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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (“SGM”) of Great Eagle Holdings Limited (the “Company”) will be held on Wednesday, 29 May 2024 at 4:15 p.m. (or immediately after the conclusion or adjournment of the forthcoming 2024 annual general meeting of the Company to be held at the same venue and on the same day) at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong, for the purpose of considering and, it thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

To consider, and if thought fit, to pass with or without modification, the following resolutions as ordinary resolutions:

1. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any shares of the Company (“**Shares**”) to be allotted and issued pursuant to awards that may be granted under the share award scheme of the Company (the “**2024 Share Award Scheme**”) (the rules relating to which (the “**2024 Share Award Scheme Rules**”) have been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification), the 2024 Share Award Scheme be and is hereby approved and the 2024 Share Award Scheme Rules be and are hereby adopted as the rules of the 2024 Share Award Scheme, and that the Directors or their designated committee be and are hereby authorised to exercise all powers to give full effect to the 2024 Share Award Scheme, including without limitation:
 - (a) to give effect to and administer the 2024 Share Award Scheme as contemplated and in accordance with the 2024 Share Award Scheme Rules; and

- (b) to allot, issue or otherwise deal in new Shares of the Company and to make or grant offers and agreements under the terms of the 2024 Share Award Scheme Rules and rules of any other share schemes (as defined in Chapter 17 of the Listing Rules) adopted by the Company pursuant to Chapter 17 of the Listing Rules which is then operational, which would or might require the exercise of such powers be generally and unconditionally approved; provided that the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors or their designated committee pursuant to the approval in this resolution in respect of all the share options and share awards to be granted under all share schemes of the Company (the “**Scheme Mandate Limit**”), shall not exceed in aggregate 10% of the Shares in issue at the date of passing of this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”
2. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Shares to be allotted and issued upon the exercise of the share options that may be granted under the new share option scheme of the Company (the “**2024 Share Option Scheme**”) (the rules relating to which (the “**2024 Share Option Scheme Rules**”) have been produced to this meeting marked “B” and signed by the Chairman of this meeting for the purpose of identification), the 2024 Share Option Scheme be and is hereby approved and the 2024 Share Option Scheme Rules be and are hereby adopted as the rules of the 2024 Share Option Scheme, and that the Directors or their designated committee be and are hereby authorised to exercise all powers to give full effect to the 2024 Share Option Scheme, including without limitation:
- (a) to give effect to and administer the 2024 Share Option Scheme as contemplated and in accordance with the 2024 Share Option Scheme Rules; and
 - (b) to allot, issue or otherwise deal in new Shares of the Company and to make or grant offers and agreements under the terms of the 2024 Share Option Scheme Rules and rules of any other share schemes (as defined in Chapter 17 of the Listing Rules) adopted by the Company pursuant to Chapter 17 of the Listing Rules which is then operational, which would or might require the exercise of such powers be generally and unconditionally approved; provided that the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted by the Directors or their designated committee pursuant to the approval in this resolution in respect of all the share options and share awards to be granted under all share schemes of the Company (i.e. the Scheme Mandate Limit), shall not exceed in aggregate 10% of the Shares in issue at the date of passing of this resolution or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”

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

Hong Kong, 19 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 SGM (or any adjournment thereof) convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, 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 SGM as their proxy to vote on the resolutions, instead of attending the SGM 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 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 SGM or any adjournment thereto.

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 SGM 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 SGM 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 is present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company (the “**Register of Members**”) in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share stands shall for this purpose be deemed joint holders thereof.
4. The Registers of Members will be closed from Friday, 24 May 2024 to Wednesday, 29 May 2024, both days inclusive, for the purpose of ascertaining the entitlement of Shareholders to attend and vote at the SGM. During such period, no transfer of Shares will be registered.

In order to be eligible to attend and vote at the SGM, 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 of 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.

5. The votes at the SGM will be taken by a poll.
6. 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 SGM will be rescheduled. The Company will publish an announcement on the Company’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.
7. The SGM venue has wheelchair access. Anyone accompanying a Shareholder in need of assistance will be admitted to the SGM. If any member 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.

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, Mr. HO Shut Kan and Ms. Diana Ferreira CESAR being the Independent Non-executive Directors.