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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, 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 and the accompanying form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer 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)

**AMENDMENTS TO THE BYE-LAWS
AND ADOPTION OF THE NEW BYE-LAWS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM (as defined herein) of Great Eagle Holdings Limited to be held at 32nd Floor, Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on Wednesday, 14 May 2025 at 4:45 p.m. (or immediately after the conclusion or adjournment of the forthcoming 2025 annual general meeting of Great Eagle Holdings Limited to be held at the same venue and on the same day) is set out on pages N-1 to N-2 of this circular.

Whether or not you intend to be present at the SGM, 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

28 March 2025



CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	2
2. Proposed Amendments to the Bye-laws and Adoption of the New Bye-laws. . .	3
3. SGM and Proxy Arrangement	3
4. Closure of Registers	4
5. Recommendation	4
6. General Information	4
Appendix – Proposed Bye-laws Amendments	5
Notice of the SGM	N-1

DEFINITIONS

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

“Board”	the board of Directors
“Bye-laws”	the existing bye-laws of the Company adopted on 11 April 1990 and amended up to 5 May 2022
“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)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 March 2025, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Bye-laws”	the amended and restated bye-laws of the Company consolidating the Proposed Bye-laws Amendments to be approved and adopted by the Shareholders at the SGM
“Proposed Bye-laws Amendments”	the proposed amendments to the Bye-laws as set out in the Appendix to this circular
“SGM”	the special general meeting to be convened by the Company, will be held on Wednesday, 14 May 2025 at 4:45 p.m. (or immediately after the conclusion or adjournment of the forthcoming 2025 annual general meeting of the Company to be held at the same venue and on the same day), the notice of which is set out on pages N-1 to N-2 of this circular
“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

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

* *Independent Non-executive Directors*
Non-executive Directors

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

28 March 2025

To the Shareholders

Dear Sir or Madam,

AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS AND NOTICE OF SPECIAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information regarding the Proposed Bye-laws Amendments, and to seek your approval at the SGM for such amendments.

LETTER FROM THE BOARD

2. PROPOSED AMENDMENTS TO THE BYE-LAWS AND ADOPTION OF THE NEW BYE-LAWS

As disclosed in the announcement of the Company dated 28 March 2025, the Board proposes to seek approval from the Shareholders at the SGM for the Proposed Bye-laws Amendments to be adopted in order to (i) provide the Company with the flexibility to hold its repurchased shares as treasury shares; (ii) align the Bye-laws with the relevant provisions of the Listing Rules relating to the further expansion of the paperless listing regime which provides for hybrid general meeting and electronic voting; and (iii) other consequential and house-keeping amendments to better align the Bye-laws with the Listing Rules and applicable laws of Bermuda.

The Board also proposes to adopt the New Bye-laws which incorporates the Proposed Bye-laws Amendments in substitution for, and to the exclusion of, the Bye-laws. Full text of the Proposed By-laws Amendments is set out in the Appendix to this circular.

The Proposed Bye-laws Amendments and the proposed adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the SGM and will become effective upon such approval having been obtained.

Shareholders are advised that the New Bye-laws are available only in English and the Chinese translation is for reference only. In the event of any discrepancy or inconsistency, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Bye-laws Amendments conform with the requirements of the Listing Rules. The legal advisers to the Company as to Bermuda laws have confirmed that the Proposed Bye-laws Amendments and adoption of the New Bye-laws do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Bye-laws Amendments and adoption of the New Bye-laws for a company listed on the Stock Exchange.

3. SGM AND PROXY ARRANGEMENT

At the SGM, a special resolution will be proposed to approve the Proposed Bye-laws Amendments and adoption of the New Bye-laws.

The notice of the SGM is set out on pages N-1 to N-2 of this circular. Shareholders are advised to read the notice and to complete and return the accompanying form of proxy for use at the SGM in accordance with the instructions printed thereon. Whether or not you intend to be present at the SGM, 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 SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

In accordance with Rule 13.39(4) of the Listing Rules, voting of the shareholders at the SGM will be conducted by a poll. At the SGM, the chairman shall therefore demand voting on the resolution(s) set out in the notice of the SGM be taken by way of a poll pursuant to Bye-law 78 of the Bye-laws. On a poll every Shareholder present 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 results of the poll will be published on the websites of the Company at www.GreatEagle.com.hk and the HKExnews at www.hkexnews.hk respectively on the same day after the SGM.

4. CLOSURE OF REGISTERS

The Registers of Members will be closed from Friday, 9 May 2025 to Wednesday, 14 May 2025, 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. Shareholders whose names appear on the Registers of Members of the Company on 14 May 2025 (i.e the record date) are entitled to attend and vote at the SGM following completion of the registration procedures for share transfers. 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, 8 May 2025.

5. RECOMMENDATION

The Directors consider that the Proposed Bye-laws Amendments and adoption of the New Bye-laws are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the special resolution to be proposed at the SGM.

6. GENERAL INFORMATION

Your attention is drawn to the Appendix which sets out details of the Proposed Bye-laws Amendments.

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

Details of the Proposed Bye-laws Amendments are set out below. Unless otherwise specified, clauses, paragraphs and Bye-law numbers referred to herein are clauses, paragraphs and Bye-law numbers of the New Bye-laws.

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
Heading	~~NEW~~ <u>AMENDED AND RESTATED</u> BYE-LAWS (approved by ~~Special Resolution~~ passed on ~~11th April 1990~~) OF GREAT EAGLE HOLDINGS LIMITED <u>鷹君集團有限公司</u> (~~Reprinted edition incorporating amendments made up to and including~~ ~~5 May 2022~~) (Approved by a Special Resolution passed at a Special General Meeting held on 14 May 2025)
1.	~~“associates” shall have the meaning as defined in the Listing Rules;~~ ~~“actionable corporate communication” shall have the meaning as defined in the Listing Rules;~~ ~~“announcement” an official publication of a Notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws;~~ ~~“close associate” in relation to any Director, shall have the same meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Bye-law 108(H) and (K) where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules;~~ ~~“the Company” or “this Company” shall mean the company incorporated in Bermuda on 28th July, 1989 under the name of Emerald Limited which name was changed to Great Eagle Holdings Limited 鷹君集團有限公司 on 5th March, 1990;~~ ~~“electronic meeting” a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members and/or proxies by means of electronic facilities;~~

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	<u>“hybrid meeting” a general meeting convened for the (i) physical attendance by members and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members and/or proxies by means of electronic facilities;</u> <u>“Meeting Location” has the meaning given to it in Bye-law 70(A);</u> <u>“physical meeting” a general meeting held and conducted by physical attendance and participation by members and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</u> <u>“Principal Meeting Place” shall have the meaning given to it in Bye-law 71(B);</u> <u>“writing” or “printing” shall, unless the contrary intention appears, include writing, printing, lithography, photography, electronic record, typewriting and every other mode of representing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with the applicable Statutes, rules and regulations;</u> A resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or by corporate representatives or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which ~~not less than 21 days’ notice, specifying (without prejudice to the power contained in these presents to amend the same) the intention to propose the resolution as a special resolution, has been duly given~~ <u>Provided that, if it is so agreed by a majority in number of the members having a right to attend and vote at any such meeting, being a majority together holding not less than 95 per cent. in nominal value of the shares giving that right, a resolution may be proposed and passed as a special resolution at a meeting which less than 21 days’ notice has been given in accordance with the Bye-law 71(A).</u> <u>A resolution shall be an extraordinary resolution when it has been passed by a majority of not less than two-thirds of votes cast by such members as, being entitled so to do, vote in person or by corporate representatives or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting of which notice has been duly given in accordance with Bye-law 71(A).</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	A resolution shall be an ordinary resolution when it has been passed by a simple majority of the votes cast by such members as, being entitled so to do, vote in person or by corporate representatives or, where proxies and attorneys are allowed, by proxy or by attorney at a general meeting <u>of which notice has been duly given in accordance with Bye-law 71A, held in accordance with these presents.</u> <u>To the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 of Bermuda (as amended from time to time) ("ETA") or Section 2AA of the Companies Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Companies Act, as applicable.</u> <u>References to the right of a Member to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made verbatim to all persons present at the meeting, either orally or in writing using electronic facilities.</u> <u>A reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Bye-laws and any Member or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Bye-law 70E.</u> <u>References to a person's participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.</u> <u>References to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	<u>Where a Member is a corporation, any reference in these Bye-laws to a member shall, where the context requires, refer to a duly authorised representative of such Member.</u>
3.(A)	Subject to the Statutes and, <u>where applicable, the Listing Rules and/or the rules of any competent regulatory authority, the Company shall have the power to purchase or otherwise acquire its own shares (including its redeemable shares) for cancellation or to be held as treasury shares, as well as warrants or other securities, and such power shall be exercisable by the Board on such terms and conditions as the Board may determine</u> ~~the power contained in the Memorandum of Association for the Company to purchase its shares shall be exercisable by the Board upon such terms and subject to such conditions as it thinks fit.~~
23.	The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has a lien, but no sale shall be made unless some sum in respect of which the lien exists is presently payable or the liability or engagement in respect of which such lien exists is liable to be presently fulfilled or discharged, nor until the expiration of fourteen (14) days after a notice in writing, stating and demanding payment of the sum presently payable or specifying the liability or engagement and demanding fulfilment or discharge thereof and giving notice of intention to sell in default, shall have been given to the registered holder for the time being of the shares or the person entitled by reason of such holder's death, bankruptcy or winding-up to the shares.
26.	Fourteen (14) days' notice at least of any call shall be given specifying the time and place of payment and to whom such call shall be paid.
28.	In addition to the giving of notice in accordance with Bye-law 26, notice of the person appointed to receive payment of every call and of the times and places appointed for payment may be given to the members <u>in the manner in which notices may be sent to members by the Company as herein provided</u> ~~by notice to be inserted once at least in a leading English language daily newspaper and (if the Relevant Territory is Hong Kong) in a leading Chinese language daily newspaper circulating in the Relevant Territory.~~
33.	If the sum payable in respect of any call or instalment be not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty (20) per cent. per annum as the Board shall fix from the day appointed for the payment thereof to the time of the actual payment, but the Board may waive payment of such interest wholly or in part.

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
37.	The Board may, if it thinks fit, receive from any member willing to advance the same, and either in money or money's worth, all or any part of the money uncalled and unpaid or instalments payable upon any shares held by him, and upon all or any of the moneys so advanced the Company may pay interest at such rate (if any) not exceeding twenty (20) per cent. per annum as the Board may decide. The Board may at any time repay the amount so advanced upon giving to such member not less than one month's notice in writing of its intention in that behalf, unless before the expiration of such notice the amount so advanced shall have been called up on the shares in respect of which it was advanced.
38.	Subject to ~~the Statutes~~ <u>these Bye-laws</u>, <u>any member may transfer all or any transfers of his shares in any manner permitted by and in accordance with the Listing Rules or by an instrument of transfer</u> ~~may be effected by transfer in writing in the usual or common form or in a form prescribed by the relevant stock exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a Clearing House or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time in such other form as the Board may accept and may be under hand only~~ <u>Provided always that a valid instrument of transfer relating to a transfer of shares in the Company that are for the time being represented, pursuant to proviso (a) in Bye-law 17, by a certificate in the name of The Great Eagle Company, Limited, executed by the transferor on or before the date on which the scheme of arrangement under s.166 of the Hong Kong Companies Ordinance (Cap. 32 of the laws of Hong Kong) between The Great Eagle Company, Limited and its shareholders becomes effective shall be deemed to be a valid instrument of transfer in respect of the corresponding shares in the Company. The provisions of this Bye-law 38 shall apply, mutatis mutandis, to transfers of warrants of the Company that are for the time being represented, pursuant to proviso (a) in Bye-law 17, by a certificate in the name of The Great Eagle Company, Limited.</u>
46.	The registration of transfers may, on giving notice by <u>announcement or by electronic communication or by</u> advertisement in an appointed newspaper in Bermuda and in one or more newspapers circulating in the Relevant Territory, be suspended and the register closed at such times and for such periods as the Board may from time to time determine either generally or in respect of any class of shares. The register shall not be closed for more than thirty (30) days in any year.

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
52.	The notice shall name a further day (not earlier than the expiration of fourteen <u>(14)</u> days from the date of the notice) on or before which the payment required by the notice is to be made, and it shall also name the place where payment is to be made, such place being either the registered office of the Company, or some other place at which calls of the Company are usually made payable. The notice shall also state that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.
55.	A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding, remain liable to pay to the Company all moneys which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the Board shall in its discretion so require) interest thereon from the date of forfeiture until payment at such rate not exceeding twenty <u>(20)</u> per cent. per annum as the Board may prescribe, and the Board may enforce the payment thereof if it thinks fit, and without any deduction or allowance for the value of the shares, at the date of forfeiture, but his liability shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares. For the purposes of this Bye-law any sum which, by the terms of issue of a share, is payable thereon at a fixed time which is subsequent to the date of forfeiture, whether on account of the nominal value of the share or by way of premium, shall notwithstanding that that time has not yet arrived be deemed to be payable at the date of forfeiture, and the same shall become due and payable immediately upon the forfeiture, but interest thereon shall only be payable in respect of any period between the said fixed time and the date of actual payment.
67.	The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it <u>and such annual general meeting must be held within six (6) months after the end of the Company's financial year (unless a longer period would not infringe the Listing Rules, if any).</u>
68.	All general meetings other than annual general meetings shall be called special general meetings. <u>All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Bye-law 70A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
69.	<u>Subject as otherwise provided by the Statutes, the Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened for the transaction of any business or resolution, as provided by the Statutes, specified in the written requisition of one or more members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital (excluding treasury shares, if any) of the Company as at the date of the deposit carries the right of voting at general meetings of the Company; and such meeting shall be held in the form of a physical meeting only and within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may convene such physical meeting in accordance with the provisions of Section 74(3) of the Act. Subject to Bye-law 69A, general meetings (including special general meetings) may be held in the Relevant Territory or elsewhere in the world (if any) as may be determined by the Board and at such time and place (if any) as the Board shall appoint.</u>
69A.	<u>Deleted.</u> ~~If it appears to the Board or the Chairman of a general meeting that the Specified Place (if any) is inadequate to accommodate all persons entitled and wishing to attend, (i) the meeting is duly constituted, (ii) its proceedings are valid and (iii) the members present at any such satellite meeting place in person or by corporate representative or by proxy and entitled to vote shall be counted in the quorum for and shall be entitled to vote at the general meeting in question, if the Chairman is satisfied that adequate facilities are available, whether at the Specified Place or elsewhere, to ensure that each such person who is unable to be accommodated at the Specified Place: (a) is able to communicate simultaneously and instantaneously with the persons present at the Specified Place, whether by the use of microphones, loud-speakers, audio-visual or other communications equipment or facilities; and (b) has access to all documents which are required to be tabled at the meeting pursuant to the Statutes and these Bye-laws.~~

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
69B.	<u>Deleted.</u> ~~A general meeting may be held in addition to, or in conjunction with, a meeting held in accordance with Bye-laws 69 and 69A by means of such telephone, electronic or other communication facilities (including, without limiting the generality of the foregoing, by telephone, or by video conferencing) as to permit all persons participating in the meeting to communicate and/or speak with each other simultaneously and instantaneously (including, without limiting the generality of the foregoing, communication through facilities that provide for the conveyance of messages in real-time or near real-time via human voice, audio system, text messages, chat messaging and/or other means or functions) as determined by the Board from time to time, and participation in such a meeting shall constitute presence in person or by corporate representative or by proxy at such meeting. A general meeting may be held: (i) wholly by means of telephone, electronic or other communication facilities as mentioned above or (ii) at one or more places and at the same time by means of telephone, electronic or other communication facilities as mentioned above, as determined by the Board from time to time. The Board or the Chairman of a general meeting may determine, in respect of any general meeting, that members may only attend the meeting by means of telephone, electronic or other communication facilities as mentioned above and/or the communication facilities by which members may exercise their right to speak at that meeting.~~
69C.	<u>Deleted.</u> ~~The inability of one or more members present in person or by corporate representative or by proxy at a general meeting to communicate with other member(s) so present shall not invalidate any resolution passed or any proceeding at such meeting, provided that such number of members present in person or by corporate representative or by proxy constituting a quorum for a general meeting are able to communicate with each other simultaneously and instantaneously at that meeting.~~

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
70.	<u>Subject to Bye-law 70C, the chairman of the general meeting may (without the consent of the meeting) or shall at the direction of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting) as the meeting shall determine, but no business shall be transacted at any adjourned meeting other than the business which might lawfully have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen (14) days or more, at least seven (7) days' notice of the adjourned meeting shall be given specifying the details set out in Bye-law 70E but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting and the general nature of the business to be transacted. Save as aforesaid and unless required under the Listing Rules or any guidance materials published by The Stock Exchange of Hong Kong Limited, it shall be unnecessary to give notice of an adjournment. Subject as otherwise provided by the Statutes, the Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened and/or resolution(s) shall be added to the agenda of any meeting, as provided by the Statutes, on the requisition of one or more members of the Company holding at the date of the deposit of the requisition not less than one-tenth of such of the paid-up capital of the Company as at the date of the deposit carries the right of voting at general meetings of the Company.</u>
70A.	<u>(A) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations ("Meeting Location(s)") determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	(B) <u>All general meetings are subject to the following:</u> (a) <u>where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;</u> (b) <u>members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;</u> (c) <u>where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	(d) <u>if any of the Meeting Locations is outside the jurisdiction of the Principal Meeting Place and/or in the case of a hybrid meeting, unless otherwise stated in the Notice, the provisions of these Bye-laws concerning the service and giving of Notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the Notice for the meeting.</u>
70B.	<u>The Board and, at any general meeting, the chairman of the general meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the Notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.</u>
70C.	<u>If it appears to the chairman of the general meeting that:</u> (a) <u>the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-law 70A(A) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the Notice of the meeting; or</u> (b) <u>in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or</u> (c) <u>it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or</u> (d) <u>there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	<u>then, without prejudice to any other power which the chairman of the meeting may have under these Bye-laws or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.</u>
70D.	<u>The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Bye-law shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.</u>
70E.	<u>If, after the sending of Notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not Notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the Notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every Notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Bye-law shall be subject to the following:</u> <u>(a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	(b) <u>when only the form of the meeting or electronic facilities specified in the Notice are changed, the Board shall notify the members of details of such change in such manner as the Board may determine;</u> (c) <u>when a meeting is postponed or changed in accordance with this Bye-law, subject to and without prejudice to Bye-law 70, unless already specified in the original Notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Bye-laws not less than 48 hours before the time of the postponed or changed meeting; and</u> (d) <u>notice of the business to be transacted at the postponed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original Notice of general meeting circulated to the members.</u>
70F.	<u>All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-law 70C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.</u>
70G.	<u>Without prejudice to other provisions in Bye-law 70, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
71.	(A) <u>An annual general meeting shall be called by Notice of not less than twenty-one (21) days. All other general meetings (including a special general meeting) must be called by Notice of not less than fourteen (14) days but if permitted by the Listing Rules, a general meeting may be called by shorter notice if it is so agreed: ~~An annual general meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an annual general meeting or a meeting for the passing of a special resolution shall be called by at least fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the Specified Place (if any) (including any satellite meeting place arranged for the purposes of Bye-law 73), the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Bye-laws, entitled to receive such notices from the Company, provided that subject to the provisions of the Statutes, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Bye-law be deemed to have been duly called if it is so agreed:-~~</u> (i) in the case of a meeting called as an annual general meeting, by all the members entitled to attend and vote thereat; and (ii) in the case of any other meeting, by a majority in number of the members having the right to attend and vote at the meeting, being a majority together <u>representing holding</u> not less than ninety-five per cent. (95%) of the total voting rights at the meeting of all the <u>members in nominal value of the shares giving that right.</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	<u>(B) The Notice shall specify (a) the time and date of the meeting; (b) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-law 70A, the principal place of the meeting (the “Principal Meeting Place”); (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting; and (d) particulars of resolutions to be considered at the meeting. The Notice convening an annual general meeting shall specify the meeting as such. Notice of every general meeting shall be given to (a) all members other than to such members as, under the provisions of these Bye laws or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company; (b) all persons entitled to a share in consequence of the death or bankruptcy or winding up of a member; and (c) each of the Directors and the Auditors.</u>
72.	<u>Deleted.</u> ~~(A) — The accidental omission to give any notice to, or the non-receipt of any notice by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.~~ ~~(B) — In cases where instruments of proxy are sent out with notices, the accidental omission to send such instrument of proxy to, or the non-receipt of such instrument of proxy by, any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any such meeting.~~

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
72A.	<u>Deleted.</u> ~~(A) — The provisions of this Bye-law shall apply if any general meeting is convened at or adjourned to more than one place.~~ ~~(B) — The notice of any general meeting or adjourned meeting shall specify the Specified Place and the Board shall make arrangements for simultaneous attendance and participation in a satellite meeting at other places (whether adjoining the Specified Place or in a different and separate place or places altogether or otherwise) by members. The members present at any such satellite meeting place in person or by corporate representative or by proxy and entitled to vote shall be counted in the quorum for, and shall be entitled to vote at, the general meeting in question.~~ ~~(C) — The Chairman of the general meeting shall be present at, and the meeting shall be deemed to take place at, the Specified Place. If it appears to the Chairman of the general meeting that the facilities at the Specified Place or any satellite meeting place are or become inadequate for the purposes referred to above, then the Chairman may, without the consent of the meeting, adjourn the general meeting. All business conducted at that general meeting up to the time of such adjournment shall be valid.~~ ~~(D) — The Board may from time to time make such arrangements for the purpose of controlling the level of attendance at any such satellite meeting (whether involving the issue of tickets or the imposition of some means of selection or otherwise) as they shall in their absolute discretion consider appropriate, and may from time to time vary any such arrangements or make new arrangements in place of them, provided that a shareholder who is not entitled to attend, in person or by corporate representative or by proxy, at any particular place shall be entitled so to attend at one of the other places and the entitlement of any shareholder so to attend the meeting or adjourned meeting at such place shall be subject to any such arrangements as may be for the time being in force and by the notice of meeting or adjourned meeting stated to apply to the meeting.~~ ~~(E) — If a meeting is adjourned to more than one place, notice of the adjourned meeting shall be given in the manner required by Bye-laws 71 to 72A.~~
74.	For all purposes the quorum for a general meeting shall be two <u>(2)</u> members entitled to vote and present (including attendance by electronic means) in person or by corporate representatives or by proxy. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
75.	If within fifteen (15) minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place (if any) as shall be decided by the Board.
76.	(A) <u>The Chairman of the Board or if there is more than one Chairman of the Board, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman at a general meeting. If at any meeting no Chairman of the Board is present within fifteen (15) minutes after the time appointed for holding the meeting, or is willing to act as chairman of the general meeting, the deputy Chairman of the Board or if there is more than one deputy Chairman, any one of them as may be agreed amongst themselves or failing such agreement, any one of them elected by all the Directors present shall preside as chairman of the general meeting. If no Chairman or deputy Chairman of the Board is present or is willing to act as chairman of the general meeting, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman of the general meeting if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman of the general meeting chosen shall retire from the chair, the members present in person or by proxy and entitled to vote shall elect one of their number to be chairman of the general meeting.</u> (B) <u>If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Bye-law 76(1) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.</u> ~~The Chairman (if any) of the Board or, if he is absent or declines to take the chair at such meeting, the Deputy Chairman (if any) shall take the chair at every general meeting, or, if there be no such Chairman or Deputy Chairman, or, if at any general meeting neither of such Chairman or Deputy Chairman is present within fifteen minutes after the time appointed for holding such meeting, or both such persons decline to take the chair at such meeting, the Board present shall choose one of their number as Chairman, and if no Director be present, or if all the Board present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present shall choose one of their own number to be Chairman.~~

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
77.	<u>Deleted.</u> ~~The Chairman may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and (if applicable) from place to place as the meeting shall determine. Whenever a meeting is adjourned for fourteen days or more, at least seven clear days' notice, specifying the place (if any), the day and the hour of the adjourned meeting shall be given in the same manner as in the case of any original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.~~
78.	At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands and/or by a count of votes in the form of electronic records unless a poll is (before or on the declaration of the result of the show of hands and/or the count of votes received in the form of electronic records, or on the withdrawal of any other demand for a poll) demanded :- (i) by the <u>chairman</u> ~~Chairman~~ of the <u>meeting</u> ~~Meeting~~; or (ii) by at least three (3) members present in person or by corporate representatives or by proxy for the time being entitled to vote at the meeting; or (iii) by any member or members present in person or by corporate representatives or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; or (iv) by a member or members present in person or by corporate representatives or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right. Unless a poll be so demanded and not withdrawn, a declaration by the <u>chairman of the meeting</u> ~~Chairman~~ that a resolution has on a show of hands and/or by count of votes in the form of electronic records been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
79.	If a poll is demanded as aforesaid, it shall (subject as provided in Bye-law 80) be taken in such manner (including the use of ballot, voting papers, tickets and/or votes received in the form of electronic records) and at such time and place (if any), not being more than thirty <u>(30)</u> days from the date of the meeting or adjourned meeting at which the poll was demanded, as the <u>chairman of the meeting</u> ~~Chairman~~ directs. No notice need be given of a poll not taken immediately. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn, with the consent of the <u>chairman of the meeting</u> ~~Chairman~~ , at any time before the close of the meeting or the taking of the poll, whichever is the earlier.
80.	Any poll duly demanded on the election of a ~~Chairman~~ <u>chairman</u> of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.
81.	In the case of an equality of votes, whether on a show of hands and/or by count of votes in the form of electronic records, or on a poll, the <u>chairman</u> ~~Chairman~~ of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second or casting vote. In case of any dispute as to the admission or rejection of any vote the <u>chairman of the meeting</u> ~~Chairman~~ shall determine the same, and such determination shall be final and conclusive.
85.	Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting on a show of hands every member who is present in person or by proxy or by a corporate representative shall have one vote, and on a poll every member present in person or by a corporate representative or by proxy shall have one vote for every share of which he is the holder which is fully paid up or credited as fully paid up (but so that no amount paid up or credited as paid up on a share in advance of calls or instalments shall be treated for the purposes of this Bye-law as paid up on the share). On a poll, a member entitled to more than one vote need not use all his votes or cast his votes in the same way. <u>Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the directors or the chairman of the meeting may determine.</u>
86.	Any person entitled under Bye-law 48 to be registered as the holder of any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight <u>(48)</u> hours before the time of the holding of the meeting or adjourned meeting (as the case may be) at which he proposes to vote, he shall satisfy the Board of his right to be registered as the holder of such shares or the Board shall have previously admitted his right to vote at such meeting in respect thereof.

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
91.	The instrument appointing a proxy <u>shall be in such form as the Board may determine and in the absence of such determination, shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.</u>
92.	(A) <u>The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Bye-laws) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Bye-law is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Bye-law or if no electronic address is so designated by the Company for the receipt of such document or information.</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	(B) <u>The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting or postponed meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.</u> ~~The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at such place or one of such places (if any) as may be specified for that purpose in the notice of meeting or in the instrument of proxy issued by the Company (or, if no place is so specified at the Registration Office) not less than forty-eight hours before the time for holding the meeting or adjourned meeting or poll (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution, except at an adjourned meeting or on a poll demanded at a meeting or an adjourned meeting in cases where the meeting was originally held within twelve months from such date. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.~~
93.	Every instrument of proxy, whether for a specified meeting or otherwise, shall be <u>in any common form or in such form as the Board may from time to time approve (provided that this shall not preclude the use of the two-way form) and the Board may, if it thinks fit, send out with the notice of any meeting forms of instrument of proxy for use at the meeting.</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
108.	(H) <u>A Director shall not vote (nor be counted in the quorum) on any resolution of the Board approving any contract or arrangement or any other proposal in which he or any of his close associates is materially interested, but this prohibition shall not apply to any of the following matters namely:-</u> ~~A Director shall not vote (nor shall he be counted in the quorum) on any resolution of the Board in respect of any contract or arrangement or proposal in which he or any of his associate(s) has/have a material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for that resolution); but this prohibition shall not apply to any of the following matters namely:-~~ (i) the giving of any security or indemnity either:- (a) to the Director or his <u>close</u> associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his <u>close</u> associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security; (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his <u>close</u> associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer; (iii) <u>Deleted.</u> any proposal concerning any other company in which the Director or his associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his associate(s) is derived) or of the voting rights;

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	(iv) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including: (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his <u>close</u> associate(s) may benefit; or (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates ~~both~~ to the Directors, his <u>close</u> associate(s) and employee(s) of the Company or any of its subsidiaries and does not provide in respect of any Director or his <u>close</u> associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and (v) any contract or arrangement in which the Director or his <u>close</u> associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company. (I) <u>Deleted.</u> ~~A company shall be deemed to be a company in which a Director together with any of his associates owns five (5) per cent. or more of the issued shares of any class of the equity share capital of such company or of the voting rights of any class of shares of such company if and so long as (but only if and so long as) he together with his associates is (either directly or indirectly) the holder of or beneficially interested in five (5) per cent. or more of any class of the equity share capital of such company (or of any third company through which his interest is derived) or of the voting rights of any class of shares available to shareholders of the company. For the purpose of this paragraph there shall be disregarded any shares held by a Director or his associates as bare or custodian trustee and in which he has no beneficial interest.~~ (J) <u>Deleted.</u> ~~Where a company in which a Director together with any of his associates holds five (5) per cent. or more of any class of the equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.~~

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	(K) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director (other than the Chairman) ~~or his associates~~ or as to the entitlement of any Director (other than such Chairman) to vote ~~or be counted in the quorum~~ and such question is not resolved by his voluntarily agreeing to abstain from voting ~~or not to be counted in the quorum~~, such question shall be referred to the Chairman and his ruling in relation to such other Director shall be final and conclusive except in a case where the nature or extent of the interest of the Director ~~or his associates~~ concerned as known to such Director has not been fairly disclosed to the Board. If any question as aforesaid shall arise in respect of the Chairman or his <u>close</u> associate(s) such question shall be decided by a resolution of the Board (for which purpose such Chairman ~~shall not be counted in the quorum~~ and shall not vote thereon) and such resolution shall be final and conclusive except in a case where the nature or extent of the interest of such Chairman ~~or his associates~~ as known to ~~him~~ <u>such Chairman</u> has not been fairly disclosed to the Board.
127.	The Board may from time to time appoint a general manager, manager or managers of the business of the Company and may fix his or their remuneration either by way of salary or commission or by conferring the right to participate in the profits of the Company or <u>any other form of remuneration</u> by a combination of two or more of these modes and pay the working expenses of any of the staff of the general manager, manager or managers who may be employed by him or them upon the business of the Company.
164.	Unless otherwise directed by the Board, any dividend or bonus may be paid by cheque or warrant sent through the post to the registered address of the member entitled, or, in case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding or to such person and to such address as the holder or joint holders may in writing direct. Every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent, and the payment of any such cheque or warrant shall operate as a good discharge to the Company in respect of the dividend and/or bonus represented thereby, notwithstanding that it may subsequently appear that the same has been stolen or that any endorsement thereon has been forged. <u>Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders. Notwithstanding the foregoing, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine, such discretion to be exercised in compliance with applicable banking regulations. Where electronic payment fails after two attempts, the Directors may at their discretion make subsequent payments by other methods.</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
172.	(B) Subject to paragraph (C) below, every balance sheet of the Company shall be signed on behalf of the Board by two Directors and a copy of every balance sheet (including every document required by law to be comprised therein or attached or annexed thereto) and profit and loss account which is to be laid before the Company in general meeting, together with a copy of the Directors' report and a copy of the Auditors' report, shall not less than twenty-one (21) days before the date of meeting, be sent to every member of, and every holder of debentures of, the Company and every person registered under Bye-law 48 and every other person entitled to receive notices of general meetings of the Company under the provisions of the Statutes or of these presents, provided that this Bye-law shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, but any member or holder of debentures to whom a copy of these documents has not been sent shall be entitled to receive a copy free of charge on application at the registered office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice. (C) The Company may send summarized financial statements to shareholders of the Company who have, in accordance with the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited, consented and elected to receive summarized financial statements instead of the full financial statements. The summarized financial statements must be accompanied by an auditor's report and notice informing the shareholder how to notify the Company that he elects to receive the full financial statements. The summarized financial statements, notice and auditors' report must be sent not less than twenty-one (21) days before the general meeting to those shareholders who have consented and elected to receive the summarized financial statements.
173B.	Subject as otherwise provided by the Statutes, the members may, at any general meeting convened and held in accordance with these Bye-laws, remove the Auditors by <u>extraordinary</u> ~~ordinary~~ resolution at any time before the expiration of the term of office and shall by ordinary resolution, at that meeting appoint new Auditors in its place for the remainder of the term.

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
176.	(A) (1) Except where otherwise expressly <u>stated</u> and subject to the <u>Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force</u>, any notice or document (including any corporate communication <u>and actionable corporate communication</u>) to be given to or by any person, as the case may be, pursuant to these Bye-laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by The Stock Exchange of Hong Kong Limited from time to time and subject to this Bye-law, contained in an electronic communication. (2) Any notice or document (including any corporate communication <u>and actionable corporate communication</u>) to be given to or by any person pursuant to these Bye-laws may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or (other than share certificates) by publishing it by way of advertisement in at least one English language newspaper and one Chinese language newspaper circulating generally in the Hong Kong or by publishing it on the <u>Company's website and the website of The Stock Exchange of Hong Kong Limited (for so long as shares of the Company are listed on The Stock Exchange of Hong Kong Limited) or by sending or transmitting it as an electronic communication to such person at such electronic address provided by such person or in accordance with the publication requirements of the Listing Rules</u>. In case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. <u>Every member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which notices can be served upon him.</u>~~Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by The Stock Exchange of Hong Kong Limited from time to time, a notice or document (including any corporate communication) may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a website and notifying the shareholder concerned that it has been so published ("notice of availability")~~.

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	(3) Any such notice or document (including any corporate communication <u>and actionable corporate communication</u>) may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document (including any corporate communication <u>and actionable corporate communication</u>) is served or delivered to any person in respect of a share in accordance with these Bye-laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document (including any corporate communication <u>and actionable corporate communication</u>).
178.	Any notice or other document: (A) <u>if sent by post shall be deemed to have been served on the day following that on which the envelope or wrapper containing the same is posted and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly prepaid, addressed and posted and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof;</u> (B) <u>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent;</u> (C) <u>if published on the Company's website and the website of The Stock Exchange of Hong Kong Limited, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company's website and the website of The Stock Exchange of Hong Kong Limited, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;</u> (D) <u>if served or delivered in any other manner contemplated by these Byelaws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and</u> (E) <u>if published as an advertisement in a newspaper or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.</u>

Bye-law No.	Proposed Amendments (showing changes to existing Bye-laws)
	~~if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but left by the Company at the address of a shareholder noted on the register shall be deemed to have been served or delivered on the day it was so left. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to be have been given on the day on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement in the Newspapers or in an appointed newspaper shall be deemed to have been served or delivered on the day it was so published. Any notice or document published on a website shall be deemed given by the Company to a shareholder on the later of (i) the date on which a notice of availability is deemed served on such shareholder and (ii) the date on which such notice or document was published on the website.~~
179.	A notice or document (including any corporate communication) may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a <u>member by sending it via electronic means or through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such electronic or postal address has been so supplied) by giving the Notice in any manner</u> ~~shareholder in such manner as provided in sub-paragraph (2) of paragraph (A) of Bye-law 176~~ in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
181.	Any notice or document (including any corporate communication <u>and actionable corporate communication</u>) delivered or sent <u>by post to, or left at the registered address of any member</u> ~~to any shareholder in such manner as provided in sub-paragraph (2) of paragraph (A) of Bye-law 176~~ in pursuance of these presents, shall notwithstanding that such shareholder be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document (including any corporate communication <u>and actionable corporate communication</u>) on his personal representatives and all persons (if any) jointly interested with him in any such shares.

NOTICE OF THE SGM



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 a special general meeting (the “SGM”) of Great Eagle Holdings Limited (the “Company”) will be held on Wednesday, 14 May 2025 at 4:45 p.m. (or immediately after the conclusion or adjournment of the forthcoming 2025 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, if thought fit, pass with or without amendments, the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“THAT:

- (A) the proposed amendments (the “**Proposed Bye-laws Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-laws**”), the details of which are set out in the Appendix to the circular of the Company dated 28 March 2025, be and are hereby approved;
- (B) the amended and restated bye-laws of the Company (the “**New Bye-laws**”), which incorporates the Proposed Bye-laws Amendments and a copy of which has been produced to this meeting and marked “A” and signed by a director of the Company for the purpose of identification, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Bye-laws with immediate effect; and
- (C) any director or the company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and to sign, execute and deliver all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary, expedient or appropriate to give effect to the Proposed Bye-laws Amendments and the adoption of the New Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

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

Hong Kong, 28 March 2025

NOTICE OF THE SGM

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.
3. 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.
4. 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.
5. The Registers of Members will be closed from Friday, 9 May 2025 to Wednesday, 14 May 2025, 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. Shareholders whose names appear on the Registers of Members of the Company on 14 May 2025 (i.e the record date) are entitled to attend and vote at the SGM following completion of the registration procedures for share transfers.
6. 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, 8 May 2025.
7. The votes at the SGM will be taken by a poll.
8. 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, 14 May 2025, 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.
9. 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.