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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 2024 ANNUAL GENERAL MEETING**

A notice convening the 2024 Annual General Meeting (“**2024 AGM**”) of Great Eagle Holdings Limited to be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 29 May 2024 at 4:00 p.m. is set out on pages N1 to N6 of this circular.

Whether or not you are able to attend the 2024 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 2024 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 2024 AGM or any adjournment thereof should you so wish.

10 April 2024



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DEFINITIONS

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

“2024 AGM”	the annual general meeting of the Company to be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 29 May 2024 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“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”	2 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion 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 2024 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 Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time
“%”	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*

Diana Ferreira CESAR*

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

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*

Non-executive Directors

10 April 2024

To the Shareholders

Dear Sir or Madam,

GENERAL MANDATES TO BUY-BACK AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF 2024 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 2024 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 18 May 2023 (the “**2023 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 74,772,334 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 149,544,669 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 2023 AGM. Such mandates will lapse at the conclusion of the 2024 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2024 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 seeking subsequent approval from the Shareholders. 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 2024 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 109(A) of the Bye-laws, Madam Law Wai Duen (“**Madam Law**”), Dr. Lo Ying Sui (“**Dr. Y.S. Lo**”), Mr. Lo Chun Him, Alexander (“**Mr. Lo**”), Professor Wong Yue Chim, Richard (“**Professor Wong**”) and Professor Poon Ka Yeung, Larry (“**Professor Poon**”) shall retire by rotation and, being eligible, have offered themselves for re-election at the 2024 AGM (the “**Retiring Directors**”). The re-election of each Retiring Director will be subject to a separate resolution to be proposed at the 2024 AGM for approval by the Shareholders. Biographical details of the Retiring Directors, which are required to be disclosed under the Listing Rules, are set out in Appendix II to this circular.

LETTER FROM THE BOARD

In considering the re-appointment of Retiring Directors, the Nomination Committee of the Company (the “**Nomination Committee**”) has reviewed the Retiring Directors’ contributions to the Company, the diversity aspects including but not limited to gender, age, cultural, educational background, professional experience and skills, as well as selection criteria and evaluation procedures in nominating candidates to be re-appointed as Directors as set out in the Nomination Policy and Board Diversity Policy adopted by the Nomination Committee.

The Nomination Committee has also taken into account the expertise and experience of Madam Law, Dr. Y.S. Lo, Mr. Lo, Professor Wong and Professor Poon respectively and considered that all of them possess the wealth of skills and experience that are beneficial to the Board in providing a diversity of perspectives appropriate to the business of the Company and would enhance the Board’s diversity and performance.

The Nomination Committee has also reviewed the attendance rates of the Retiring Directors at meetings of the Board, Board Committees and the annual general meeting held during the year 2023 and was satisfied with their sufficiency of time spent and attention to the affairs of the Company. The Nomination Committee considered that the Retiring Directors have a strong commitment to the Company and positively contributed to the Board through their participation in the affairs of the Company and the Board’s discussions and decisions.

In the process of assessing the independence of Professor Wong, an Independent Non-executive Director of the Company who has served the Board for more than nine years, the Nomination Committee has considered the following factors and formed the view that Professor Wong remains independent.

As at the Latest Practicable Date, Professor Wong holds two listed company directorships as independent non-executive directors. In addition, he is not involved in the daily management of the Company and has never engaged in any executive management which would materially interfere with his exercise of independent judgement. He has confirmed that he does not have any material interest in competing business, either directly or indirectly, with the Group’s business. He has also submitted annual confirmation to the Company on his fulfillment of the independence guidelines set out in Rule 3.13 of the Listing Rules which assesses the independence of Independent Non-executive Directors. The Nomination Committee believed that Professor Wong is able to give impartial advice and exercise independent judgement and the objectivity and integrity of Board for decision making will not be weakened.

Professor Wong is Provost and Deputy Vice-Chancellor and Chair of Economics at The University of Hong Kong. He is a leading figure in advancing economic research on policy issues in Hong Kong. He has a strong grasp of policy dynamics and regulatory frameworks and can provide valuable insights into economic trends, market conditions, and potential risks or opportunities, and offer a deep understanding of macroeconomic factors that may impact the Company’s operations. With due regard to a range of diversified perspectives in particular Professor Wong’s background and expertise in economic and social affairs in Hong Kong and Mainland China, he could help to evaluate opportunities to expand and diversify our Group’s property and hotel portfolio in Hong Kong and Mainland China and it is believed that Professor Wong with his specialised skill set can enhance the Board’s decision-making process and contribute to the long-term success of the Company.

LETTER FROM THE BOARD

There is no evidence showing that Independent Non-executive Directors who have served on a board for nine years or more would lose their independence nor be at an increased risk of complacency given their familiarity with management. As long serving Independent Non-executive Directors have a deeper understanding of the business and history of the Company, they can add values to the Board, and therefore help the Company to adapt easily in today's dynamic environment. The Board considered that independence of mind is far more important than the appearance of independence and the length of tenure of Professor Wong has not affected his independence. The Board was fully satisfied that Professor Wong demonstrates complete independence in character and judgement both in his designated roles as members of the Board and Board Committees and was of the opinion that he will continue to bring independent views of the affairs of the Company to the Board notwithstanding his length of tenure.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the re-election of the Retiring Directors is in the best interests of the Company and the Shareholders as a whole and taking into account the respective contributions of Madam Law Wai Duen, Dr. Lo Ying Sui, Mr. Lo Chun Him, Alexander, Professor Wong Yue Chim, Richard and Professor Poon Ka Yeung, Larry to the Board, recommended all of them to stand for re-election as Directors at the 2024 AGM.

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 77, 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 holds directorship in various subsidiaries of the Company. 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 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 Director of Hong Kong Exchanges and Clearing Limited; Chairman of the Listing Committee for the 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, and was certified in Internal Medicine and Cardiovascular Disease at University of Michigan Hospitals. 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 of the Company within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Dr. Lo has a personal interest in 61,512,835 Shares, 3,392,000 share options of the Company and a corporate interest in 95,958,364 Shares; a personal interest in 3,592,007 units and a corporate interest in 4,215,621,742 units of Champion REIT; and a personal interest in 31,584,000 share stapled units and a corporate interest in 2,333,768,928 share stapled units of 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 9,011,000 units of Champion REIT and 90,010,250 share stapled units of 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 2023. 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 2023 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 2023 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. 2024 ANNUAL GENERAL MEETING, CLOSURE OF REGISTERS OF MEMBERS AND PROXY ARRANGEMENT

At the 2024 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 2024 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 2024 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 of the Company (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 2024 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 2024 AGM**

For the purpose of ascertaining the Shareholders’ entitlement to attend and vote at the 2024 AGM, the Registers of Members will be closed from Friday, 24 May 2024 to Wednesday, 29 May 2024, both days inclusive.

In order to be eligible to attend and vote at the 2024 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 not later than 4:30 p.m. on Thursday, 23 May 2024.

(ii) **To qualify for the proposed 2023 final dividend**

For the purpose of ascertaining the Shareholders’ entitlement to the proposed 2023 final dividend, the Registers of Members will be closed from Wednesday, 5 June 2024 to Tuesday, 11 June 2024, both days inclusive.

In order to qualify for the proposed 2023 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration not later than 4:30 p.m. on Tuesday, 4 June 2024.

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 2024 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 2024 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 2024 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 2023). 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 2023) 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. STATEMENT FROM THE DIRECTORS

The Directors will 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. Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

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 of the Company, 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\$
2023		
April	16.14	15.40
May	16.30	14.68
June	15.36	14.50
July	15.30	14.10
August	14.56	13.60
September	14.48	13.10
October	13.24	12.40
November	12.96	11.76
December	12.20	11.50
2024		
January	12.18	11.32
February	12.06	10.92
March	11.64	10.80
April (up to the Latest Practicable Date)	11.50	11.10

The followings are the biographical details of Madam Law Wai Duen, Dr. Lo Ying Sui, Mr. Lo Chun Him, Alexander, Professor Wong Yue Chim, Richard and Professor Poon Ka Yeung, Larry, all of whom shall retire at the 2024 AGM in accordance with the Bye-laws, being eligible, have offered themselves for re-election.

1. Madam Law Wai Duen, aged 87, is an Executive Director and a director of various subsidiaries of the Company. She has been a Director of the Group since 1963. Madam Law graduated from The University of Hong Kong with a Bachelor's Degree in Arts and has been actively involved in the Group's property development and investment in Hong Kong for decades.

Madam Law is a daughter of Madam Lo To Lee Kwan, an elder sister of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, and an aunt of Mr. Lo Chun Him, Alexander, all being Directors of the Company. As at the Latest Practicable Date, Madam Law has a personal interest in 2,010,858 Shares and 340,000 share options of the Company; and 3,888,421 share stapled units of 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.

Madam Law did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date.

Madam Law does not have any service contract with the Company or any of its subsidiaries which is not determinable by the 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 Law in 2023. 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 2023 AGM as an ordinary remuneration payable to each Director. The basis and amount of Madam Law's emoluments are set out on page 65 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2023 Annual Report respectively.

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

2. Dr. Lo Ying Sui (“**Dr. Y.S. Lo**”), aged 71, has been a Director of the Group since 1993. He was an Executive Director of the Company prior to his re-designation as a Non-executive Director of the Company in 2008. With a Doctor of Medicine Degree from the University of Chicago, he is a specialist in Cardiology and a Clinical Associate Professor (honorary) at The Chinese University of Hong Kong Faculty of Medicine.

Dr. Y.S. Lo is a son of Madam Lo To Lee Kwan, a younger brother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen and Mr. Lo Hong Sui, Vincent, and an uncle of Mr. Lo Chun Him, Alexander, all being Directors of the Company. As at the Latest Practicable Date, Dr. Y.S. Lo has a personal interest in 1,540,000 Shares and a corporate interest in 39,180,903 Shares of the Company; a personal interest in 239,000 units of Champion REIT; and 932,194 share stapled units of LHI 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.

Dr. Y.S. Lo did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date.

Dr. Y.S. 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 Dr. Y.S. Lo in 2023. 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 2023 AGM as an ordinary remuneration payable to each Director. The basis and amount of Dr. Y.S. Lo’s emoluments are set out on page 65 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company’s 2023 Annual Report respectively.

Save as disclosed above, there is no other matters that need to be brought to the attention of the Shareholders in connection with Dr. Y.S. 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. Mr. Lo Chun Him, Alexander, aged 38, joined the Group in 2010 and was appointed as an Executive Director of the Company in 2015. He is also a member of the Finance Committee of the Company. Mr. Lo holds directorships in various subsidiaries of the Company, including The Great Eagle Company, Limited, The Great Eagle Development and Project Management Limited, Langham Hospitality Group Limited, Langham Hotels International Limited, Eagle Property Management (CP) Limited, Rio dei Vetrai S.r.l., Pacific Eagle Holdings Corporation and Great Eagle (China) Investment Limited. He is also a Non-executive Director of Langham Hospitality Investments Limited and LHIL Manager Limited (Manager of the publicly-listed Langham Hospitality Investments). Prior to joining the Group, he had worked at Citibank's investment banking division with a focus on Hong Kong's market. Mr. Lo is also a member of the Executive Committee of The Real Estate Developers Association of Hong Kong and a member of the Management Committee of The Federation of Hong Kong Hotel Owners Limited. He graduated from Washington University in St. Louis with a Bachelor of Arts in Psychology.

Mr. Lo is a son of Dr. Lo Ka Shui, being a substantial Shareholder, the Chairman and Managing Director of the Company. Also, he is a grandson of Madam Lo To Lee Kwan, a nephew of Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, all being Directors of the Company. As at the Latest Practicable Date, he has a personal interest in 128,488 Shares and 1,017,000 share options of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Lo did not hold any directorship in other listed public companies in the three years preceding the 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 2023. 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 2023 AGM as an ordinary remuneration payable to each Director. Mr. Lo'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. Lo's emoluments is set out in note 11 to the consolidated financial statements contained in the Company's 2023 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. 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.

4. Professor Wong Yue Chim, Richard, aged 71, is an Independent Non-executive Director of the Company. He has been a Director of the Company since 1995 and is the Chairman of the Nomination Committee and a member of both the Audit Committee and the Remuneration Committee of the Company. Professor Wong is Provost and Deputy Vice-Chancellor and Chair of Economics at The University of Hong Kong. He is a leading figure in advancing economic research on policy issues in Hong Kong through his work as Founding Director of The Hong Kong Centre for Economic Research and the Hong Kong Institute of Economics and Business Strategy. He was awarded the Silver Bauhinia Star in 1999 in recognition of his contributions in education, housing, industry and technology development and was appointed a Justice of the Peace in 2000 by the Government of the Hong Kong Special Administrative Region. He is a member of Research Council of Our Hong Kong Foundation. Professor Wong is an Independent Non-executive Director of Pacific Century Premium Developments Limited and Sun Hung Kai Properties Limited, both of which are companies whose shares are listed on the Stock Exchange.

Professor Wong does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Professor Wong has a personal interest in 10,198 Shares of the Company; and 257,610 share stapled units of LHI within the meaning of Part XV of the SFO.

Save as disclosed above, Professor Wong 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.

Professor Wong 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 Professor Wong in 2023. 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 2023 AGM as an ordinary remuneration payable to each Director. In addition, Professor Wong received annual remunerations of Board Committees in an aggregate sum of HK\$290,000 for the year ended 31 December 2023. These remunerations were determined by the Board with reference to the time and effort involved in his specific duties and services, and the prevailing market conditions. The basis and amount of Professor Wong's emoluments are set out on page 65 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2023 Annual Report respectively. Professor Wong 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 Professor Wong'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. Professor Poon Ka Yeung, Larry, aged 56, has been a Director of the Company since 2016. He was an Independent Non-executive Director of the Company prior to his re-designation as an Executive Director of the Company in 2021. He is responsible for overseeing the professional investment team of the Group for shortlisting and appraising investment projects. Professor Poon has been teaching marketing-related subjects for different Master Degree programs. He is an Adjunct Associate Professor in the Department of Marketing of The Chinese University of Hong Kong and also a member of the External Advisory Group (EAG) of the MBA Strategic Plan, and an Honorary Institute Fellow of The Asia-Pacific Institute of Business of the University. Professor Poon is an Independent Non-executive Director of Shenzhen Neptunus Interlong Bio-Technique Company Limited whose H shares are listed on the Stock Exchange. He also plays a role in public services including Consultant and Independent Committee Member of the Registration Committee for the Practitioners Registration Scheme of the Chinese Gold and Silver Exchange Society, and Humanitarian Education Advisor and Council Member of Hong Kong Red Cross. He obtained his Bachelor's Degree in Mathematics with Minor in Economics and Marketing from The Chinese University of Hong Kong and was further admitted to the MBA Degree by the University of Hull, United Kingdom.

Professor Poon does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he has a personal interest in 200,000 share options of the Company within the meaning of Part XV of the SFO.

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

Professor Poon 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 Professor Poon in 2023. 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 2023 AGM as an ordinary remuneration payable to each Director. Professor Poon's emoluments has been determined by reference to his time involvement in the business operation of the Group, his duties and responsibilities within the Group, the Group's remuneration policy and the prevailing market situation. The amount of Professor Poon's emoluments is set out in note 11 to the consolidated financial statements contained in the Company's 2023 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 Professor Poon'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 2024 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 2024 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 Annual General Meeting (“**2024 AGM**”) of Great Eagle Holdings Limited (the “**Company**”) will be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 29 May 2024 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 2023 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 2023.
3. To re-elect Madam Law Wai Duen as an Executive Director.
4. To re-elect Dr. Lo Ying Sui as a Non-executive Director.
5. To re-elect Mr. Lo Chun Him, Alexander as an Executive Director.
6. To re-elect Professor Wong Yue Chim, Richard as an Independent Non-executive Director.
7. To re-elect Professor Poon Ka Yeung, Larry 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 2024 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 2024 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
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting.

NOTICE OF 2024 ANNUAL GENERAL MEETING

“Rights Issue” means an offer of Shares open for a period fixed by the Company or by the Directors to Shareholders 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, 10 April 2024

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 2024 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 2024 AGM as their proxy to vote on the resolutions, instead of attending the 2024 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 appointed for holding the 2024 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 2024 AGM or any adjournment thereof (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 2024 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 2024 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 2024 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 2024 AGM

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2024 AGM, the Registers of Members will be closed from Friday, 24 May 2024 to Wednesday, 29 May 2024, both days inclusive.

In order to be eligible to attend and vote at the 2024 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 not later than 4:30 p.m. on Thursday, 23 May 2024.

- (ii) To qualify for the proposed 2023 final dividend

For the purpose of ascertaining the Shareholders' entitlement to the proposed 2023 final dividend, the Registers of Members will be closed from Wednesday, 5 June 2024 to Tuesday, 11 June 2024, both days inclusive.

In order to qualify for the proposed 2023 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration not later than 4:30 p.m. on Tuesday, 4 June 2024.

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 2023. Taken together with the interim dividend of HK37 cents per share paid on 13 October 2023, the total dividend for the year 2023 is HK87 cents per share. Dividend warrants in respect of the proposed 2023 final dividend are expected to be despatched to the Shareholders on 20 June 2024.
6. Concerning Resolutions numbered 3 to 7 above, Madam Law Wai Duen, Dr. Lo Ying Sui, Mr. Lo Chun Him, Alexander, Professor Wong Yue Chim, Richard and Professor Poon Ka Yeung, Larry will retire from office at the 2024 AGM and, being eligible, offer themselves for re-election, their biographical details together with other information are set out in Appendix II to the circular to Shareholders dated 10 April 2024 (the "**Circular**"). None of the Directors being proposed for re-election at the 2024 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 2023 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 2024 shall be at HK\$220,000 per annum (2023: 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 2024 ANNUAL GENERAL MEETING

9. The votes at the 2024 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 Wednesday, 29 May 2024, the 2024 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 2024 AGM venue has wheelchair access. Anyone accompanying a Shareholder in need of assistance will be admitted to the 2024 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.