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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 or transfer 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 ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

A notice convening the 2023 Annual General Meeting (“**2023 AGM**”) of Great Eagle Holdings Limited to be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 18 May 2023 at 4:00 p.m. is set out on pages N1 to N6 of this circular.

Whether or not you intend to be present at the 2023 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 holding the 2023 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2023 AGM or any adjourned meeting thereof should you so wish.

4 April 2023



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DEFINITIONS

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

“2023 AGM”	the annual general meeting of the Company to be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 18 May 2023 at 4:00 p.m. or any adjournment thereof, notice of which is set out on pages N1 to N6 of this circular
“associate” or “close associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Buy-back Mandate”	the general and unconditional mandate to exercise all the powers of the Company to buy-back issued and fully-paid Shares not exceeding 10% of the total number of Shares in issue at the date of passing of the resolution
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Company”	Great Eagle Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 41)
“connected person” or “core connected person”	has the meaning ascribed to it under 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
“Issue Mandate”	the general and unconditional mandate to allot, issue and deal with additional Shares (and securities exercisable or convertible into Shares) not exceeding 20% of the total number of Shares in issue at the date of passing of the resolution

DEFINITIONS

“Latest Practicable Date”	28 March 2023, 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 as amended from time to time
“Notice”	the notice of the 2023 AGM as set out on pages N1 to N6 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.50 each in the share capital of the Company, or if there has been a subdivision, consolidation, reclassification of or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs as amended from time to time
“HK\$”	Hong Kong dollars, 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 TO Lee Kwan[#]
WONG Yue Chim, Richard*
LEE Pui Ling, Angelina*
ZHU Qi*
HO Shut Kan*
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
POON Ka Yeung, Larry

* *Independent Non-executive Directors*

Non-executive Directors

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in

Hong Kong:

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

4 April 2023

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO BUY-BACK AND ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF 2023 ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding, *inter alia*, the proposed general mandates to buy-back and issue Shares, the re-election of retiring Directors and to seek your approval at the 2023 AGM in connection with such matters.

LETTER FROM THE BOARD

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

At the annual general meeting of the Company held on 5 May 2022 (the “**2022 AGM**”), ordinary resolutions were passed to grant general mandates to the Directors to (i) exercise the powers of the Company to buy-back Shares up to a maximum of 73,104,041 Shares, representing 10% of the total number of Shares in issue at the date of passing of the relevant ordinary resolution; and (ii) allot, issue and deal with a maximum of 146,208,082 Shares (and securities exercisable or convertible into Shares), representing 20% of the total number of Shares in issue at the date of passing of the relevant ordinary resolution. The Company has not bought back or issued any Shares under the general mandates granted by the Shareholders in the 2022 AGM. Such mandates will lapse at the conclusion of the 2023 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2023 AGM to grant the Buy-back Mandate and Issue Mandate to the Directors.

The Buy-back Mandate and/or the Issue Mandate will, if granted, commence on the date of the passing of the respective ordinary resolutions and continue in force until 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 law or the Bye-laws to be held; or (iii) until the Buy-back Mandate and/or the Issue Mandate are respectively revoked or varied by an ordinary resolution of the Shareholders at general meeting. Although the general mandates proposed to be granted may not be utilized before the valid period as mentioned above, these will give the Company the flexibility when needed without proposing second and subsequent refreshments of the general mandates in any one year. The Company will use the mandates sparingly and in the interest of the Shareholders as a whole.

As at the Latest Practicable Date, the total number of Shares in issue was 747,723,345 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2023 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 74,772,334 Shares and under the Issue Mandate to issue a maximum of 149,544,669 Shares, representing 10% and 20% of the issued Shares as at the Latest Practicable Date respectively.

The explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for considering the proposal to grant Directors the Buy-back Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 100 of the Bye-laws, Mr. Ho Shut Kan, who was appointed as an Independent Non-executive Director on 28 December 2022, shall retire and, being eligible, has offered himself for re-election at the 2023 AGM.

In accordance with Bye-law 109(A) of the Bye-laws, Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Vincent, Mrs. Lee Pui Ling, Angelina (“**Mrs. Lee**”) and Mr. Chu Shik Pui shall retire by rotation and, being eligible, have offered themselves for re-election at the 2023 AGM.

LETTER FROM THE BOARD

Biographical details of the retiring Directors proposed to be re-elected at the 2023 AGM which are required to be disclosed under the Listing Rules are set out in Appendix II to this circular. The re-election of each retiring Director will be subject to a separate resolution to be proposed at the 2023 AGM for approval by the Shareholders.

The Nomination Committee has adopted a nomination policy which sets out, *inter alia*, the selection criteria and the evaluation procedures in nominating candidates to be appointed or re-appointed as Directors. In accordance with the terms of reference of the Nomination Committee, the Nomination Committee should make recommendation to the Board on the appointment or re-appointment of Directors.

The Nomination Committee has considered the biographical details, competencies and expertise of the retiring Directors with reference to the structure and size of the Board as set out in the Board Diversity Policy of the Company and their contributions to the Company during their tenure.

The Board considers that the invaluable knowledge and contributions of Madam Lo To Lee Kwan to business of the Group, extensive experience of Mr. Lo Hong Sui, Vincent and Mr. Ho Shut Kan in property development and management business, Mrs. Lee's expertise in legal sector, and the extensive experience of Mr. Chu Shik Pui in taxation, finance and investment are beneficial to the Board in providing a diversity of perspectives appropriate to the Company's business.

Mrs. Lee, an Independent Non-executive Director, has served the Board for more than nine years, during which period she has provided independent views and insight to the Board.

Mrs. Lee is a solicitor and a Fellow of the Institute of Chartered Accountants in England and Wales. She was a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority and a Non-executive Director of the Securities and Futures Commission. The Board considers that her extensive experience in legal and financial regulatory sectors could bring new ideas from different perspectives to the Board.

As at the Latest Practicable Date, Mrs. Lee holds three listed company directorships as non-executive director. She has attended all Board Meetings, Board Committees Meetings and Shareholders' Meetings held during the year 2022 and provided written confirmation to the Company on the sufficiency of her time spent and attention to the affairs of the Company. In view of the above, the Board believed that Mrs. Lee is able to devote sufficient time and attention to the affairs of the Company without being over-occupied in the business of other listed companies.

Mrs. Lee does not have any relationships with any other Directors, senior management, substantial or controlling Shareholders of the Company. She has submitted annual confirmation to the Company on her fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules which assesses the independence of Independent Non-executive Directors. During Mrs. Lee's tenure as Independent Non-executive Director, she is not involved in the daily management of the Company which would materially interfere with her exercise of independent judgement. As of the Latest Practicable Date, the Company did not receive any notification from her that there has been a subsequent change of circumstances which affected her independence.

LETTER FROM THE BOARD

Mrs. Lee has demonstrated complete independence in character and has contributed objectively in giving impartial advice to the Board and exercising independent judgement in her capacity as the Chairman of the Remuneration Committee of the Company, and a member of each of the Company's Audit Committee and Nomination Committee.

The Board considered that the independence of Directors is a question of fact and is assessed with regard to all relevant factors concerned, but not just limited to the length of service. The Board was fully satisfied that the length of tenure of Mrs. Lee had not affected her independence having regard to her actual contributions, her impartiality and effective oversight of management, therefore, considered her to be independent and recommended that she should be re-elected at the 2023 AGM.

Taking into account of the above, the Board is of the view that the diverse and invaluable knowledge, skills and experience of each of Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Vincent, Mrs. Lee Pui Ling, Angelina, Mr. Ho Shut Kan and Mr. Chu Shik Pui in the business of the Group will continue to generate significant contribution to the Company and the Shareholders as a whole.

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 ("**Dr. Lo**"), aged 76, has been a member of the Board since 1980. He is a substantial Shareholder, Chairman and Managing Director of the Company, Chairman of the Company's Finance Committee, and is also a director of its various subsidiaries. He is Chairman and Non-executive Director of the Manager of the publicly-listed trusts, Champion Real Estate Investment Trust ("**Champion REIT**") and Langham Hospitality Investments. He is also a Vice President of The Real Estate Developers Association of Hong Kong and a member of The Hong Kong Centre for Economic Research's Board of Trustees. Dr. Lo was formerly a Director of Hong Kong Exchanges and Clearing Limited; Chairman of the Listing Committee for Main Board and Growth Enterprise Market; a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority; Chairman of The Chamber of Hong Kong Listed Companies; Chairman of the Hospital Authority of Hong Kong; a Board Member of the Airport Authority Hong Kong; and a Member of the University Grants Committee.

Dr. Lo graduated from McGill University with a Bachelor of Science Degree and obtained a Doctor of Medicine (M.D.) Degree from Cornell University, specialising in Internal Medicine and Cardiology. He has over four decades of experience in property and hotel development and investment both in Hong Kong and overseas.

LETTER FROM THE BOARD

Dr. Lo is a son of Madam Lo To Lee Kwan, an elder brother of 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. Dr. Lo is a substantial Shareholder and also a director of Surewit Finance Limited, being wholly-owned by a trustee of a discretionary trust, Eagle Guardian Limited and Mind Reader Limited, all being substantial Shareholders within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Dr. Lo has a personal interest in 61,542,835 Shares, 3,390,000 share options of the Company and a corporate interest in 95,928,364 Shares; a personal interest in 3,592,007 units and a corporate interest in 4,103,722,618 units in Champion REIT; and a personal interest in 31,584,000 share stapled units and a corporate interest in 2,304,229,933 share stapled units in Langham Hospitality Investments and Langham Hospitality Investments Limited (“LHI”) within the meaning of Part XV of the SFO. He is the founder of a discretionary trust, being a substantial Shareholder, which owns 65,866,676 Shares and is also a discretionary beneficiary of another discretionary trust, being a substantial Shareholder, which owns 254,664,393 Shares as at the Latest Practicable Date. He is the settlor and a member of the Advisory Committee and Management Committee of a charitable trust, which owns 10,061,000 units of Champion REIT and 90,010,250 share stapled units in LHI.

Save as disclosed above, Dr. Lo did not hold any directorship in other listed public companies in the three years preceding 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 Group 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.

A Director’s fee of HK\$220,000 was paid to Dr. Lo in 2022. 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, and approved by the Shareholders at the 2022 AGM as an ordinary remuneration payable to each Director. Dr. Lo’s emoluments has been determined by reference to his involvement in the daily operation of the Group, his contribution to the Group’s development, his duties and responsibilities within the Group, the Group’s remuneration policy and the prevailing market situation. The amount of Dr. Lo’s emoluments is set out in note 11 to the consolidated financial statements contained in the Company’s 2022 Annual Report.

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.

LETTER FROM THE BOARD

4. 2023 ANNUAL GENERAL MEETING, CLOSURE OF REGISTERS OF MEMBERS AND PROXY ARRANGEMENT

At the 2023 AGM, ordinary resolutions will be proposed to approve, *inter alia*, the renewal of the Buy-back Mandate and the Issue Mandate, and the re-election of retiring Directors.

The Notice is set out on pages N1 to N6 of this circular. Shareholders are advised to read the Notice and complete and return the accompanying form of proxy for use at the 2023 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 2023 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. On a poll, every Shareholder presents 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 Group's website and the HKEXnews' website on the same day after the 2023 AGM.

The Registers of Members 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 2023 AGM

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2023 AGM, the Registers of Members will be closed from Monday, 15 May 2023 to Thursday, 18 May 2023, both days inclusive.

In order to be eligible to attend and vote at the 2023 AGM, 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 (the "**Branch Share Registrar**") at 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 Friday, 12 May 2023.

(ii) To qualify for the proposed 2022 final dividend

For the purpose of ascertaining the Shareholders' entitlement to the proposed 2022 final dividend, the Registers of Members will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023, both days inclusive.

In order to qualify for the proposed 2022 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration no later than 4:30 p.m. on Wednesday, 24 May 2023.

LETTER FROM THE BOARD

5. 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.

6. RECOMMENDATION

The Board considers that the renewal of the Buy-back Mandate and the Issue Mandate, and the re-election of retiring Directors as aforesaid are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2023 AGM.

7. 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 2023 AGM.

1. ISSUED SHARES

As at the Latest Practicable Date, the total number of Shares in issue was 747,723,345 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2023 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 74,772,334 Shares, representing 10% of the total number of Shares in issue 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 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 of the Company, the Bye-laws and the applicable laws of Bermuda.

4. WORKING CAPITAL OR GEARING POSITION

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 position (as compared with the position disclosed in the Company's accounts for the year ended 31 December 2022). 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 position (as compared with the position disclosed in the Company's accounts for the year ended 31 December 2022) which in the opinion of the Directors are from time to time appropriate for the Company.

5. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, 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, Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui ("**these Parties**"), all being Directors, are among the discretionary beneficiaries of a discretionary trust holding 254,664,393 Shares, representing approximately 34.06% of the total number of Shares in issue. 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 273,768,273 Shares, representing approximately 36.61% of the total number of Shares in issue, including personal interests, corporate interests and interests as founder of discretionary trust of Dr. Lo Ka Shui comprising a total of 223,337,875 Shares, representing 29.87% of the total number of Shares in issue. For the purpose of the Takeovers Code, these Parties and the trustee of the discretionary trust in its capacity as such as a concert party group with respect to the Company are taken to have an interest in a total of 528,432,666 Shares, representing approximately 70.67% of the total number of Shares in issue. In the event that the Directors exercise in full the power to buy-back Shares, then (if the present shareholdings of these Parties and the control of voting rights otherwise remained the same) the attributable shareholding of these Parties and the trustee of the discretionary trust in its capacity as such as a concert party group with respect to the Company would be increased to approximately 78.52% of the total number of Shares in issue. The Directors anticipate that such proportionate increase of voting rights by the concert party group as a whole would not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

In any event the Directors do not intend to exercise the Buy-back Mandate to such an extent as would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code and, accordingly, it is not anticipated that buy-back of Shares under the Buy-back Mandate will give rise to any consequences under the Takeovers Code. Furthermore, the Directors have no intention to exercise the Buy-back Mandate to such an extent as would cause the public float to fall below 25% of the total number of Shares in issue, being the minimum requirement under the Listing Rules.

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. CORE CONNECTED PERSONS

No core 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 core 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 HK\$	Lowest HK\$
2022		
March	19.90	16.64
April	19.34	17.76
May	18.44	16.30
June	18.00	16.80
July	17.68	16.80
August	17.72	16.54
September	17.38	14.50
October	15.80	14.30
November	15.82	14.28
December	17.94	15.26
2023		
January	19.34	17.00
February	20.10	17.92
March (up to the Latest Practicable Date)	18.64	15.52

The followings are the biographical details of Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Vincent, Mrs. Lee Pui Ling, Angelina, Mr. Ho Shut Kan and Mr. Chu Shik Pui, all of whom shall retire at the 2023 AGM in accordance with the Bye-Laws, being eligible, have offered themselves for re-election.

1. Madam Lo To Lee Kwan, aged 103, has been a Director of the Group since 1963. She was an Executive Director prior to her re-designation as a Non-executive Director in December 2008. She is the wife of Mr. Lo Ying Shek, the late former chairman of the Company, and is the co-founder of the Group. She was involved in the early stage of development of the Group.

Madam Lo is the mother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, and the grandma of Mr. Lo Chun Him, Alexander, all being Directors of the Company. As at the Latest Practicable Date, Madam Lo has a personal interest in 1,341,561 Shares and a corporate interest in 5,442,810 Shares; and a corporate interest in 306,177 share stapled units in LHI within the meaning of Part XV of the SFO. She is also a discretionary beneficiary of a discretionary trust, being a substantial Shareholder, which owns 254,664,393 Shares as at the Latest Practicable Date.

Save as disclosed above, Madam Lo did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date.

Madam Lo does not have any 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 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.

A Director's fee of HK\$220,000 was paid to Madam Lo in 2022. 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, and approved by the Shareholders at the 2022 AGM as an ordinary remuneration payable to each Director. The basis and amount of Madam Lo's emoluments are set out on page 100 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2022 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 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.

2. Mr. Lo Hong Sui, Vincent, aged 74, has been a Director of the Group since 1970. He was an Executive Director prior to his re-designation as a Non-executive Director 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, premium commercial properties' investment and management, construction business with interests in Hong Kong and the Mainland China. He is the Chairman of SOCAM Development Limited and Shui On Land Limited, both are listed on the Stock Exchange. He is also a former Non-executive Director of Hang Seng Bank Limited. Mr. Lo is a member of the Board of Directors of Boao Forum for Asia, the Honorary President of the 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 and an Honorary Court Chairman of The Hong Kong University of Science and Technology. He was awarded the Grand Bauhinia Medal (GBM) in 2017, the Gold Bauhinia Star in 1998 and was appointed a Justice of the Peace in 1999 by the Government of the Hong Kong Special Administrative Region.

Mr. Lo is a son of Madam Lo To Lee Kwan, an elder brother of 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. As at the Latest Practicable Date, Mr. Lo has a personal interest in 293 Shares within the meaning of Part XV of the SFO. He is also a discretionary beneficiary of a discretionary trust, being a substantial Shareholder, which owns 254,664,393 Shares as at the Latest Practicable Date.

Save as disclosed above, Mr. Lo did not hold any directorship in other listed public companies in the three years preceding 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 Group 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\$220,000 was paid to Mr. Lo in 2022. 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, and approved by the Shareholders at the 2022 AGM as an ordinary remuneration payable to each Director. The basis and amount of Mr. Lo's emoluments are set out on page 100 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2022 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.

3. Mrs. Lee Pui Ling, Angelina, aged 74, was appointed an Independent Non-executive Director in 2002 and is the Chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company. Mrs. Lee is a solicitor and a Fellow of the Institute of Chartered Accountants in England and Wales. She holds a Bachelor of Laws degree from and was awarded an Honorary Fellowship by University College London, University of London. Amongst her public appointments, Mrs. Lee was a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority and a Non-executive Director of the Securities and Futures Commission. Mrs. Lee is a Non-executive Director of CK Infrastructure Holdings Limited, Henderson Land Development Company Limited and TOM Group Limited, all of which are listed companies.

Mrs. Lee does not have any relationship 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 within the meaning of Part XV of the SFO.

Save as disclosed above, Mrs. Lee did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date or any position with the Company or other members of the Group.

Mrs. Lee does not have any 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 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.

A Director's fee of HK\$220,000 was paid to Mrs. Lee in 2022. 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, and approved by the Shareholders at the 2022 AGM as an ordinary remuneration payable to each Director. In addition, Mrs. Lee received annual remunerations of Board Committees in an aggregate sum of HK\$330,000 for the year ended 31 December 2022. 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 100 in the Corporate Governance Report and in note 11 to the consolidated financial statements contained in the Company's 2022 Annual Report. Mrs. Lee has no other emoluments except the aforesaid Director's fee and remunerations.

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.

4. Mr. Ho Shut Kan, aged 74, was appointed as an Independent Non-executive Director in December 2022 and is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He has over 40 years of experience in the property operations and real estate sector including leasing and managing residential, commercial and investment properties. Mr. Ho was Executive Director and Chief Executive Officer of Kerry Properties Limited (listed in Hong Kong) before his retirement in 2018. Mr. Ho currently is the Senior Advisor of Kerry Properties Limited. During the past three years, Mr. Ho was an Independent Non-Executive Director of Eagle Asset Management (CP) Limited, being the manager of Champion REIT (listed in Hong Kong). Mr. Ho holds a Master of Business Administration Degree from the University of East Asia.

Mr. Ho 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 within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ho did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date or any position with the Company or other members of the Group.

Mr. Ho does not have any 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 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. Ho is entitled to receive remunerations of Board committees in an aggregate sum of HK\$280,000 per annum in addition to a Director's fee of HK\$220,000 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, and is subject to the approval by the Shareholders at the 2023 AGM as an ordinary remuneration payable to each Director. The remunerations of Board committees 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. Ho has no other emoluments except the aforesaid Director's fee and remunerations.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in connection with Mr. Ho'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. Chu Shik Pui, aged 61, joined the Group in 1989 and was appointed as an Executive Director in December 2015. He is a member of the Finance Committee and 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 and an associate of The Hong Kong Institute of Certified Public Accountants. 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 or substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he has a personal interest in 292,554 Shares and 1,787,000 share options of the Company and 8,000 units in Champion REIT within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Chu did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date.

Mr. Chu does not have any 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 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\$220,000 was paid to Mr. Chu in 2022. 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, and approved by the Shareholders at the 2022 AGM as an ordinary remuneration payable to each Director. Mr. Chu's emoluments has been determined by reference to his involvement in the daily operation of the Group, his duties and responsibilities within the Group, the Group's remuneration policy and the prevailing market situation. The amount of Mr. Chu's emoluments is set out in note 11 to the consolidated financial statements contained in the Company's 2022 Annual Report.

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 that should be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF 2023 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 2023 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (“**2023 AGM**”) of Great Eagle Holdings Limited (the “**Company**”) will be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Thursday, 18 May 2023 at 4:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated Financial Statements of the Company and its subsidiaries for the year ended 31 December 2022 together with the Reports of the Directors and the Independent Auditor.
2. To declare a final dividend of HK50 cents per share for the year ended 31 December 2022.
3. To re-elect Madam Lo To Lee Kwan as a Non-executive Director.
4. To re-elect Mr. Lo Hong Sui, Vincent as a Non-executive Director.
5. To re-elect Mrs. Lee Pui Ling, Angelina as an Independent Non-executive Director.
6. To re-elect Mr. Ho Shut Kan as an Independent Non-executive Director.
7. To re-elect Mr. Chu Shik Pui as an Executive Director.
8. To fix the Director’s fee for each of the Directors at HK\$220,000 per annum.
9. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor of the Company and authorise the Board of Directors to fix their remuneration.

NOTICE OF 2023 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 (the “**Directors**”) 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 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 number of 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 total number of Shares in issue at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of 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 (“**Bye-laws**”) or the Companies Act 1981 of Bermuda (as amended) (or any other applicable laws 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 (“**Shareholders**”) in general meeting.”

NOTICE OF 2023 ANNUAL GENERAL MEETING

11. “**THAT:**

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors 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 number of Shares 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 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; (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; 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 in accordance with the Bye-laws, shall not exceed 20 per cent. of the total number of Shares in issue at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after passing of this Resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda (as amended) (or any other applicable laws of Bermuda) to be held; and

NOTICE OF 2023 ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders 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 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).”

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

Hong Kong, 4 April 2023

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

Notes:

1. A Shareholder entitled to attend and vote at the 2023 AGM 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 Shareholder of the Company. Shareholders may appoint the Chairman of the 2023 AGM as their proxy to vote on the resolutions, instead of attending the 2023 AGM in person.
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 Company’s principal place of business 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 2023 AGM 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 2023 AGM 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 2023 AGM either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders is present at the 2023 AGM personally or by proxy, that one of the said persons so present whose name stands first on the Registers of Members of the Company (“**Registers of Members**”) in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder in whose name any Share stands shall for this purpose be deemed joint holders thereof.

NOTICE OF 2023 ANNUAL GENERAL MEETING

4. The Registers of Members 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 2023 AGM

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2023 AGM, the Registers of Members will be closed from Monday, 15 May 2023 to Thursday, 18 May 2023, both days inclusive.

In order to be eligible to attend and vote at the 2023 AGM, 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 (the "**Branch Share Registrar**") at 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 Friday, 12 May 2023.

- (ii) To qualify for the proposed 2022 final dividend

For the purpose of ascertaining the Shareholders' entitlement to the proposed 2022 final dividend, the Registers of Members will be closed from Thursday, 25 May 2023 to Wednesday, 31 May 2023, both days inclusive.

In order to qualify for the proposed 2022 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration no later than 4:30 p.m. on Wednesday, 24 May 2023.

5. The Board of Directors has recommended the payment of a final dividend in the form of cash in the amount of HK50 cents per share for the year ended 31 December 2022. Taken together with the interim dividend of HK33 cents per share paid on 13 October 2022, the total dividend for the year 2022 is HK83 cents per share. Dividend warrants in respect of the proposed 2022 final dividend are expected to be despatched to the Shareholders on 13 June 2023.
6. Concerning Resolutions numbered 3 to 7 above, Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Vincent, Mrs. Lee Pui Ling, Angelina, Mr. Ho Shut Kan and Mr. Chu Shik Pui will retire from office at the 2023 AGM 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 4 April 2023 (the "**Circular**"). None of the Directors being proposed for re-election at the 2023 AGM 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 11 to the consolidated financial statements contained in the 2022 Annual Report.
7. Concerning Resolution numbered 8 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 for the year ending 31 December 2023 shall be at HK\$220,000 per annum (2022: HK\$220,000 per annum).
8. 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 issue any new Shares or warrants under the general mandates sought to be granted. 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 is set out in Appendix I to the Circular.

NOTICE OF 2023 ANNUAL GENERAL MEETING

9. The votes at the 2023 AGM will be taken by poll.
10. If a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 2:00 p.m. on Thursday, 18 May 2023, the 2023 AGM will be rescheduled. The Company will publish an announcement on the Group's website at www.GreatEagle.com.hk and the HKEXnews' website at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.
11. The 2023 AGM venue has wheelchair access. Anyone accompanying a Shareholder in need of assistance will be admitted to the 2023 AGM. If any Shareholder 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.