



# 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)

## SECOND PROXY FORM FOR 2023 ANNUAL GENERAL MEETING

I/We <sup>(Note 1)</sup> \_\_\_\_\_ (Name)  
of \_\_\_\_\_ (Address)  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ shares (“Shareholder(s)”) of Great Eagle Holdings Limited (the “Company”), hereby appoint <sup>(Note 3)</sup> \_\_\_\_\_ (Name)  
of \_\_\_\_\_ (Address)  
or failing him/her, **THE CHAIRMAN OF THE MEETING** <sup>(Note 3)</sup>, as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company (“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. and at any adjournment thereof, and specifically direct my/our proxy to vote in respect of the resolutions as indicated below, or if no such indication is given, as my/our proxy thinks fit.

Terms defined in the circular dated 4 April 2023 (the “Circular”) and the supplemental circular dated 14 April 2023 (the “Supplemental Circular”) of the Company shall have the same meanings when used in this second proxy form, unless the context otherwise requires.

ORDINARY RESOLUTIONS <sup>(Note 5)</sup>		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
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.		
10.	To grant a general mandate to the Directors to buy-back shares not exceeding 10% of the total number of issued shares.		
11.	To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the total number of issued shares.		
12.	To re-elect Ms. Diana Ferreira Cesar as an Independent Non-executive Director.		

Date <sup>(Note 6)</sup> \_\_\_\_\_

Signature <sup>(Note 6)</sup> \_\_\_\_\_

### Notes:

- Please complete the name and address in ENGLISH BLOCK CAPITALS. The names of all joint Shareholders should be stated.
- Please insert the number of shares registered in the name of the Shareholder(s). If no number is inserted, this second proxy form (“Second Proxy Form”) will be deemed to relate to all the shares registered in the name of the Shareholder(s).
- If any proxy other than the chairman of the meeting is preferred, please insert the full name and address of the proxy desired in the space provided. A Shareholder entitled to attend and vote at the meeting of the Company is entitled to appoint one or more proxies to attend and vote on his/her behalf. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALED BY THE PERSON WHO SIGNS IT.** The proxy needs not be a Shareholder of the Company, but must attend the meeting (or any adjournment thereof) to represent you.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (✓) IN THE RELEVANT BOX BELOW THE BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote in respect of that resolution at his/her discretion or to abstain. **Your proxy will also be entitled to vote at his/her discretion or to abstain on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.**
- Please refer to the Circular and the Supplemental Circular for details and information of the above resolutions.
- This Second Proxy Form must be signed and dated by the Shareholder or his/her attorney duly authorised in writing. If the Shareholder is a company, it should execute this Second Proxy Form under its common seal or by the signature(s) of (a) person(s) authorised to sign on its behalf. Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- In order to be valid, the Second Proxy Form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney, must be deposited at the Company’s principal place of business in Hong Kong at 33/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- Completion and return of this Second Proxy Form will not preclude you from attending and voting at the meeting if you so wish.
- The votes at the 2023 AGM will be taken by poll.
- On a poll, every Shareholder who is present in person or by a corporate representative or by proxy shall have one vote for every share of which he/she is the Shareholder. A person entitled to more than one vote need not use all his/her votes or cast them in the same way.
- 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 the Shareholders of the date, time and venue of the rescheduled meeting.
- 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.
- For the avoidance of doubt, the Company will not accept any special instructions written on this Second Proxy Form.**
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE FORM OF PROXY WHICH WAS SENT TOGETHER WITH THE CIRCULAR CONTAINING THE 2023 AGM NOTICE (“FIRST PROXY FORM”), SHOULD NOTE THAT:**
  - 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 the Supplemental Circular) except for the resolution to which the Shareholder has indicated his/her voting direction in the First Proxy Form.
  - If the Second Proxy Form is lodged with the Company’s principal place of business in Hong Kong at a time not less than 48 hours before the time appointed for holding of the 2023 or any adjournment thereof (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.

- (c) 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 (a) 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 Hong Kong Branch Registrar before the Closing Time.
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**PERSONAL INFORMATION COLLECTION STATEMENT**

"Personal Data" in this statement has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which may include but not limited to your name, address and/or telephone number. Your Personal Data provided in this proxy form is on a voluntary basis, and the same is collected and will be disclosed or transferred to the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited ("**Branch Share Registrar**") and/or other companies or bodies solely for any of the purposes as stated above in this proxy form. Failure to provide sufficient information may render the Company not able to process your instructions and/or requests as stated in this proxy form. Your Personal Data will be retained for such period as may be necessary for verification and record purposes. You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of the Branch Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.