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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,
INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF 2016 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 Tuesday, 10 May 2016 at 3:30 p.m. is set out on pages N1 to N5 of this circular.

Whether or not you intend to be present at the 2016 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 2016 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the 2016 AGM or any adjourned meeting thereof should you so wish.



31 March 2016

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DEFINITIONS

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

| | |
|--|---|
| “2016 AGM” | the AGM to be convened at 3:30 p.m. on Tuesday, 10 May 2016, notice of which is set out on pages N1 to N5 of this circular |
| “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 |
| “Bye-laws” | The bye-laws of the Company as may be amended from time to time |
| “Company” | Great Eagle Holdings Limited |
| “Connected Person” | has the same meaning ascribed to it in the Listing Rules |
| “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 |
| “Increase in Authorised Share Capital” | the increase in authorised share capital of the Company from HK\$400,000,000 divided into 800,000,000 Shares to HK\$600,000,000 divided into 1,200,000,000 Shares by the creation of an additional 400,000,000 new Shares |
| “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 |

DEFINITIONS

| | |
|---------------------------|---|
| “Latest Practicable Date” | 18 March 2016, 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 2016 AGM dated 31 March 2016 as set out on pages N1 to N5 of this circular |
| “SFO” | Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “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 by an ordinary resolution passed on 27 May 2009 |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Takeovers Code” | 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*

LEE Siu Kwong, Ambrose*

POON Ka Yeung*

LO Hong Sui, Antony

LAW Wai Duen

LO Hong Sui, Vincent[#]

LO Ying Sui[#]

LO Chun Him, Alexander

KAN Tak Kwong, *General Manager*

CHU Shik Pui

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

[#] *Non-executive Directors*

* *Independent Non-executive Directors*

31 March 2016

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO BUY-BACK AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
INCREASE IN AUTHORISED SHARE CAPITAL
AND
NOTICE OF 2016 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, re-election of retiring Directors, increase in authorised share capital and to seek your approval at the 2016 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 30 April 2015, 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 2016 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2016 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 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 665,469,017 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2016 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 66,546,901 Shares and under the Issue Mandate to issue a maximum of 133,093,803 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 100 of the Company's Bye-laws, the newly appointed Directors, Mr. Lo Chun Him, Alexander and Mr. Chu Shik Pui and the newly appointed Independent Non-executive Directors, Mr. Lee Siu Kwong, Ambrose and Professor Poon Ka Yeung, shall retire and, being eligible, have offered themselves for re-election at the forthcoming 2016 AGM.

In accordance with Bye-law 109(A) of the Company's Bye-laws, Mr. Lo Hong Sui, Vincent, Dr. Lo Ying Sui, Madam Law Wai Duen and Mrs. Lee Pui Ling, Angelina, shall retire by rotation and, being eligible, have offered themselves for re-election at the 2016 AGM.

Biographical details of the retiring Directors proposed to be re-elected at the 2016 AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

Mrs. Lee Pui Ling, Angelina has served on the Board for more than nine years. The Board is fully satisfied that she demonstrates complete independence in character and judgment both in her designated roles and as Board members and is of the opinion that she continues to bring independent view of the Company's affairs to the board notwithstanding her length of service. Mrs. Lee's independence has been reviewed by the Nomination Committee and she has also submitted

LETTER FROM THE BOARD

an annual confirmation on her fulfillment of the independence guidelines set out in rule 3.13 of the Listing Rules to the Company. The Board believes that her in-depth knowledge of the Group's business and her extensive experience and expertise continue to provide invaluable contribution to the Board.

According to Bye-law 109(A) of the Bye-laws, 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:

Dr. Lo Ka Shui, aged 69, has been a member of the Board since 1980. He is the Chairman, Managing Director of the Company, the Chairman of the Finance Committee and is also a director of various subsidiaries of the Company. He is the Chairman and a Non-executive Director of the Manager of the publicly listed trusts, Champion Real Estate Investment Trust and Langham Hospitality Investments. 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 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 over three decades of 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, an elder brother of Mr. Lo Kai Shui, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, a younger brother of Mr. Lo Hong Sui, Antony and Madam Law Wai Duen, and the father of Mr. Lo Chun Him, Alexander, all being Directors of the Company. Also, he is the father of Ms. Lo Bo Lun, Katherine, being senior management of the Company. Dr. Lo is a substantial Shareholder and also the sole director of both Surewit Finance Limited and Green Jacket Limited, both being wholly-owned by a trustee of a discretionary trust, all being substantial Shareholders of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Dr. Lo has a personal interest in 58,007,148 Shares, 1,625,880 underlying Shares and 2,570,000 Options of the Company, and a corporate interest in 32,921,976 Shares of the Company; a corporate interest in 3,635,148,645 units in Champion Real Estate Investment Trust; and a personal interest in 8,073,500 share stapled units and a corporate interest in 1,255,298,789 share stapled units in Langham Hospitality Investments and Langham Hospitality Investments Limited within the meaning of Part XV of the SFO. He is the founder of a discretionary trust, being a substantial Shareholder of the Company, which owns 68,208,257 Shares and is also a discretionary beneficiary of another discretionary trust, being a substantial Shareholder of the Company, which owns 222,946,147 Shares as at the Latest Practicable Date. He is the settlor and a member of the Advisory Committee and Management Committee of a trust, which owns 12,000,000 units of Champion Real Estate Investment Trust and 44,000,000 share stapled units in Langham Hospitality Investments and Langham Hospitality Investments Limited.

LETTER FROM THE BOARD

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\$160,000 was paid to Dr. Lo in 2015. 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 2015 AGM as an ordinary remuneration payable to each Director. The basis and amount of Dr. Lo's emoluments are set out on page 69 in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2015 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 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. PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The Board proposes to increase the authorised share capital from HK\$400,000,000 divided into 800,000,000 Shares to HK\$600,000,000 divided into 1,200,000,000 Shares by the creation of an additional 400,000,000 new Shares which shall rank pari passu in all respects with the existing Shares. The proposed Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the 2016 AGM.

At the 2015 AGM, the Shareholders had granted a general mandate to issue a maximum of 131,283,590 Shares. Such mandate will lapse at the conclusion of the 2016 AGM. It is proposed to refresh the mandate at the 2016 AGM to an amount not exceeding 133,093,803 Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue as at the Latest Practicable Date. This coupled with the maximum number of Shares to be issued under the Share Option Scheme, the issued share capital will exceed the existing authorised capital of the Company and hence approval from the Shareholders regarding the Increase in Authorised Share Capital is sought.

The Directors have no present intention of issuing any part of the proposed increased authorised share capital of the Company.

5. 2016 ANNUAL GENERAL MEETING, CLOSURE OF REGISTERS OF MEMBERS AND PROXY ARRANGEMENT

At the 2016 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 Increase in Authorised Share Capital.

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 2016 AGM in accordance with the instructions printed thereon.

LETTER FROM THE BOARD

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 2016 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 authorised 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 Hong Kong Exchanges and Clearing Limited on the same day after the 2016 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) To attend and vote at the 2016 AGM

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2016 AGM, the Registers of Members will be closed from Wednesday, 4 May 2016 to Tuesday, 10 May 2016, both days inclusive.

In order to be eligible to attend and vote at the 2016 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 (the "Branch Share Registrar") of Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 3 May 2016.

(ii) To qualify for the proposed 2015 final dividend and special final dividend

For the purpose of ascertaining the Shareholders' entitlement to the proposed 2015 final dividend and special final dividend, the Registers of Members will be closed from Tuesday, 17 May 2016 to Friday, 20 May 2016, both days inclusive.

In order to qualify for the proposed 2015 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 for registration not later than 4:30 p.m. on Monday, 16 May 2016.

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.

LETTER FROM THE BOARD

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 Increase in Authorised Share Capital 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 2016 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 2016 AGM.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 665,469,017 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2016 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 66,546,901 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 Share buy-backs under the Buy-back Mandate would be financed from internal funds and/or available banking facilities of the Company. For the purposes of any Share 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 2015). 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 2015) 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 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 222,946,147 Shares, representing approximately 33.50% 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 204,933,862 Shares, representing approximately 30.80% 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 427,880,009 Shares, representing approximately 64.30% 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 71.44% 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> |
| 2015 | | |
| March | 27.50 | 26.00 |
| April | 28.90 | 27.15 |
| May | 30.00 | 27.85 |
| June | 31.05 | 28.05 |
| July | 29.25 | 26.90 |
| August | 27.40 | 23.00 |
| September | 24.35 | 22.60 |
| October | 26.50 | 23.45 |
| November | 26.05 | 23.50 |
| December | 25.85 | 24.55 |
| 2016 | | |
| January | 25.25 | 21.25 |
| February | 23.35 | 20.25 |
| March (up to the Latest Practicable Date) | 26.80 | 22.25 |

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

The followings are the biographical details of Mr. Lo Hong Sui, Vincent, Dr. Lo Ying Sui, Madam Law Wai Duen, Mrs. Lee Pui Ling, Angelina, Mr. Lo Chun Him, Alexander, Mr. Chu Shik Pui, Mr. Lee Siu Kwong, Ambrose and Professor Poon Ka Yeung, all of whom shall retire at the 2016 AGM in accordance with Bye-Laws, being eligible, have offered themselves for re-election.

1. Mr. Lo Hong Sui, Vincent, aged 68, 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, a wholly owned subsidiary of Shui On Land Limited. He is also a Non-executive Director of Hang Seng Bank Limited. Mr. Lo is the Chairman of the Hong Kong Trade Development Council and an adviser of Our Hong Kong Foundation. He is also a former Chairman of the Board of Airport Authority Hong Kong and a former non-official member of Lantau Development Advisory Committee of the Hong Kong Government.

Mr. Lo is a son of Madam Lo To Lee Kwan, an elder brother of Mr. Lo Kai Shui and Dr. Lo Ying Sui, a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony and Madam Law Wai Duen, and an uncle of Mr. Lo Chun Him, Alexander, all being Directors of the Company. Also, he is an uncle of Ms. Lo Bo Lun, Katherine, being senior management of the Company. As at the Latest Practicable Date, Mr. Lo has a personal interest in 293 Shares of the Company within the meaning of Part XV of the SFO. He is also a discretionary beneficiary of a discretionary trust, being a substantial Shareholder of the Company, which owns 222,946,147 Shares as at the Latest Practicable Date.

Mr. 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.

A Director's fee of HK\$160,000 was paid to Mr. Lo in 2015. 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 2015 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Lo's emoluments are set out on page 69 in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2015 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. 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.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

2. Dr. Lo Ying Sui, aged 63, 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. 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.

Dr. Lo is a son of Madam Lo To Lee Kwan, an elder brother of Mr. Lo Kai Shui, a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen and Mr. Lo Hong Sui, Vincent, and an uncle of Mr. Lo Chun Him, Alexander, all being Directors of the Company. Also, he is an uncle of Ms. Lo Bo Lun, Katherine, being senior management of the Company. As at the Latest Practicable Date, Dr. Lo has a personal interest in 1,500,000 Shares and a corporate interest in 35,628,206 Shares of the Company, a personal interest in 239,000 units in Champion Real Estate Investment Trust and a personal interest in 320,000 share stapled units in Langham Hospitality Investments and Langham Hospitality Investments Limited within the meaning of Part XV of the SFO. He is also a discretionary beneficiary of a discretionary trust, being a substantial Shareholder of the Company, which owns 222,946,147 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 but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws.

A Director's fee of HK\$160,000 was paid to Dr. Lo in 2015. 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 2015 AGM as an ordinary remuneration payable to each Director. The basis and amount of Dr. Lo's emoluments are set out on page 69 in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2015 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 Dr. 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.

3. Madam Law Wai Duen, aged 79, 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 decades.

Madam Law is a daughter of Madam Lo To Lee Kwan, 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, and an aunt of Mr. Lo Chun Him, Alexander, all being Directors of the Company. Also, she is an aunt of Ms. Lo Bo Lun, Katherine, being senior management of the Company. As at the Latest Practicable Date, Madam Law has a personal interest in 1,399,716 Shares and

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

400,000 share options of the Company, and 280,000 share stapled units in Langham Hospitality Investments and Langham Hospitality Investments Limited within the meaning of Part XV of the SFO. She is also a discretionary beneficiary of a discretionary trust, being a substantial Shareholder of the Company, which owns 222,946,147 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.

A Director's fee of HK\$160,000 was paid to Madam Law in 2015. 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 2015 AGM as an ordinary remuneration payable to each Director. The basis and amount of Madam Law's emoluments are set out on page 69 in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2015 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.

4. Mrs. Lee Pui Ling, Angelina, aged 67, was appointed as an Independent Non-executive Director of the Company in 2002 and is the Chairman of the Remuneration Committee and a member of both the Audit Committee and Nomination Committee of the Company. She is a practicing solicitor in Hong Kong and a partner of the firm of solicitors, Woo, Kwan, Lee & Lo. She is also a Non-executive Director of Cheung Kong Infrastructure Holdings Limited, Henderson Land Development Company Limited and TOM Group Limited. She is active in public service and is a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority and a Member of the Takeovers and Mergers Panel of the Securities and Futures Commission. She has a Bachelor of Laws Degree from University College London, United Kingdom and is a Fellow of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants.

Mrs. Lee does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, she does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mrs. Lee 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 has not been 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.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

A Director's fee of HK\$160,000 was paid to Mrs. Lee in 2015. 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 2015 AGM as an ordinary remuneration payable to each Director. In addition, Mrs. Lee received annual remunerations of Board Committees in the aggregate sum of HK\$280,000 for the year ended 31 December 2015. These remunerations were determined by the Board with reference to the time and effort involved in her specific duties and services, and the prevailing market conditions. The basis and amount of Mrs. Lee's emoluments are set out on page 69 in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2015 Annual Report respectively. Mrs. Lee has no other emoluments except the aforesaid Director's fee and remunerations.

Mrs. Lee, who has served the Board for more than 13 years, confirmed that she has satisfied all factors as set out in Rule 3.13 of the Listing Rules in assessing her independence. The Nomination Committee of the Company considered that her long service would not affect her exercise of independent judgement and was satisfied that Mrs. Lee has the required integrity and experience to continue fulfilling the role of Independent Non-executive Director.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Mrs. Lee'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.

5. Mr. Lo Chun Him, Alexander, aged 31, joined the Group in 2010 and was appointed as an Executive Director of the Company in December 2015. Mr. Lo holds directorships in various subsidiaries of the Company, including Eagle Property Management (CP) Limited, Great Eagle (China) Investment Limited, The Great Eagle Development and Project Management Limited, Langham Hotels International Limited and Pacific Eagle China Orient (Cayman) Real Estate GP, Ltd. He is also the alternate to Ms. Lo Bo Lun, Katherine as non-executive director of Langham Hospitality Investments Limited and LHIL Manager Limited (Manager of the publicly listed Langham Hospitality Investment). Prior to joining the Group, he had worked at Citibank's investment banking division with a focus on Hong Kong's market. Mr. Lo is also a member of the Executive Committee of The Real Estate Developers Association of Hong Kong and a member of the Management Committee of The Federation of Hong Kong Hotel Owners Limited. He graduated from Washington University in St. Louis with a Bachelor of Arts in Psychology.

Mr. Lo is a son of Dr. Lo Ka Shui, being a substantial Shareholder, the Chairman and Managing Director of the Company. Also, he is a grandson of Madam Lo To Lee Kwan, a nephew of Mr. Lo Kai Shui, 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, and a younger brother of Ms. Lo Bo Lun, Katherine, being senior management of the Company. As at the Latest Practicable Date, he has personal interest of 175,000 share options of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lo did not hold any directorship in other listed public companies in the three years preceding the date of this circular or any position with the Company or other members of the Group.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

Mr. 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 has not been 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.

A Director's fee of HK\$13,150 was paid to Mr. Lo in 2015. 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 2015 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Lo's emoluments are set out on page 69 in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2015 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. Lo's re-election, and there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

6. Mr. Chu Shik Pui, aged 54, joined the Group in 1989 and was appointed as an Executive Director of the Company in December 2015. He is also the Head of Tax and Investment primarily responsible for the Group's taxation, finance and investment matters. Mr. Chu is a fellow of The Chartered Association of Certified Accountants, an associate of The Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators. He is also a full member of the Society of Registered Financial Planners. Mr. Chu has 30 years' aggregated experience in taxation, finance, accounting, legal, and acquisition and investment.

Mr. Chu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he has a personal interest of 600,000 share options of the Company and 8,000 units in Champion Real Estate Investment Trust within the meaning of Part XV of the SFO.

Mr. Chu did not hold any directorship in other listed public companies in the three years preceding the date of this circular or any position with the Company or other members of the Group.

Mr. Chu 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 has not been 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.

A Director's fee of HK\$13,150 was paid to Mr. Chu in 2015. 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 2015 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Chu's emoluments are set out on page 69 in the Corporate Governance Report and note 13 to the consolidated financial statements contained in the Company's 2015 Annual Report respectively.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

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

7. Mr. Lee Siu Kwong, Ambrose, aged 67, was appointed as an Independent Non-executive Director of the Company in January 2016 and is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He is currently an independent non-executive director of HSBC Bank (China) Company Limited and a non-executive director of Digital Broadcasting Corporation Hong Kong Limited. Mr. Lee had served with the Hong Kong Government for 38 years and retired from it in 2012. He joined the Hong Kong Government as an Immigration Officer in 1974. He advanced through the ranks and in 1998, took charge of the Department as Director of Immigration. In 2002, Mr. Lee was appointed as Commissioner of the Independent Commission Against Corruption and one year later, he was appointed as Secretary for Security of the HKSAR Government. Throughout his years of service, Mr. Lee developed ample experience in government administration, executive management, law enforcement and crisis management. Mr. Lee is a Hong Kong deputy to the 12th National People's Congress and a Vice Chairman of the Council of Lifeline Express Hong Kong Foundation. He was awarded the Gold Bauhinia Star in 2009 and the Hong Kong Immigration Service Medal for Distinguished Service in 1998. Mr. Lee graduated from The University of Hong Kong with a Bachelor Degree of Science in Electrical Engineering and had also pursued administrative development and senior executive studies at Tsinghua University, University of Oxford, Harvard University and INSEAD.

Mr. Lee does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he does not have any interest in the Shares of the Company within the meaning of Part XV of the SFO.

Mr. Lee did not hold any directorship in other listed public companies in the three years preceding the date of this circular or any position with the Company or other members of the Group.

Mr. Lee 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 has not been 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.

Mr. Lee is entitled to receive a Director's fee of HK\$160,000 per annum. 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 will be fixed by the Shareholders at the 2016 AGM as an ordinary remuneration payable to each Director. In addition, Mr. Lee is entitled to receive annual remunerations of Board Committees in an aggregate sum of HK\$270,000 per annum. 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. Mr. Lee has no other emoluments except the aforesaid Director's fee and remunerations.

APPENDIX II DETAILS OF THE RETIRING DIRECTORS TO BE RE-ELECTED

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

8. Professor Poon Ka Yeung, aged 48, was appointed as an Independent Non-executive Director of the Company in March 2016. He has been teaching marketing-related subjects for the Master's Degree in Science program, MBA program and Global Executive MBA program (OneMBA) of The Chinese University of Hong Kong. Since June 2008, he has been appointed as Adjunct Associate Professor in the Department of Marketing of The Chinese University of Hong Kong. Professor Poon is an independent non-executive director of Shenzhen Neptunus Interlong Bio-Technique Company Limited. He has been appointed as an Honorary Institute Fellow of The Asia-Pacific Institute of Business of The Chinese University of Hong Kong since April 2002. He is also the Adviser of The Chinese Gold and Silver Exchange Society and an Independent Committee Member of the Registration Committee for the Practitioners' Registration Scheme of the Society. He obtained his Bachelor's Degree in Mathematics with Minor in Economics and Marketing from The Chinese University of Hong Kong in 1989 and was further admitted to the MBA Degree by the University of Hull, United Kingdom in 1996.

Professor Poon does not have any relationship with any directors, senior management, substantial or controlling shareholders of the Company. As at the Latest Practicable Date, he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Professor Poon did not hold any directorship in other listed public companies in the three years preceding the date of this circular or any position with the Company or other members of the Group.

Professor Poon 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 has not been 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.

Professor Poon is entitled to receive a Director's fee of HK\$160,000 per annum. 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 will be fixed by the Shareholders at the 2016 AGM as an ordinary remuneration payable to each Director. Professor Poon has no other emoluments except the aforesaid Director's fee.

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

NOTICE OF 2016 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 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2016 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 Tuesday, 10 May 2016 at 3:30 p.m. for the following purposes:

1. To receive and consider the audited consolidated Financial Statements of the Company and its subsidiaries for the year ended 31 December 2015 together with the Reports of the Directors and Independent Auditor thereon.
2. To declare a final dividend of HK47 cents per share and a special final dividend of HK\$2.00 per share for the year ended 31 December 2015.
3. To re-elect Mr. Lo Hong Sui, Vincent as a Non-executive Director.
4. To re-elect Dr. Lo Ying Sui as a Non-executive Director.
5. To re-elect Madam Law Wai Duen as an Executive Director.
6. To re-elect Mrs. Lee Pui Ling, Angelina as an Independent Non-executive Director.
7. To re-elect Mr. Lo Chun Him, Alexander as an Executive Director.
8. To re-elect Mr. Chu Shik Pui as an Executive Director.
9. To re-elect Mr. Lee Siu Kwong, Ambrose as an Independent Non-executive Director.
10. To re-elect Professor Poon Ka Yeung as an Independent Non-executive Director.
11. To fix the Director’s fee for each of the Directors of the Company at HK\$160,000 per annum.
12. 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 2016 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

13. **“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 (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised 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 authorised 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.”

14. **“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 2016 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 2016 ANNUAL GENERAL MEETING

15. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$400,000,000 divided into 800,000,000 shares of HK\$0.50 each to HK\$600,000,000 divided into 1,200,000,000 shares of HK\$0.50 each by the creation of an additional 400,000,000 new shares of HK\$0.50 each and such new shares shall rank pari passu in all respects with the existing shares of the Company (the “Increase in Authorised Share Capital”) and any one Director or the Secretary of the Company be and is hereby authorised for and on behalf of the Company to do all such acts or things necessary to implement and give effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 31 March 2016

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 the office of the Company 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) To attend and vote at the 2016 Annual General Meeting

For the purpose of ascertaining the Shareholders’ entitlement to attend and vote at the 2016 Annual General Meeting, the Registers of Members will be closed from Wednesday, 4 May 2016 to Tuesday, 10 May 2016, both days inclusive.

NOTICE OF 2016 ANNUAL GENERAL MEETING

In order to be eligible to attend and vote at the 2016 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 (the "Branch Share Registrar") for registration not later than 4:30 p.m. on Tuesday, 3 May 2016.

- (ii) To qualify for the proposed 2015 final dividend and special final dividend

For the purpose of ascertaining the Shareholders' entitlement to the proposed 2015 final dividend and special final dividend, the Registers of Members will be closed from Tuesday, 17 May 2016 to Friday, 20 May 2016, both days inclusive.

In order to qualify for the proposed 2015 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 for registration not later than 4:30 p.m. on Monday, 16 May 2016.

5. The Board of Directors has recommended the payment of a final dividend of HK47 cents per share and a special final dividend of HK\$2.00 per share for the year ended 31 December 2015. Taken together with the interim dividend of HK27 cents per share paid on 16 October 2015, the total dividend for the year 2015 is HK\$2.74 per share. Dividend warrants and share certificates in respect of the proposed 2015 final dividend and special final dividend are expected to be despatched to the Shareholders on 22 June 2016.
6. Concerning Resolutions numbered 3 to 10 above, Mr. Lo Hong Sui, Vincent, Dr. Lo Ying Sui, Madam Law Wai Duen, Mrs. Lee Pui Ling, Angelina, Mr. Lo Chun Him, Alexander, Mr. Chu Shik Pui, Mr. Lee Siu Kwong and Professor Poon Ka Yeung 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 31 March 2016 (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 2015.
7. Concerning Resolution numbered 11 above, in accordance with the Bye-laws, 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 2016 shall be at HK\$160,000 per annum (2015: HK\$160,000 per annum).
8. Concerning Resolutions numbered 13 and 14 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 2015 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 13 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 is set out in Appendix I to the Circular.
9. Concerning Resolution numbered 15, the Directors have no present intention of issuing any part of the proposed increased authorised share capital of the Company.
10. The votes at the Annual General Meeting will be taken by poll.