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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the "**SGM**") of Great Eagle Holdings Limited (the "**Company**") will be held on Thursday, 5 May 2022 at 3:45 p.m. (or immediately after the conclusion or adjournment of the forthcoming 2022 annual general meeting of the Company to be held at the same venue and on the same day) at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

"**THAT**

(A) the bye-laws (the "**Bye-laws**") of Great Eagle Holdings Limited (the "**Company**") be and are hereby amended as follows:

(i) the following new definitions be and are hereby inserted in alphabetical order in the existing Bye-law 1 of the Bye-laws:

""electronic record"	shall have the same meaning as in the Electronic Transactions Act 1999 of Bermuda as amended from time to time;
"Relevant Period"	shall mean the period commencing from the date on which any of the securities of the Company first become listed on The Stock Exchange of Hong Kong Limited to and including the date immediately before the day on which none of such securities are so listed (and so that if at any time listing of any such securities is suspended for any reason whatsoever and for any length of time, they shall nevertheless be treated, for the purpose of this definition, as listed);
"Specified Place"	shall mean the place, if any, specified in the notice of any general meeting or adjourned meeting, at which the Chairman shall preside;"

(ii) the following new paragraphs be inserted in Bye-law 1 of the Bye-laws immediately following the statement "Reference to any Bye-laws by number are to the particular Bye-law of these Bye-laws.":

"Any reference to writing includes all modes of representing or reproducing words in a visible form, including in the form of an electronic record.

A reference to anything being done by electronic means includes its being done by means of any electronic or other communications equipment or facilities and reference to any communication being delivered or received, or being delivered or received at a particular place, includes the transmission of an electronic record to a recipient identified in such manner or by such means as the Board may from time to time approve or prescribe, either generally or for a particular purpose.

A reference to a signature or to anything being signed or executed include such forms of electronic signature or other means of verifying the authenticity of an electronic record as the Board may from time to time approve or prescribe, either generally or for a particular purpose.

Any reference in these Bye-laws to votes cast or taken at a general meeting shall include all votes taken (in such manner as may be directed by the Chairman of that meeting whether by a count of votes by show of hands and/or by the use of ballot or voting papers or tickets and/or by electronic means) of members attending in person, by corporate representative or by proxy at that meeting."

(iii) the following new Bye-law 15(C) be and is hereby inserted immediately following the existing Bye-laws 15(A) and 15(B) of the Bye-laws:

"15(C) During the Relevant Period (except when the register is closed), any shareholder may inspect during business hours any register maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof, subject to Bye-law 46."

(iv) Bye-law 67 of the Bye-laws be and is hereby amended by (a) inserting the word "financial" between the words "each" and "year" in the first sentence thereof; (b) inserting the word "financial" between the words "in that" and "year" in the first sentence thereof; and (c) deleting all the words immediately after the words "in the notice calling it" in Bye-law 67 of the Bye-laws.

(v) Bye-law 69 of the Bye-laws be and is hereby amended by (a) deleting the first word "General" and replacing it with the words "Subject to Bye-law 69A, general" at the beginning thereof; (b) inserting the words "(if any)" between the words "in the world" and "as may be determined"; and (c) inserting the words "and at such time and place (if any) as the Board shall appoint" after the words "as may be determined by the Board".

(vi) The following new Bye-laws 69A, 69B and 69C be and are hereby inserted immediately following the above Bye-law 69 of the Bye-laws:

"69A. If it appears to the Board or the Chairman of a general meeting that the Specified Place (if any) is inadequate to accommodate all persons entitled and wishing to attend, (i) the meeting is duly constituted, (ii) its proceedings are valid and (iii) the members present at any such satellite meeting place in person or by corporate representative or by proxy and entitled to vote shall be counted in the quorum for and shall be entitled to vote the general meeting in question, if the Chairman is satisfied that adequate facilities are available, whether at the Specified Place or elsewhere, to ensure that each such person who is unable to be accommodated at the Specified Place: (a) is able to communicate simultaneously and instantaneously with the persons present at the Specified Place, whether by the use of microphones, loud-speakers, audio-visual or other communications equipment or facilities; and (b) has access to all documents which are required to be tabled at the meeting pursuant to the Statutes and these Bye-laws.

69B. A general meeting may be held in addition to, or in conjunction with, a meeting held in accordance with Bye-laws 69 and 69A by means of such telephone, electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate and/or speak with each other simultaneously and instantaneously (including, without limiting the generality of the foregoing, communication through facilities that provide for the conveyance of messages in real-time or near real-time via human voice, audio system, text messages, chat messaging and/or other means or functions) as determined by the Board from time to time, and participation in such a meeting shall constitute presence in person or by corporate representative or by proxy at such meeting. A general meeting may be held:- (i) wholly by means of telephone, electronic or other communication facilities as mentioned above or (ii) at one or more places and at the same time by means of telephone, electronic or other communication facilities as mentioned above, as determined by the Board from time to time. The Board or the Chairman of a general meeting may determine, in respect of any general meeting, that members may only attend the meeting by means of telephone, electronic or other communication facilities as mentioned above and/or the communication facilities by which members may exercise their right to speak at that meeting.

69C. The inability of one or more members present in person or by corporate representative or by proxy at a general meeting to communicate with other member(s) so present shall not invalidate any resolution passed or any proceeding at such meeting, provided that such number of members present in person or by corporate representative or by proxy constituting a quorum for a general meeting are able to communicate with each other simultaneously and instantaneously at that meeting."

(vii) Bye-law 70 of the Bye-laws be and is hereby amended by (a) deleting the first word "The" at the beginning thereof and replacing it with the words "Subject as otherwise provided by the Statutes, the"; (b) deleting the words "on requisition" after the words "shall also be convened" and replacing them with the words "and/or resolutions shall be added to the agenda of any meeting"; and (c) deleting the words "or, in default, may be convened by the requisitionists" and replacing them with the words "on the requisition of one or more members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company" at the end of Bye-law 70 of the Bye-laws.

(viii) Bye-law 71 of the Bye-laws be and is hereby amended by deleting the word "place" after the words "shall specify the" and replacing it with the words "Specified Place (if any) (including any satellite meeting place arranged for the purposes of Bye-law 73)" in the second sentence of Bye-law 71.

(ix) The following new Bye-law 72A be and is hereby inserted immediately following the existing Bye-law 72 of the Bye-laws:

"72A. (A) The provisions of this Bye-law shall apply if any general meeting is convened at or adjourned to more than one place.

(B) The notice of any general meeting or adjourned meeting shall specify the Specified Place and the Board shall make arrangements for simultaneous attendance and participation in a satellite meeting at other places (whether adjoining the Specified Place or in a different and separate place or places altogether or otherwise) by members. The members present at any such satellite meeting place in person or by corporate representative or by proxy and entitled to vote shall be counted in the quorum for, and shall be entitled to vote at, the general meeting in question.

(C) The Chairman of the general meeting shall be present at, and the meeting shall be deemed to take place at, the Specified Place. If it appears to the Chairman of the general meeting that the facilities at the Specified Place or any satellite meeting place are or become inadequate for the purposes referred to above, then the Chairman may, without the consent of the meeting, adjourn the general meeting. All business conducted at that general meeting up to the time of such adjournment shall be valid.

(D) The Board may from time to time make such arrangements for the purpose of controlling the level of attendance at any such satellite meeting (whether involving the issue of tickets or the imposition of some means of selection or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time vary any such arrangements or make new arrangements in place of them, provided that a shareholder who is not entitled to attend, in person or by corporate representative or by proxy, at any particular place shall be entitled so to attend at one of the other places and the entitlement of any shareholder so to attend the meeting or adjourned meeting at such place shall be subject to any such arrangements as may be for the time being in force and by the notice of meeting or adjourned meeting stated to apply to the meeting.

(E) If a meeting is adjourned to more than one place, notice of the adjourned meeting shall be given in the manner required by Bye-laws 71 to 72A."

(x) The following new Bye-law 73A be and is hereby inserted immediately following the existing Bye-law 73 of the Bye-laws:

"73A. All members have the right to (a) speak at general meeting; and (b) vote at a general meeting except where a shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration."

(xi) Bye-law 74 of the Bye-laws be and is hereby amended by (a) inserting the word "entitled to vote and" between the words "two members" and "present" in the first sentence thereof; (b) inserting the word "(including attendance by electronic means)" after the word "present" in the first sentence thereof; and (c) inserting the word "or by proxy" immediately after the words "corporate representative" in the first sentence thereof.

(xii) Bye-law 75 of the Bye-laws be and is hereby amended by (a) inserting the word "(if any)" between the words "time and place" and "as shall be decided" in the first sentence thereof.

(xiii) Bye-law 77 of the Bye-laws be and is hereby amended by (a) inserting the word "(if applicable)" between the words "from time to time and" and "from place to place" in the first sentence thereof; and (b) inserting the word "(if any)" between the words "specifying the place" and ", the day and the hour" in the second sentence thereof.

(xiv) Bye-law 78 of the Bye-laws be and is hereby amended by: (a) inserting the words "and/or by a count of votes in the form of electronic records" (1) between the words "hands" and "unless" in the first sentence thereof; and (2) between the words "hands" and "been" in the second sentence thereof; and (b) inserting the words "and/or the count of votes received in the form of electronic records" between the words "hands," and "or on the withdrawal" in the first sentence thereof.

(xv) Bye-law 79 of the Bye-laws be and is hereby amended by (a) deleting the word "or" between the words "ballot," and "voting" and between the words "papers," and "tickets" in the first sentence thereof; (b) inserting a comma after each of the words "ballot" and "papers"; (c) inserting the words "and/or votes received in the form of electronic records" between the words "tickets" and "and" in the first sentence thereof; and (d) inserting the words "(if any)" between the words "place," and "not" in the first sentence thereof.

(xvi) Bye-law 81 of the Bye-laws be and is hereby amended by inserting the words "and/or by count of votes in the form of electronic records, or" between the words "show of hands" and "on a poll" in the first sentence thereof.

(xvii) Bye-law 85 of the Bye-laws be and is hereby amended by inserting the words "by proxy or" between the words "or" and "by a corporate representative shall have one vote" in the first sentence thereof.

(xviii) Bye-law 96(B) of the Bye-laws be and is hereby amended by (a) inserting the words "(including meetings of the members and creditors meetings)" between the words "Company" and "or" in the first sentence thereof; (b) inserting the words "the right to speak and" between the words "foregoing," and "the" in the last sentence thereof; and (c) deleting the words "individually on a show of hands" in the last sentence thereof.

(xix) Bye-law 100 of the Bye-laws be and is hereby amended by (a) deleting the words "next following" and replacing them with the words "first annual"; and (b) inserting the words "after his appointment" between the words "Company" and "and shall then be eligible".

(xx) Bye-law 115 of the Bye-laws be and is hereby amended by (a) deleting the word "period" and replacing it with the word "term" in the first sentence thereof; (b) deleting the words "next following" and replacing it with the word "first" in the second sentence thereof; and (c) inserting the words "after his appointment" between the words "Company" and "and" in the second sentence thereof.

(xxi) The following new Bye-laws 173A and 173B be and are hereby inserted immediately following the existing Bye-law 173 of the Bye-laws:

"173A. The Company may by ordinary resolution appoint one or more firms of Auditors to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject to Bye-law 173B, Auditors appointed by the Board to fill any casual vacancy under this Bye-law 173A shall hold office until the following annual general meeting and shall then be subject to appointment by the members under this Bye-law 173A at such remuneration to be determined by the members pursuant to Bye-law 174.

173B. Subject as otherwise provided by the Statues, the members may, at any general meeting convened and held in accordance with these Bye-laws, remove the Auditors by ordinary resolution at any time before the expiration of the term of office and shall by ordinary resolution, at that meeting appoint new Auditors in its place for the remainder of the term."

(xxii) Bye-law 174 of the Bye-laws be and is hereby amended by (a) inserting a comma after the word "Statutes"; (b) inserting the words "in such manner as the shareholders may determine" after the word "meeting" in the first sentence thereof; and (c) deleting the second sentence of such Bye-law 174 in its entirety.

(xxiii) Bye-law 188 of the Bye-laws be and is hereby deleted in its entirety.

(B) any one director of the Company be and is hereby authorised to do all acts and things and to sign, execute and deliver all documents as he may deem necessary, expedient or appropriate to give effect to or otherwise in connection with the proposed amendments to the Bye-laws."

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

Hong Kong, 8 April 2022

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
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 and vote at the SGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote, on a poll, in his/her stead. The person appointed to act as proxy need not be a member of the Company. **To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19, Shareholders are strongly encouraged to cast their votes by submitting a proxy form appointing the Chairman of the SGM as their proxy.**

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 principal place of business of the Company in Hong Kong at 33rd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the SGM or any adjournment thereto.

   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 SGM 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 SGM 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 SGM 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 from Thursday, 28 April 2022 to Thursday, 5 May 2022, both days inclusive, for the purpose of ascertaining the entitlement of Shareholders to attend and vote at the SGM. During such period, no transfer of shares will be registered.

   In order to be eligible to attend and vote at the SGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar 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, 27 April 2022.

5. The votes at the SGM will be taken by a poll.

6. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 1:30 p.m. on Thursday, 5 May 2022, the SGM will be rescheduled. The Company will publish an announcement on the Company's website at www.GreatEagle.com.hk and the HKEXnews website at www.hkexnews.hk to notify the Shareholders of the date, time and venue of the rescheduled meeting.

7. The SGM venue has wheelchair access. Anyone accompanying a Shareholder in need of assistance will be admitted to the SGM. If any member with a disability has a question regarding attendance, please contact the Company Secretarial Division of the Company by email at GreatEagle.ecom@greateagle.com.hk.

8. **To protect the attending Shareholders, staff and stakeholders from the risk of infection of COVID-19, the Company will implement the following precautionary and control measures at the SGM against the pandemic:**

   (i) Compulsory body temperature check
   (ii) Compulsory wearing of surgical facial masks
   (iii) Mandatory health declaration
   (iv) Maintaining a safe distance between seats
   (v) No provision of refreshments or beverages
   (vi) No distribution of coupons for subsequent consumption

   Should anyone seeking to attend the SGM decline to submit to these requirements or be found to be suffering from a fever (i.e. having a body temperature of over 37.5 degrees Celsius) or otherwise unwell, the Company reserves the right to refuse such person's admission to the SGM.

9. **Subject to the development of COVID-19, the Company may change the SGM arrangements at short notice and may issue further announcement as appropriate. Shareholders should check the Company's website at www.GreatEagle.com.hk or the HKEXnews website at www.hkexnews.hk for updates on the latest arrangement of the SGM.**

As at the date of this notice, the Board comprises Dr. LO Ka Shui (Chairman and Managing Director), Mr. LO Hong Sui, Antony, Madam LAW Wai Duen, Mr. LO Chun Him, Alexander, Mr. KAN Tak Kwong (General Manager), Mr. CHU Shik Pui and Professor POON Ka Yeung, Larry being the Executive Directors; Madam LO TO Lee Kwan, Mr. LO Hong Sui, Vincent and Dr. LO Ying Sui being the Non-executive Directors; and Mr. CHENG Hoi Chuen, Vincent, Professor WONG Yue Chim, Richard, Mrs. LEE Pui Ling, Angelina, Mr. LEE Siu Kwong, Ambrose and Mr. ZHU Qi being the Independent Non-executive Directors.