

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



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.

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.”

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

- (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.

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.

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](http://www.GreatEagle.com.hk) and the HKEXnews' website at [www.hkexnews.hk](http://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](mailto:GreatEagle.ecom@greateagle.com.hk).

*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 Professor WONG Yue Chim, Richard, Mrs. LEE Pui Ling, Angelina, Mr. ZHU Qi and Mr. HO Shut Kan being the Independent Non-executive Directors.*