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**THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this supplemental 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 supplemental 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)

**SUPPLEMENTAL CIRCULAR  
IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTOR  
AND  
SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

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This supplemental circular should be read together with the circular of Great Eagle Holdings Limited dated 4 April 2023 and the notice convening the 2023 Annual General Meeting (“**2023 AGM**”) dated 4 April 2023 as set out on pages N1 to N6 of the abovementioned circular. A supplemental notice convening the 2023 AGM is set out on page N1 of this supplemental circular. A second form of proxy (the “**Second Proxy Form**”) for use at the 2023 AGM is also enclosed with this supplemental circular.

Whether or not you intend to be present at the 2023 AGM, you are requested to complete the accompanying Second Proxy Form 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 Second Proxy Form will not preclude you from attending and voting in person at the 2023 AGM or any adjourned meeting thereof should you so wish.

14 April 2023

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## LETTER FROM THE BOARD

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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)

*Directors:*

LO Ka Shui, *Chairman and Managing Director*

LO TO Lee Kwan<sup>#</sup>

WONG Yue Chim, Richard\*

LEE Pui Ling, Angelina\*

ZHU Qi\*

HO Shut Kan\*

Diana Ferreira CESAR\*

LO Hong Sui, Antony

LAW Wai Duen

LO Hong Sui, Vincent<sup>#</sup>

LO Ying Sui<sup>#</sup>

LO Chun Him, Alexander

KAN Tak Kwong, *General Manager*

CHU Shik Pui

POON Ka Yeung, Larry

*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

\* *Independent Non-executive Directors*

<sup>#</sup> *Non-executive Directors*

14 April 2023

*To the Shareholders*

Dear Sir or Madam,

### **SUPPLEMENTAL CIRCULAR IN RELATION TO THE RE-ELECTION OF RETIRING DIRECTOR AND SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

This supplemental circular should be read together with the circular of the Company dated 4 April 2023 (the “**Circular**”) which contains, inter alia, the notice of the 2023 AGM (the “**2023 AGM Notice**”) and the information relating the re-election of retiring Directors at the 2023 AGM. Unless otherwise defined, capitalized terms used in this supplemental circular shall have the same meanings as those defined in the Circular.

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## LETTER FROM THE BOARD

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The purpose of this supplemental circular is to provide Shareholders with (i) further information in respect of the resolution to be proposed at the 2023 AGM for the re-election of an additional retiring Director; (ii) supplemental notice of the 2023 AGM; and (iii) the special arrangements about completion and submission of the Second Proxy Form.

### 2. PROPOSED RE-ELECTION OF AN ADDITIONAL RETIRING DIRECTOR

Reference is made to the announcement of the Company dated 4 April 2023 in relation to the appointment of Ms. Diana Ferreira Cesar (“**Ms. Cesar**”) as an Independent Non-executive Director of the Company with effect from 4 April 2023.

In accordance with Bye-law 100 of the Bye-laws, Ms. Cesar, who was appointed as an Independent Non-executive Director by the Board to fill a casual vacancy shall hold office until the first annual general meeting of the Company after her appointment and, being eligible, has offered herself for re-election at the 2023 AGM.

The Nomination Committee had assessed Ms. Cesar’s independence by reference to the criteria as set out in Rule 3.13 of the Listing Rules and considered Ms. Cesar’s personal profile, background, academic achievement and working experience, and formed the view that Ms. Cesar would add diversity to the Board and contribute to the Board with her perspectives, skills and experience.

Biographical details of Ms. Cesar is set out in Appendix I to this supplemental circular.

### 3. SUPPLEMENTAL NOTICE OF 2023 AGM AND SECOND PROXY FORM

As a result of the appointment of an additional Independent Non-executive Director subsequent to the despatch of the Circular containing the 2023 AGM Notice and the form of proxy (the “**First Proxy Form**”), a supplemental notice of the 2023 AGM has been set out on page N1 of this supplemental circular to include the proposed resolution for re-election of the Independent Non-executive Director at the 2023 AGM.

Save as disclosed above, all the resolutions originally proposed in the Circular will remain unchanged. Please refer to the Circular and the 2023 AGM Notice for details of other resolutions to be proposed at the 2023 AGM.

The Second Proxy Form is enclosed with this supplemental circular. Whether or not you intend to attend and vote at the 2023 AGM in person, you are requested to complete the Second Proxy Form in accordance with the instructions printed on it and return the completed Second Proxy Form to the Company’s principal place of business in Hong Kong at 33<sup>rd</sup> 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 fixed for the holding of the 2023 AGM or any adjournment thereof (as the case may be) (the “**Closing Time**”). Shareholders who have appointed or intend to appoint proxy to attend the 2023 AGM are requested to pay particular attention to the following arrangements in relation to the completion and submission of the Second Proxy Form:

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## LETTER FROM THE BOARD

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A Shareholder who has not yet lodged the First Proxy Form with the Company's principal place of business in Hong Kong is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy to attend, speak and vote at the 2023 AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's principal place of business in Hong Kong.

A Shareholder who has already lodged the First Proxy Form with the Company's principal place of business in Hong Kong should note that:

- (i) If no Second Proxy Form is lodged with the Company's principal place of business in Hong Kong, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to cast the vote at his/her discretion or to abstain from voting on any resolution properly put to the 2023 AGM (including, if properly put, a resolution for the re-election of the Independent Non-executive Director as set out in this supplemental circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
- (ii) If the Second Proxy Form is lodged with the Company's principal place of business in Hong Kong before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by the Shareholder. The Second Proxy Form will be treated as a valid proxy form lodged by the Shareholder.
- (iii) If the Second Proxy Form is lodged with the Company's principal place of business in Hong Kong after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above as if no Second Proxy Form was lodged with the Company's principal place of business in Hong Kong.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's principal place of business in Hong Kong before the Closing Time.

#### **4. RESPONSIBILITY STATEMENT**

This supplemental 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 supplemental 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 supplemental circular misleading.

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## LETTER FROM THE BOARD

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### 5. RECOMMENDATION

The Board considers the proposed re-election of Ms. Cesar as an Independent Non-executive Director as set out in this supplemental circular is 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 resolution to be proposed at the 2023 AGM.

Yours faithfully,  
By Order of the Board  
**Great Eagle Holdings Limited**  
**LO Ka Shui**  
*Chairman and Managing Director*

The followings are the biographical details of Ms. Diana Ferreira Cesar who shall retire at the 2023 AGM in accordance with the Bye-Laws, being eligible, has offered herself for re-election.

Ms. Diana Ferreira Cesar, aged 54, was appointed an Independent Non-executive Director in April 2023. Ms. Cesar is an Executive Director and Chief Executive of Hang Seng Bank Limited and the General Manager of HSBC Holdings plc (both listed in Hong Kong). Ms. Cesar was the Chief Executive Officer, Hong Kong of The Hongkong and Shanghai Banking Corporation Limited from 2015 to 2021. She is a member of the board of directors and convenor of human capital committee of the Financial Services Development Council, the chairman of the board of directors of Hang Seng School of Commerce, a member of the board of trustees of Ho Leung Ho Lee Foundation, a member of the Financial Infrastructure and Market Development Subcommittee of Hong Kong Monetary Authority, a board member, campaign committee co-chairman and member of executive committee of The Community Chest of Hong Kong, the chairman of the board of governors of The Hang Seng University of Hong Kong, a vice president of The Hong Kong Institute of Bankers, a council member of Treasury Markets Association and a member of the University of Grants Committee. Ms. Cesar is a Honorary Certified Banker of The Hong Kong Institute of Bankers and was appointed a Justice of Peace in 2022 by the Government of the Hong Kong Special Administrative Region. She holds a Bachelor of Arts in Commerce and Social Sciences from the University of Toronto.

Ms. Cesar does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. As at 12 April 2023, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained in this supplemental circular (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, Ms. Cesar 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.

Ms. Cesar 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.

Ms. Cesar is entitled to receive 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 remuneration was determined by the Board with reference to the time and effort involved in her specific duties and services, and the prevailing market conditions. Ms. Cesar 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 Ms. Cesar’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.

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## SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

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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)

### SUPPLEMENTAL NOTICE OF 2023 ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the 2023 Annual General Meeting (“**2023 AGM**”) of Great Eagle Holdings Limited (the “**Company**”) dated 4 April 2023 (the “**AGM Notice**”), to convene the 2023 AGM 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. This supplemental notice should be read in conjunction with the AGM Notice.

Details of the proposed resolutions to be considered at the 2023 AGM were stated in the AGM Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 4 April 2023. Apart from the amendments stated below, all the information contained in the AGM Notice remains to be valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 14 April 2023, this **SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the 2023 AGM will be convened as originally scheduled to consider and, if thought fit, pass the following ordinary resolution in addition to the resolutions set out in the AGM Notice:

12. To re-elect Ms. Diana Ferreira Cesar as an Independent Non-executive Director.

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

Hong Kong, 14 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 second form of proxy (the “**Second Proxy Form**”) is enclosed with the supplemental circular of the Company dated 14 April 2023. Please refer to pages 2 to 3 of the supplemental circular for special arrangements about completion and submission of the Second Proxy Form.
2. Please refer to the AGM Notice for details of the other resolutions to be proposed at the 2023 AGM, closure of the register of members of the Company and eligibility for attending the 2023 AGM and other relevant matters.
3. Shareholders are reminded that completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude a member from attending the 2023 AGM or any adjourned meeting (as the case may be) should they so wish.