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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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鷹君集團有限公司
Great Eagle
Holdings Limited

於百慕達註冊成立之有限公司
Incorporated in Bermuda with limited liability

(Stock Code: 41)

**GENERAL MANDATES TO BUY-BACK AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
GRANT OF OPTIONS TO A SUBSTANTIAL SHAREHOLDER
AND
NOTICE OF 2014 ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Great Eagle Holdings Limited to be held at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 April 2014 at 4:00 p.m. is set out on pages N1 to N5 of this circular.

Whether or not you intend to be present at the 2014 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 place of business in Hong Kong at 33rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the 2014 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2014 AGM or any adjourned meeting thereof should you so wish.

26 March 2014



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DEFINITIONS

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

“2013 Annual Grant of Options”	annual grant of Options in 2013 as mentioned in the announcement of the Company dated 6 June 2013
“2014 AGM”	the AGM to be convened at 4:00 p.m. on Wednesday, 30 April 2014, notice of which is set out on pages N1 to N5 of this circular
“2014 Annual Grant of Options”	annual grant of Options in 2014 as mentioned in the announcement of the Company dated 27 February 2014
“AGM”	annual general meeting of the Company
“Auditor”	the auditor for the time being of the Company
“Board”	the board of Directors
“Business Day”	any day in which the Stock Exchange is open for the business of dealing in securities
“Buy-back Mandate”	the general and unconditional mandate to exercise all the power of the Company to buy-back 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
“Company”	Great Eagle Holdings Limited
“Connected Person”	has the same meaning ascribed to it in the Listing Rules
“Date of Grant”	27 February 2014, being the date of 2014 Annual Grant of Options
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	Shareholders other than the Connected Persons

DEFINITIONS

“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”	20 March 2014, 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
“Notice”	the notice convening the 2014 AGM dated 26 March 2014 as set out on pages N1 to N5 of this circular
“Option(s)”	option(s) grant or to be granted under the Share Option Scheme
“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
“Share Option Scheme”	the share option scheme of the Company adopted on 27 May 2009
“Shareholders”	holders of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



鷹君集團有限公司
Great Eagle
Holdings Limited

於百慕達註冊成立之有限公司
Incorporated in Bermuda with limited liability

(Stock Code: 41)

Directors:

LO Ka Shui, *Chairman and Managing Director*
LO Kai Shui, *Deputy Managing Director*
LO TO Lee Kwan[#]
CHENG Hoi Chuen, Vincent*
WONG Yue Chim, Richard*
LEE Pui Ling, Angelina*
ZHU Qi*
LO Hong Sui, Antony
LAW Wai Duen
LO Hong Sui, Vincent[#]
LO Ying Sui[#]
KAN Tak Kwong, *General Manager*

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal Place of

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

* *Independent Non-executive Directors*

[#] *Non-executive Directors*

26 March 2014

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO BUY-BACK AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
GRANT OF OPTIONS TO A SUBSTANTIAL SHAREHOLDER
AND
NOTICE OF 2014 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding the proposed general mandates to buy-back and to issue Shares, the re-election of retiring Directors and the grant of Options to Dr. Lo Ka Shui, being a substantial shareholder, the Chairman and Managing Director of the Company, to seek your approval at the 2014 AGM in connection with, inter alia, such matters.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATES TO BUY-BACK AND TO ISSUE SHARES

At the AGM held on 3 May 2013, general mandates were given to the Directors (i) to exercise the powers of the Company to buy-back Shares up to a maximum of 10 percent of the issued share capital of the Company at the date of passing of the relevant ordinary resolution, and (ii) 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 the relevant ordinary resolution. Such mandates will lapse at the conclusion of the 2014 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2014 AGM to grant the Buy-back Mandate and Issue Mandate to the Directors.

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

As at the Latest Practicable Date, the issued share capital of the Company comprised 639,445,964 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2014 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 63,944,596 Shares and under the Issue Mandate to issue a maximum of 127,889,192 Shares, representing 10 percent and 20 percent of the issued Shares as at the Latest Practicable Date respectively.

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's Bye-laws, Mr. Cheng Hoi Chuen, Vincent, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Mr. Kan Tak Kwong shall retire by rotation and, being eligible, have offered themselves for re-election at the 2014 AGM.

Biographical details of the retiring Directors proposed to be re-elected at the 2014 AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

According to Bye-law 109(A) of the Bye-laws of the Company, no Director holding the office as executive chairman and managing director shall be subject to retirement by rotation. The same provision is also contained in The Great Eagle Holdings Limited Company Act, 1990 of Bermuda. Therefore, Dr. Lo Ka Shui, the Executive Chairman and Managing Director of the Company is by statute not required to retire by rotation. For the information of Shareholders, the biographical details of Dr. Lo Ka Shui are set out below:

LETTER FROM THE BOARD

Dr. Lo Ka Shui, aged 67, has been a member of the Board since 1980. He is the Chairman, Managing Director, a member of the Finance Committee and a director of various subsidiaries of the Company. He is the Chairman and a Non-executive Director of Eagle Asset Management (CP) Limited (Manager of the publicly listed Champion Real Estate Investment Trust) and also the Chairman and a Non-executive Director of LHIL Manager Limited (as trustee-manager of Langham Hospitality Investments) and Langham Hospitality Investments Limited. Dr. Lo is an Independent Non-executive Director of Shanghai Industrial Holdings Limited, Phoenix Satellite Television Holdings Limited, China Mobile Limited and City e-Solutions Limited. He is also a Vice President of the Real Estate Developers Association of Hong Kong, a Trustee of the Hong Kong Centre for Economic Research, a Vice Chairman of The Chamber of Hong Kong Listed Companies and a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority. Dr. Lo was a Non-executive Director of The Hongkong and Shanghai Banking Corporation Limited up to his retirement on 22 May 2012 and an Independent Non-executive Director of Vanke Property (Overseas) Limited (formerly known as “Winsor Properties Holdings Limited”) up to his resignation on 1 September 2012. He was Board Member of the Hong Kong Airport Authority up to his retirement on 31 May 2011 and was the Chairman of The Chamber of Hong Kong Listed Companies up to his retirement on 27 June 2013.

Dr. Lo graduated from McGill University with a Bachelor of Science Degree and from Cornell University with a Doctor of Medicine (M.D.) Degree. He was certified in Internal Medicine and Cardiology. He has more than 30 years experience in property and hotel development and investment both in Hong Kong and overseas.

Dr. Lo is a son of Madam Lo To Lee Kwan and an elder brother of Mr. Lo Kai Shui, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, and a younger brother of Mr. Lo Hong Sui, Antony and Madam Law Wai Duen, all being Directors of the Company. As at the Latest Practicable Date, Dr. Lo has a personal interest in 56,038,581 Shares, 1,132,600 underlying Shares and 1,258,000 Options (excluding the Options granted under the 2014 Annual Grant of Options) of the Company, and a corporate interest in 3,678,806 Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong). He is the founder of a discretionary trust which owns 79,009,153 Shares and is also a discretionary beneficiary of another discretionary trust which owns 211,695,169 Shares as at the Latest Practicable Date.

Dr. Lo does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). He is not appointed for any specified length or proposed length of service with the Company.

A Director’s fee of HK\$130,000 was paid to Dr. Lo in 2013. The Director’s fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2013 AGM as an ordinary remuneration payable to each Director. The basis and amount of Dr. Lo’s emoluments are set out in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company’s 2013 Annual Report respectively.

LETTER FROM THE BOARD

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Dr. Lo and there is no other information that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

4. GRANT OF OPTIONS TO A SUBSTANTIAL SHAREHOLDER

Reference is made to the announcement of the Company dated 27 February 2014 whereby the Board announced that 3,537,000 Options were granted at an exercise price of HK\$26.05 per Share, subject to acceptance of the grantees, under the Share Option Scheme. The exercise of such Options is not subject to any performance target. The details of the Options granted are set out below:

Date of Grant:	27 February 2014
Exercise price of Options granted:	Each Option shall entitle the holder of the Option to subscribe for one Share upon exercise of such Option at an exercise price of HK\$26.05 per Share, being the highest of (i) the closing price of the Shares on the Date of Grant; (ii) HK\$25.43, being the average closing price of the Shares as quoted on the Stock Exchange for the 5 Business Days immediately preceding the Date of Grant; and (iii) HK\$0.5, being the nominal value of a Share
Number of Options granted:	3,537,000 Options
Closing price of the Shares on the Date of Grant:	HK\$26.05 per Share
Validity period and exercise restrictions of the Options:	The Options are exercisable for a period of 36 months commencing on the expiry of 24 months after the date upon which the Option is deemed to be granted and accepted, and expiring on the last day of the 36 month-period

With the approval of the Remuneration Committee comprising only the Independent Non-executive Directors, 630,000 Options of the above Options were conditionally granted to Dr. Lo Ka Shui, being a substantial shareholder, the Chairman and Managing Director of the Company.

It is the normal practice of the Company to grant Options to the eligible employees (including Executive Directors) each year shortly after the publication of annual results announcement of the Company in the first quarter. Pursuant to the Listing Rules, the Company is not allowed to grant any options before the publication of the announcement of any inside information. Since the spin-off and separate listing of the three Hong Kong hotel properties was completed in May 2013, the 2013 Annual Grant of Options was postponed to 6 June 2013 (instead of in the first quarter of 2013) and on that date 630,000 Options were granted to Dr. Lo Ka Shui.

LETTER FROM THE BOARD

Due to the postponement of the 2013 Annual Grant of Options, the number of Shares to be issued upon exercise of the Options granted to Dr. Lo Ka Shui under the 2013 Annual Grant of Options and the 2014 Annual Grant of Options during the past 12-month period representing in aggregate over 0.1% of the issued share capital of the Company and having an aggregate market value in excess of HK\$5 million. Accordingly, the grant of Options to and acceptance thereof by Dr. Lo Ka Shui under the 2014 Annual Grant of Options is conditional upon the approval by the Independent Shareholders pursuant to Rule 17.04 of the Listing Rules. As such, Dr. Lo Ka Shui and his associates (including The Lo Family Trust), who, so far as the Directors' are aware based on public information, were together interested in 395,645,252 Shares (representing approximately 61.87% of the voting rights of the Company) as at the Latest Practicable Date, shall abstain from voting in favour of the resolution approving the grant of the Options to Dr. Lo Ka Shui. However, they may vote against the aforesaid resolution approving the grant of the Options to Dr. Lo Ka Shui at the 2014 AGM and as at the Latest Practicable Date, the Directors were not aware that any of them will vote against the resolution approving the grant of the Options to Dr. Lo Ka Shui at the 2014 AGM.

The Directors (including the Independent Non-executive Directors) other than the grantor who has abstained from voting consider that the terms of the Options conditionally granted to Dr. Lo Ka Shui are fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the ordinary resolution.

5. 2014 ANNUAL GENERAL MEETING, CLOSURE OF REGISTERS OF MEMBERS AND PROXY ARRANGEMENT

At the 2014 AGM, ordinary resolutions will be proposed to approve, inter alia, the renewal of the Buy-back Mandate and the Issue Mandate, the re-election of retiring Directors and the grant of Options to Dr. Lo Ka Shui.

The Notice is set out on pages N1 to N5 of this circular. Shareholders are advised to read the Notice and to complete and return the accompanying form of proxy for use at the 2014 AGM in accordance with the instructions printed thereon.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. At the 2014 AGM, the Chairman shall therefore demand voting on all resolutions set out in the Notice be taken by way of poll pursuant to Bye-law 78 of the Bye-laws of the Company. On a poll every Shareholder present in person or by proxy or (being a corporation) by its duly authorized representative shall have one vote for each Share registered in his/her/its name in the Registers of Members. An announcement on the poll results will be posted on the websites of the Company and the Stock Exchange on the same day after the 2014 AGM.

The Registers of Members of the Company will be closed during the following periods and during these periods, no transfer of Shares will be registered:

(i) Entitlement to attend and vote at the 2014 AGM

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

LETTER FROM THE BOARD

In order to be eligible to attend and vote at the 2014 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 23 April 2014.

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

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

In order to qualify for the proposed 2013 final dividend and special final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 8 May 2014.

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

7. RECOMMENDATION

The Board considers that the renewal of the Buy-back Mandate and the Issue Mandate, the re-election of retiring Directors and the grant of Options to Dr. Lo Ka Shui as aforesaid are in the best interests of the Company and the Shareholders. Accordingly, the Board recommends Shareholders to vote in favour of the relevant resolutions to be proposed at the 2014 AGM.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement) and Appendix II (Details of the Retiring Directors to be Re-elected) 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 buy-back 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 Buy-back Mandate at the 2014 AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 639,445,964 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2014 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 63,944,596 Shares, representing 10 percent of the issued Shares as at the Latest Practicable Date.

2. REASON FOR BUY-BACK 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 buy-back Shares in the market. Share buy-backs 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 buy-back will benefit the Company and its Shareholders.

3. SOURCE OF FUNDS

It is proposed that buy-back of Shares under the Buy-back Mandate would be financed from internal funds and/or available banking facilities of the Company. For the purposes of any buy-backs, 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 Buy-back Mandate is exercised in full at any time during the proposed buy-back period, it may 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 2013). The Directors do not propose to exercise the Buy-back 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 2013) 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), has any present intention, in the event that the Buy-back 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 buy-back Shares pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda.

7. TAKEOVERS CODE

If on exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Code on 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.

As at the Latest Practicable Date, 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, all being Directors of the Company ("these Parties"), are among the discretionary beneficiaries of a discretionary trust holding 211,695,169 Shares, representing approximately 33.11% of the issued share capital of the Company. Apart from the foregoing, as at the Latest Practicable Date, these Parties held as their respective personal interests, family interests, corporate interests and founder of discretionary trusts, as the case may be, a total of 183,950,083 Shares, representing approximately 28.77% of the issued share capital of the Company. For the purpose of the Takeovers Code, these Parties are taken to have an interest in a total of 395,645,252 Shares, representing approximately 61.87% of the issued share capital of the Company. In the event that the Directors exercise in full the power to buy-back Shares, then (if the present shareholdings otherwise remained the same) the attributable shareholding of these Parties would be increased to approximately 68.75% of the issued share capital of the Company. The Directors anticipate that such proportionate increase will not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

8. SHARE BUY-BACKS

No buy-back has been made by the Company of its Shares (whether on the Stock Exchange or otherwise) 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 nor has any such Connected Person undertaken not to sell any of the Shares held by him/her/it (in issue or to be issued to them) to the Company in the event that the Buy-back Mandate is granted.

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 before and the period up to the Latest Practicable Date are as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
March	33.95	30.55
April	33.55	29.00
May	36.95	30.60
June	32.00	27.05
July	29.95	27.30
August	30.50	25.85
September	29.95	26.45
October	28.00	27.00
November	28.80	26.35
December	27.25	26.00
2014		
January	26.95	24.90
February	26.50	23.85
March (up to the Latest Practicable Date)	28.20	25.95

The followings are the biographical details of Mr. Cheng Hoi Chuen, Vincent, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Mr. Kan Tak Kwong, all of whom shall retire at the 2014 AGM in accordance with Bye-Laws of the Company and, being eligible, have offered themselves for re-election.

1. Mr. Cheng Hoi Chuen, Vincent, aged 65, is an Independent Non-executive Director of the Company. He has been a Director of the Group since 1994 and is the Chairman of the Audit Committee, members of the Remuneration Committee and the Nomination Committee of the Company. Mr. Cheng is an Independent Non-executive Director of China Minsheng Banking Corp., Ltd., MTR Corporation Limited, Hui Xian Asset Management Limited (Manager of the public listed Hui Xian Real Estate Investment Trust), CLP Holdings Limited, Shanghai Industrial Holdings Limited and Wing Tai Properties Limited. He was a non-executive director of Swire Properties Limited, up to his resignation on 14 April 2012. He is a former Chairman of The Hongkong and Shanghai Banking Corporation Limited, HSBC Bank (China) Company Limited and HSBC Bank (Taiwan) Company Limited and a former Executive Director of HSBC Holdings plc. Mr. Cheng is a Vice Patron of Community Chest of Hong Kong and a member of the Advisory Committee on Post-service Employment in Civil Servants. In 2008, Mr. Cheng was appointed a member of the National Committee of the 11th Chinese People's Political Consultative Conference ("CPPCC") and a senior adviser to the 11th Beijing Municipal Committee of the CPPCC. He graduated from The Chinese University of Hong Kong with Bachelor of Social Science Degree in Economics and from The University of Auckland with a Master's Degree in Philosophy (Economics).

Mr. Cheng does not have any relationships with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Cheng has a family interest in 10,000 Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong).

Mr. Cheng does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). 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.

A Director's fee of HK\$130,000 was paid to Mr. Cheng in 2013. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2013 AGM as an ordinary remuneration payable to each Director. In addition, Mr. Cheng received annual remunerations of Board Committees in the aggregate sum of HK\$290,000 for the year ended 31 December 2013. These remunerations were determined by the Board with reference to the time and effort involved in his specific duties and services, and the prevailing market conditions. The basis and amount of Mr. Cheng's emoluments are set out on page 65 in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2013 Annual Report respectively. Save as disclosed above, Mr. Cheng has no other emoluments except the aforesaid Director's fee and remunerations.

Mr. Cheng, who has served the Board for more than 9 years, confirmed that he has satisfied all factors as set out in Rule 3.13 of the Listing Rules in assessing his independence.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Cheng's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

2. Madam Law Wai Duen, aged 77, is an Executive Director and a director of certain subsidiaries of the Company. She has been a Director of the Group since 1963. Madam Law graduated from The University of Hong Kong with a Bachelor's Degree in Arts and has been actively involved in the Group's property development and investment in Hong Kong for more than 49 years.

Madam Law is a daughter of Madam Lo To Lee Kwan, and an elder sister of Dr. Lo Ka Shui, Mr. Lo Kai Shui, Mr. Lo Hong Sui, Antony, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui. As at the Latest Practicable Date, Madam Law has a personal interest of 1,292,160 Shares and 400,000 Options of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong). She is also a discretionary beneficiary of a discretionary trust which owns 211,695,169 Shares as at the Latest Practicable Date.

Madam Law does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). 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.

A Director's fee of HK\$130,000 was paid to Madam Law in 2013. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2013 AGM as an ordinary remuneration payable to each Director. The basis and amount of Madam Law's emoluments are set out on page 65 in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2013 Annual Report respectively.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Madam Law's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

3. Mr. Lo Hong Sui, Vincent, aged 66, 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 principally engaged in property development, construction and construction materials with interests in Hong Kong and the Chinese Mainland. He is the Chairman of SOCAM Development Limited and Shui On Land Limited, both are listed on the Stock Exchange, and the Chairman of China Xintiandi Limited, wholly owned subsidiary of Shui On Land Limited. He is also a Non-executive Director of Hang Seng Bank Limited. Mr. Vincent Lo currently serves as a Member of The Twelfth National Committee of Chinese People's Political Consultative Conference, the Hong Kong's representative to the Asia Pacific Economic Cooperation (APEC) Business Advisory Council, Member of The Airport Authority Hong Kong, the President of Council for the Promotion & Development of Yangtze, an Economic Adviser of the Chongqing Municipal Government, the Honorary Life President of the Business and Professionals Federation of Hong Kong, a Vice Chairman of the Chamber of International Commerce Shanghai and the Honorary Court Chairman of The Hong Kong University of Science and Technology.

Mr. Vincent Lo is a son of Madam Lo To Lee Kwan and an elder brother of Mr. Lo Kai Shui and Dr. Lo Ying Sui, and a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony and Madam Law Wai Duen. As at the Latest Practicable Date, Mr. Vincent Lo has a personal interest of 293 Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong). He is also a discretionary beneficiary of a discretionary trust which owns 211,695,169 Shares as at the Latest Practicable Date.

Mr. Vincent Lo does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). 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.

A Director's fee of HK\$130,000 was paid to Mr. Vincent Lo in 2013. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2013 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Vincent Lo's emoluments are set out on page 65 in the Corporate Governance Report and note 13 to the consolidated financial Statements contained in the Company's 2013 Annual Report respectively.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Vincent Lo's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

4. Mr. Kan Tak Kwong, aged 62, is an Executive Director and the General Manager, a member of the Finance Committee and a director of various subsidiaries of the Company. Mr. Kan joined the Group in 1981 and was appointed a Director in 1988. He graduated from The Chinese University of Hong Kong with a Master's Degree in Business Administration and is a member of various professional bodies including the Hong Kong Institute of Certified Public Accountants. Mr. Kan has more than 38 years' experience in finance, accounting and administration in the real estate, finance and construction industries.

Mr. Kan does not have any relationships with any other Directors, senior management or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Kan has personal interest in 1,268,753 Shares and 1,400,000 Options of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of The Laws of Hong Kong).

Mr. Kan does not have any service contract with the Company or any of its subsidiaries which is not determinable by the employer within one year without payment of compensation (other than statutory compensations). 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.

A Director's fee of HK\$130,000 was paid to Mr. Kan in 2013. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director of the Company, and fixed by the Shareholders at the 2013 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Kan's emoluments are set out on page 65 in the Corporate Governance Report and note 13 to the consolidated financial Statements contained in the Company's 2013 Annual Report respectively.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Kan's re-election and there is no other information that should be disclosed pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules.

NOTICE OF 2014 ANNUAL GENERAL MEETING



鷹君集團有限公司
Great Eagle
Holdings Limited

於百慕達註冊成立之有限公司
Incorporated in Bermuda with limited liability

(Stock Code: 41)

NOTICE OF 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 Annual General Meeting of Great Eagle Holdings Limited (“the Company”) will be held at Yat Tung Heen, 2nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 April 2014 at 4:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated Financial Statements of the Company and its subsidiaries for the year ended 31 December 2013 together with the Reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend of HK43 cents per share and a special final dividend of HK 50 cents per share for the year ended 31 December 2013.
3. To re-elect Mr. Cheng Hoi Chuen, Vincent as an Independent Non-executive Director.
4. To re-elect Madam Law Wai Duen as an Executive Director.
5. To re-elect Mr. Lo Hong Sui, Vincent as a Non-executive Director.
6. To re-elect Mr. Kan Tak Kwong as an Executive Director.
7. To fix the maximum number of Directors at 15 and authorise the Directors to appoint additional Directors up to such maximum number.
8. To fix the Director’s fee for each of the Directors of the Company at HK\$130,000 per annum.
9. To re-appoint Messrs. Deloitte Touche Tohmatsu as the Company’s Auditor and authorise the Board of Directors to fix the Auditor’s remuneration.

NOTICE OF 2014 ANNUAL GENERAL MEETING

As special businesses to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

10. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back ordinary shares in the capital of the Company (“Shares”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares which the Company is authorized to buy-back pursuant to the approval in paragraph (a) of this Resolution, shall not exceed 10 per cent of the aggregate nominal amount of the Shares in issue at the date of passing this Resolution, and the said authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda (as amended) (or any other applicable law of Bermuda) to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.”

11. **“THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF 2014 ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription or conversion rights attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into shares of the Company, (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to participants of shares or rights to acquire shares in the capital of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed the 20 percent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this Resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company or the Companies Act 1981 of Bermuda (as amended) (or any other applicable law of Bermuda) to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Company or by the Directors to holders of shares on the Registers of Members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

NOTICE OF 2014 ANNUAL GENERAL MEETING

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

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

Hong Kong, 26 March 2014

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

Principal Place of Business
in Hong Kong:
33rd Floor, Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

Notes:

1. A member entitled to attend the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his/her stead. The person appointed to act as proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at 33rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the Annual General Meeting or adjourned meeting (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.

3. When there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders is present at the Annual General Meeting personally or by proxy, that one of the said persons so present whose name stands first on the Registers of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.
4. The Registers of Members of the Company will be closed during the following periods and during these periods, no transfer of shares will be registered:
 - (i) Entitlement to attend and vote at the 2014 Annual General Meeting

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

NOTICE OF 2014 ANNUAL GENERAL MEETING

In order to be eligible to attend and vote at the 2014 Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 23 April 2014.

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

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

In order to qualify for the proposed 2013 final dividend and special final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 8 May 2014.

5. The Board of Directors has recommended the payment of a final dividend of HK43 cents per share (2012: HK43 cents per share) and a special final dividend of HK50 cents per share (2012: Nil) for the year ended 31 December 2013. Taken together with the interim dividend of HK23 cents per share and the special interim dividend of HK\$1.00 per share paid on 16 October 2013, the total dividend for the year 2013 is HK\$2.16 per share (2012 total dividend: HK66 cents per share, comprising an interim dividend of HK23 cents and a final dividend of HK43 cents). Dividend warrants and share certificates in respect of the proposed 2013 final dividend and special final dividend are expected to be despatched to the shareholders on 18 June 2014.
6. Concerning Resolutions numbered 3 to 6 above, Mr. Cheng Hoi Chuen, Vincent, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Mr. Kan Tak Kwong will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election and their biographical details together with other information are set out in Appendix II to the circular to shareholders dated 26 March 2014 (the "Circular"). None of the Directors being proposed for re-election at the Annual General Meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation. Details of Directors' emoluments are set out in note 13 to the consolidated financial statements contained in the Annual Report 2013.
7. Concerning Resolution numbered 7 above, according to the Bye-laws of the Company, the Company may in general meeting authorize the Board of Directors of the Company to appoint any person as a Director as an addition to the Board up to the maximum number fixed by the Company. Subject to the approval of the shareholders, the maximum number of Directors shall be fixed at 15.
8. Concerning Resolution numbered 8 above, in accordance with the Bye-laws of the Company, the Directors shall be entitled to receive by way of remuneration for their services such sum as shall from time to time be determined by the Company in general meeting. The foregoing provision shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees. It is proposed that the Director's fee for each of the Directors of the Company for the year ending 31 December 2014 shall remain at HK\$130,000 per annum.
9. Concerning Resolutions numbered 10 and 11 above, the Directors wish to state that there are no immediate plans to buy-back any existing shares or to issue any new shares or warrants otherwise than the scrip dividend arrangement of the proposed 2013 final dividend and special final dividend. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against Resolution numbered 10 to approve the buy-back by the Company of its own shares, as required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") is set out in Appendix I to the Circular.
10. Concerning Resolution numbered 12 above, the Directors (including the Independent Non-executive Directors) other than the grantor who has abstained from voting consider that the terms of the options conditionally granted to Dr. Lo Ka Shui are fair and reasonable and in the interests of the Company and the shareholders of the Company as a whole and accordingly recommend the shareholders of the Company to vote in favour of the ordinary resolution. Pursuant to Rule 17.04(1), Dr. Lo Ka Shui and his associate (as defined under the Listing Rules) and all connected persons of the Company shall abstain from voting in favour of the resolution approving the grant of the options to Dr. Lo Ka Shui at the Annual General Meeting.
11. The votes at the Annual General Meeting will be taken by poll.