternations to the terms and conditions of the scheme which are of a material nature, or any change to the terms of options granted must be approved by the Shareholders in general meeting, except where the alternations take effect automatically under the terms of the scheme. The scheme so altered must comply with Chapter 17 of the Listing Rules.

10.2 Subject to paragraph 10.1 above, any rule or provision of the Scheme may be altered in any respect by resolution of the Board and without the approval of the shareholders of the Company except that the provisions of the Scheme relating to the matters set out in Rule 17.03 of the Listing Rules which include:–

- (a) the definitions of “Participant”, “Grantee” and “Option Period” in the definitions; and
- (b) the provisions of paragraphs 3.1, 3.3, 4, 5, 6, 7, 8, 11, 12 and this paragraph 10

shall not be altered to the advantage of Grantees or prospective Grantees except with the prior sanction of a resolution of the Company in general meeting. Notwithstanding the above, no alteration shall operate to affect adversely the terms of issue of any Option granted or agreed to be granted prior to such alteration except with the consent or sanction of Grantees contingently entitled to acquire not less than two-thirds of the Shares which would fall to be issued on full exercise of the Options outstanding at the relevant time.

## **11. TERMINATION**

11.1 The Company by resolution in general meeting or the Board may at any time terminate the operation of the Scheme and in such event no further Options will be offered but in all other respects the provisions of the Scheme shall remain in force.

11.2 Options complying with the provisions of the Listing Rules which are granted during the life of the Scheme and remain unexpired immediately prior to the termination of the operation of the Scheme shall continue to be exercisable in accordance with their terms of issue after the termination of the Scheme.

## **12 CANCELLATION OF OPTIONS GRANTED BUT NOT YET EXERCISED**

Options granted may not be cancelled without the consent of the Grantees thereof and any new Options (or any other options to subscribe for Shares) issued in replacement of Options cancelled may only be issued under the Scheme (or any other share scheme of the Company) to the extent unissued Options (or any other options to subscribe for Shares) are available for issue, within the limits prescribed by the Listing Rules.

## **13 TIME OF EXERCISE OF OPTION**

An option may be exercised in accordance with the terms of the New Share Option Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the Board may determine in granting the option and expiring at the close of business on such date as the Board may determine in granting the option but in any event shall not exceed 10 years from the date of grant (which is the date of offer of grant if the offer for the grant of the option is accepted).

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## NOTICE OF 2009 ANNUAL GENERAL MEETING

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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 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;

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## NOTICE OF 2009 ANNUAL GENERAL MEETING

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(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

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## NOTICE OF 2009 ANNUAL GENERAL MEETING

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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).”

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## NOTICE OF 2009 ANNUAL GENERAL MEETING

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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

*Registered Office:*  
Canon’s Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal Office:*  
33rd Floor, Great Eagle Centre  
23 Harbour Road  
Wanchai  
Hong Kong

*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.

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## NOTICE OF 2009 ANNUAL GENERAL MEETING

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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 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 9 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.