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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Great Eagle Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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鷹君集團有限公司  
Great Eagle  
Holdings Limited

Incorporated in Bermuda with limited liability  
(Stock Code: 41)

**GENERAL MANDATES TO BUY-BACK AND ISSUE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF 2026 ANNUAL GENERAL MEETING**

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A notice convening the 2026 Annual General Meeting (“**2026 AGM**”) of Great Eagle Holdings Limited to be held at 32/F, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Tuesday, 12 May 2026 at 11:30 a.m. is set out on pages N1 to N6 of this circular.

Whether or not you are able to attend the 2026 AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s principal place of business in Hong Kong at 33/F, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2026 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the 2026 AGM or any adjournment thereof should you so wish.

1 April 2026



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## DEFINITIONS

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

“2026 AGM”	the annual general meeting of the Company to be held at 32/F, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Tuesday, 12 May 2026 at 11:30 a.m. or any adjournment thereof, notice of which is set out on pages N1 to N6 of this circular
“associate” or “close associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Buy-back Mandate”	the general and unconditional mandate to exercise all the powers of the Company to buy-back issued and fully-paid Shares not exceeding 10% of the total number of Shares in issue (excluding treasury shares, if any) at the date of passing of the resolution
“Bye-laws”	the bye-laws of the Company as amended from time to time
“Company”	Great Eagle Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 41)
“connected person” or “core connected person”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general and unconditional mandate to allot, issue and deal with additional Shares (and securities exercisable or convertible into Shares, including any sale and transfer of treasury shares) not exceeding 20% of the total number of Shares in issue (excluding treasury shares, if any) at the date of passing of the resolution

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## DEFINITIONS

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“Latest Practicable Date”	24 March 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time
“Notice”	the notice of the 2026 AGM as set out on pages N1 to N6 of this circular
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	the ordinary share(s) of HK\$0.50 each in the share capital of the Company, or if there has been a subdivision, consolidation, reclassification of or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as amended from time to time
“treasury shares”	has the meaning ascribed to it under the Listing Rules
“%”	per cent.

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## LETTER FROM THE BOARD

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# 鷹君集團有限公司 Great Eagle Holdings Limited

Incorporated in Bermuda with limited liability  
(Stock Code: 41)

### *Directors:*

LO Ka Shui, *Chairman and Managing Director*  
LO TO Lee Kwan<sup>#</sup>  
WONG Yue Chim, Richard\*  
LEE Pui Ling, Angelina\*  
ZHU Qi\*  
HO Shut Kan\*  
Diana Ferreira CESAR\*  
LO Hong Sui, Antony  
LAW Wai Duen  
LO Hong Sui, Vincent<sup>#</sup>  
LO Ying Sui<sup>#</sup>  
LO Chun Him, Alexander  
KAN Tak Kwong, *General Manager*  
CHU Shik Pui  
POON Ka Yeung, Larry

### *Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

### *Principal Place of Business in*

*Hong Kong:*  
33/F, Great Eagle Centre  
23 Harbour Road  
Wan Chai  
Hong Kong

\* *Independent Non-executive Directors*

# *Non-executive Directors*

1 April 2026

*To the Shareholders*

Dear Sir or Madam,

## **GENERAL MANDATES TO BUY-BACK AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF 2026 ANNUAL GENERAL MEETING**

### **1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information regarding, *inter alia*, the proposed general mandates to buy-back and issue Shares, the re-election of retiring Directors and to seek your approval at the 2026 AGM in connection with such matters.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GENERAL MANDATES TO BUY-BACK AND ISSUE SHARES

At the annual general meeting of the Company held on 14 May 2025 (the “**2025 AGM**”), ordinary resolutions were passed to grant general mandates to the Directors to (i) exercise the powers of the Company to buy-back Shares up to a maximum of 74,772,334 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) at the date of passing of the relevant ordinary resolution; and (ii) allot, issue and deal with a maximum of 149,544,669 Shares (and securities exercisable or convertible into Shares, including any sale and transfer of treasury shares), representing 20% of the total number of Shares in issue at the date of passing of the relevant ordinary resolution. The Company has not bought back or issued any Shares under the general mandates granted by the Shareholders in the 2025 AGM. Such mandates will lapse at the conclusion of the 2026 AGM.

Two ordinary resolutions set out in the Notice will be proposed at the 2026 AGM to grant the Buy-back Mandate and Issue Mandate to the Directors.

The Buy-back Mandate and/or the Issue Mandate will, if granted, commence on the date of the passing of the respective ordinary resolutions and continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws to be held; or (iii) until the Buy-back Mandate and/or the Issue Mandate are respectively revoked or varied by an ordinary resolution of the Shareholders at general meeting. Although the general mandates proposed to be granted may not be utilised before the valid period as mentioned above, these will give the Company the flexibility when needed without seeking subsequent approval from the Shareholders. The Company will use the mandates sparingly and in the interest of the Shareholders as a whole.

If the Company buy-back Shares pursuant to the Buy-back Mandate, the Company will either cancel the repurchased Shares and/or hold them as treasury shares, subject to market conditions and the capital management needs of the Company at the relevant time any buy-back of Shares are made.

As at the Latest Practicable Date, the total number of Shares in issue was 748,037,345 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2026 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 74,803,734 Shares and under the Issue Mandate to issue a maximum of 149,607,469 Shares, representing 10% and 20% of the issued Shares (excluding treasury shares, if any) as at the Latest Practicable Date respectively.

The explanatory statement, as required by the Listing Rules, to provide requisite information to Shareholders for considering the proposal to grant Directors the Buy-back Mandate is set out in Appendix I to this circular.

### 3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 109(A) of the Bye-laws, Madam Lo To Lee Kwan (“**Madam Lo**”), Madam Law Wai Duen (“**Madam Law**”), Mr. Ho Shut Kan (“**Mr. Ho**”), Ms. Diana Ferreira Cesar

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## LETTER FROM THE BOARD

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(“**Ms. Cesar**”) and Mr. Chu Shik Pui (“**Mr. Chu**”), shall retire by rotation and, being eligible, have offered themselves for re-election at the 2026 AGM (the “**Retiring Directors**”). The re-election of each Retiring Director will be subject to a separate resolution to be proposed at the 2026 AGM for approval by the Shareholders. Biographical details of the Retiring Directors, which are required to be disclosed under the Listing Rules, are set out in Appendix II to this circular.

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

The Nomination Committee has also taken into account the expertise and experience of each of the Retiring Directors and considered that all of them possess the wealth of skills and experience that are beneficial to the Board in providing a diversity of perspectives appropriate to the business of the Company and would enhance the Board’s diversity and performance.

Madam Law, Mr. Ho, Ms. Cesar and Mr. Chu have maintained 100% attendance rate at all meetings of the Board, Board Committees (if applicable) and general meetings held during the year 2025. They have demonstrated a strong commitment to the Company and positively contributed to the Board through their participation in the affairs of the Company and the Board’s discussions and decisions. Madam Lo is a co-founder of the Group and was involved in the early stages of development of the Group and has an irreplaceable status in the Company. It was considered that they have devoted sufficient time and attention to the affairs of the Company without being over-occupied in the business of other listed companies or other significant external commitments.

In the process of assessing the independence of each of Mr. Ho and Ms. Cesar, both being Independent Non-executive Directors, the Nomination Committee has considered a range of relevant factors. Each of Mr. Ho and Ms. Cesar confirmed that during the year they did not have any material interest in competing business, either directly or indirectly, with the business of the Group. They are not involved in the daily management of the Company and have never engaged in any executive management role that would materially interfere with the exercise of their independent judgement. Mr. Ho and Ms. Cesar do not have any relationship with any Directors, senior management or substantial or controlling Shareholders. In addition, they have submitted an annual confirmation to the Company regarding the compliance with the independence guidelines set out in Rule 3.13 of the Listing Rules, which govern the assessment of the independence of Independent Non-executive Directors. Taking into consideration the above factors, the Nomination Committee was satisfied that Mr. Ho and Ms. Cesar are able to give impartial advice and exercise independent judgement, ensuring the Board’s objectivity and integrity in decision making remain uncompromised.

The Board, having considered the recommendation of the Nomination Committee, is of the view that the re-election of the Retiring Directors is in the best interests of the Company and the Shareholders as a whole and taking into account the respective contributions of Madam Lo, Madam Law, Mr. Ho, Ms. Cesar and Mr. Chu to the Board, recommended all of them to stand for re-election as Directors at the 2026 AGM.

## LETTER FROM THE BOARD

According to Bye-law 109(A) of the Bye-laws, no Director holding the office as executive chairman and managing director shall be subject to retirement by rotation. The same provision is also contained in The Great Eagle Holdings Limited Company Act, 1990 of Bermuda. Therefore, Dr. Lo Ka Shui, the Executive Chairman and Managing Director of the Company is by statute not required to retire by rotation. For the information of Shareholders, the biographical details of Dr. Lo Ka Shui are set out below:

Dr. LO Ka Shui (“**Dr. Lo**”), aged 79, has served as a Director of the Group since 1980. He is a substantial Shareholder, Chairman and Managing Director of the Company, Chairman of the Company’s Finance Committee, and holds directorship in various subsidiaries of the Company. He is also the Chairman and Non-executive Director of the Manager of the publicly-listed trusts, Champion Real Estate Investment Trust (“**Champion REIT**”) and Langham Hospitality Investments. He is a Vice President of The Real Estate Developers Association of Hong Kong and a member of The Hong Kong Centre for Economic Research’s Board of Trustees. Dr. Lo was formerly Director of Hong Kong Exchanges and Clearing Limited; Chairman of the Listing Committee for the Main Board and Growth Enterprise Market; a Member of the Exchange Fund Advisory Committee of the Hong Kong Monetary Authority; Chairman of The Chamber of Hong Kong Listed Companies; Chairman of the Hospital Authority of Hong Kong; a Board Member of the Airport Authority Hong Kong; and a Member of the University Grants Committee of the Hong Kong.

Dr. Lo graduated from McGill University with a Bachelor of Science Degree and obtained a Doctor of Medicine (M.D.) Degree from Cornell University, and was certified in Internal Medicine and Cardiovascular Disease at University of Michigan Hospitals. He has over four decades of experience in property and hotel development and investment both in Hong Kong and overseas.

Dr. Lo is a son of Madam Lo To Lee Kwan, an elder brother of Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, a younger brother of Mr. Lo Hong Sui, Antony and Madam Law Wai Duen, and the father of Mr. Lo Chun Him, Alexander, all being Directors of the Company. As at the Latest Practicable Date, Dr. Lo’s interests in shares and underlying shares of the Company and its associated corporations within the meaning of Part XV of the SFO are as follows:

Name of company	Personal Interests	Corporate Interests <small>(Note 1)</small>	Trusts Interests	Discretionary Trust Interests	Total
Great Eagle Holdings Limited	61,432,835 Shares	96,038,364 Shares	65,866,676 Shares <small>(Note 2)</small>	254,664,393 Shares <small>(Note 3)</small>	478,002,268 Shares
	3,500,000 share options	—	—	—	3,500,000 share options
Champion REIT	7,000,007 units	3,258,610 units	2,975,000 units <small>(Note 4)</small>	—	13,233,617 units
Langham Hospitality Investments and Langham Hospitality Investments Limited (“ <b>LHI</b> ”)	35,681,524 share stapled units (“ <b>SSUs</b> ”)	9,490,556 SSUs	93,901,361 SSUs <small>(Notes 2&amp;4)</small>	—	139,073,441 SSUs

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## LETTER FROM THE BOARD

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Notes:

1. These interests were held by certain companies wholly-owned by Dr. Lo.
2. Being the founder of a discretionary trust.
3. These 254,664,393 shares were owned by a discretionary trust of which Dr. Lo Ka Shui, Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, all being Directors of the Company, are among the discretionary beneficiaries.
4. Being the settlor and a member of the Advisory Committee and Management Committee of a charitable trust.
5. As at the Latest Practicable Date, the Group owned 70.71% and 70.48% interests in Champion REIT and LHI respectively.

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

Dr. Lo does not have any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensations). He has not been appointed for any specified length or proposed length of service with the Company.

A Director's fee of HK\$220,000 was paid to Dr. Lo in 2025. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director, and approved by the Shareholders at the 2025 AGM as an ordinary remuneration payable to each Director. Dr. Lo's emoluments has been determined by reference to his involvement in the daily operation of the Group, his contribution to the Group's development, his duties and responsibilities within the Group, the Group's remuneration policy and the prevailing market situation. The amount of Dr. Lo's emoluments is set out in note 11 to the consolidated financial statements contained in the Company's 2025 Annual Report.

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

#### **4. 2026 ANNUAL GENERAL MEETING, CLOSURE OF REGISTERS OF MEMBERS AND PROXY ARRANGEMENT**

At the 2026 AGM, ordinary resolutions will be proposed to approve, *inter alia*, the renewal of the Buy-back Mandate and the Issue Mandate, and the re-election of retiring Directors.

The Notice is set out on pages N1 to N6 of this circular. Shareholders are advised to read the Notice and complete and return the accompanying form of proxy for use at the 2026 AGM in accordance with the instructions printed thereon.

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## LETTER FROM THE BOARD

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Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. At the 2026 AGM, the Chairman shall therefore demand voting on all resolutions set out in the Notice be taken by way of poll pursuant to Bye-law 78 of the Bye-laws. On a poll, every Shareholder presents in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each Share registered in his/her/its name in the Registers of Members of the Company (the “**Registers of Members**”). An announcement on the poll results will be posted on the Group’s website and the HKEXnews’ website on the same day after the 2026 AGM.

The Registers of Members will be closed during the following periods and during these periods, no transfer of Shares will be registered:

**(i) To attend and vote at the 2026 AGM**

For the purpose of ascertaining the Shareholders’ entitlement to attend and vote at the 2026 AGM, the Registers of Members will be closed from Thursday, 7 May 2026 to Tuesday, 12 May 2026, both days inclusive.

Shareholders whose names appear on the Registers of Members on 12 May 2026 (i.e. the record date for the 2026 AGM) are entitled to attend and vote at the 2026 AGM following completion of the registration procedures for share transfers. In order to be eligible to attend and vote at the 2026 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the “**Branch Share Registrar**”) at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 May 2026.

**(ii) To qualify for the proposed 2025 final dividend**

For the purpose of ascertaining the Shareholders’ entitlement to the proposed 2025 final dividend, the Registers of Members will be closed from Monday, 18 May 2026 to Thursday, 21 May 2026, both days inclusive.

In order to qualify for the proposed 2025 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar for registration not later than 4:30 p.m. on Friday, 15 May 2026. Shareholders whose name appear on the Registers of Members on Thursday, 21 May 2026, being the record date for the 2025 final dividend, are qualified for the proposed 2025 final dividend.

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## LETTER FROM THE BOARD

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### 5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### 6. RECOMMENDATION

The Board considers that the renewal of the Buy-back Mandate and the Issue Mandate, and the re-election of retiring Directors as aforesaid are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the relevant resolutions to be proposed at the 2026 AGM.

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement) and Appendix II (Details of the Retiring Directors to be Re-elected) to this circular.

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

This appendix contains information required under the Listing Rules to be included in an explanatory statement to accompany the notice of a general meeting at which a resolution is to be proposed in relation to the buy-back by the Company of its own Shares. Its purpose is to provide Shareholders with all the information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution approving the Buy-back Mandate at the 2026 AGM.

### **1. ISSUED SHARES**

As at the Latest Practicable Date, the total number of Shares in issue was 748,037,345 Shares. On the basis that no further Shares are issued or bought back prior to the date of the 2026 AGM, the Company would be allowed under the Buy-back Mandate to buy-back a maximum of 74,803,734 Shares, representing 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the Latest Practicable Date.

If the Company buy-back Shares pursuant to the Buy-back Mandate, the Company may either cancel such Shares and/or or hold them as treasury shares, subject to market conditions and the capital management needs of the Company at the relevant time any buy-back of Shares are made.

The listing of all Shares which are held as treasury shares shall be retained. The Company shall ensure that treasury shares are appropriately identified and segregated. The listing of all Shares bought back but not held as treasury shares shall be cancelled and the certificates for these Shares shall be cancelled and destroyed.

### **2. REASON FOR BUY-BACK OF SHARES**

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from Shareholders to enable the Company to buy-back Shares in the market. Share buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and its earnings per Share. Shares bought back and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Bye-laws and the applicable laws of Bermuda and the Listing Rules. Buy-back of Shares will only be made when the Directors believe that such buy-back will benefit the Company and the Shareholders.

### **3. SOURCE OF FUNDS**

It is proposed that Share buy-backs under the Buy-back Mandate would be financed from internal funds and/or available banking facilities of the Company. For the purposes of any Share buy-backs, the Company may only apply funds legally available for such purpose in accordance with the Memorandum of Association of the Company, the Bye-laws and the applicable laws of Bermuda.

**4. WORKING CAPITAL OR GEARING POSITION**

If the Buy-back Mandate is exercised in full at any time during the proposed buy-back period, it may have a material adverse effect on the working capital requirements of the Company or its gearing position (as compared with the position disclosed in the Company's accounts for the year ended 31 December 2025). The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing position (as compared with the position disclosed in the Company's accounts for the year ended 31 December 2025) which in the opinion of the Directors are from time to time appropriate for the Company.

**5. DIRECTORS AND THEIR CLOSE ASSOCIATES**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates, has any present intention, in the event that the Buy-back Mandate is approved by Shareholders, to sell Shares to the Company.

**6. STATEMENT FROM THE DIRECTORS**

The Directors will exercise the power of the Company to buy-back Shares pursuant to the proposed resolution in accordance with the Listing Rules and the applicable laws of Bermuda. Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

**7. TAKEOVERS CODE**

If on exercise of the power to buy-back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code.

As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

For the purposes of Part XV of the SFO, treasury shares remain part of the Company's issued voting shares. Accordingly, shares held in treasury would be included in the number of shares of the listed corporation of the same class in issue for the purpose of calculating the percentage figure of the interest of substantial shareholders under 314 of the SFO. The percentage figure of interest of substantial shareholders would not be affected by the number of treasury shares held by the listed corporation.

As at the Latest Practicable Date, each of Dr. Lo Ka Shui, Madam Lo To Lee Kwan, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui (“**Parties**”), all being Directors of the Company, have the following respective interests in the Company:

Name	Nature of Interests				Discretionary Trust Interests	Number of ordinary Shares held	Approximate percentage of total issued Shares as at the Latest Practicable Date
	Personal Interests	Corporate Interests	Trust Interests				
<b>Parties:</b>							
Dr. Lo Ka Shui	61,432,835	96,038,364	65,866,676	—	223,337,875	29.86%	
Madam Lo To Lee Kwan	1,341,561	5,442,810	—	—	6,784,371	0.91%	
Mr. Lo Hong Sui, Antony	913,973	—	—	—	913,973	0.12%	
Madam Law Wai Duen	2,010,858	—	—	—	2,010,858	0.27%	
Mr. Lo Hong Sui, Vincent	293	—	—	—	293	0.00%	
Dr. Lo Ying Sui	1,540,000	39,180,903	—	—	40,720,903	5.44%	
Trustee of the discretionary trust	—	—	—	254,664,393	254,664,393	34.04%	
Parties and the trustee of the discretionary trust (“ <b>Concert Party Group</b> ”)					<b>528,432,666</b>	<b>70.64%</b>	

On the basis that no further Shares are issued by the Company prior to the 2026 AGM and there is no change of the current shareholding structure of the Company, an exercise of the Buy-back mandate in full with the Shares held as treasury shares would not give rise to an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

In any event, the Directors do not intend to exercise the Buy-back Mandate to such an extent as would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory general offer under Rule 26 of the Takeovers Code.

Furthermore, the Directors have no intention to exercise the Buy-back Mandate to such an extent as would cause the public float to fall below 25% of the total number of Shares in issue, being the minimum requirement under the Listing Rules.

## 8. SHARE BUY-BACKS

No buy-back has been made by the Company of its Shares (whether on the Stock Exchange or otherwise) in the last six months prior to the Latest Practicable Date.

## 9. CORE CONNECTED PERSONS

No core connected persons have notified the Company that they have a present intention to sell any Shares (in issue or to be issued) to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it (in issue or to be issued to them) to the Company in the event that the Buy-back Mandate is granted.

## 10. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months before and the period up to the Latest Practicable Date are as follows:

	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2025</b>		
March	13.960	11.360
April	13.800	11.800
May	14.040	12.840
June	14.280	13.120
July	15.360	13.620
August	15.400	13.970
September	14.920	13.540
October	14.946	14.008
November	15.700	14.370
December	15.590	14.510
<b>2026</b>		
January	16.380	14.810
February	18.350	15.500
March (up to the Latest Practicable Date)	17.920	16.140

The followings are the biographical details of Madam Lo To Lee Kwan, Madam Law Wai Duen, Mr. Ho Shut Kan, Ms. Diana Ferreira Cesar and Mr. Chu Shik Pui, all of whom shall retire at the 2026 AGM in accordance with the Bye-laws, being eligible, have offered themselves for re-election.

1. Madam Lo To Lee Kwan, aged 106, has been a Director of the Group since 1963. She was an Executive Director of the Company prior to her re-designation as a Non-executive Director of the Company in 2008. She is the wife of Mr. Lo Ying Shek, the late former chairman of the Company, and is the co-founder of the Group. She was involved in the early stage of development of the Group.

Madam Lo is the mother of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony, Madam Law Wai Duen, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, and the grandma of Mr. Lo Chun Him, Alexander, all being Directors of the Company. As at the Latest Practicable Date, Madam Lo has (i) a personal interest in 1,341,561 Shares and a corporate interest in 5,442,810 Shares; and (ii) a personal interest in 89,436 SSUs and a corporate interest in 669,030 SSUs of LHI within the meaning of Part XV of the SFO. She is also a discretionary beneficiary of a discretionary trust, being a substantial Shareholder, which owns 254,664,393 Shares as at the Latest Practicable Date.

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

Madam Lo does not have any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensations). She has not been appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws.

A Director's fee of HK\$220,000 was paid to Madam Lo in 2025. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director, and approved by the Shareholders at the 2025 AGM as an ordinary remuneration payable to each Director. The basis and amount of Madam Lo's emoluments are set out on page 66 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2025 Annual Report respectively.

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

2. Madam Law Wai Duen, aged 89, is an Executive Director and a director of various subsidiaries of the Company. She has been a Director of the Group since 1963. Madam Law graduated from The University of Hong Kong with a Bachelor's Degree in Arts and has been actively involved in the Group's property development and investment in Hong Kong for decades.

Madam Law is a daughter of Madam Lo To Lee Kwan, an elder sister of Dr. Lo Ka Shui, Mr. Lo Hong Sui, Antony, Mr. Lo Hong Sui, Vincent and Dr. Lo Ying Sui, and an aunt of Mr. Lo Chun Him, Alexander, all being Directors of the Company. As at the Latest Practicable Date, Madam Law has a personal interest in 2,010,858 Shares and 240,000 share options of the Company; and 4,022,477 SSUs of LHI within the meaning of Part XV of the SFO. She is also a discretionary beneficiary of a discretionary trust, being a substantial Shareholder, which owns 254,664,393 Shares as at the Latest Practicable Date.

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

Madam Law does not have any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensations). She has not been appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws.

A Director's fee of HK\$220,000 was paid to Madam Law in 2025. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director, and approved by the Shareholders at the 2025 AGM as an ordinary remuneration payable to each Director. The basis and amount of Madam Law's emoluments are set out on page 66 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2025 Annual Report respectively.

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

3. Mr. Ho Shut Kan, aged 77, was appointed as an Independent Non-executive Director of the Company in 2022 and is a member of each of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. He has over 40 years of experience in the property operations and real estate sector including leasing and managing residential, commercial and investment properties. Mr. Ho was Executive Director and Chief Executive Officer of Kerry Properties Limited (listed in Hong Kong) before his retirement in 2018. Mr. Ho currently is the Senior Advisor of Kerry Properties Limited. Mr. Ho was an Independent Non-executive Director of Eagle Asset Management (CP) Limited from 2017 to 2022, being the Manager of Champion Real Estate Investment Trust (listed in Hong Kong). Mr. Ho holds a Master of Business Administration Degree from the University of East Asia.

Mr. Ho does not have any relationships with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Mr. Ho does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ho did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date or any position with the Company or other members of the Group.

Mr. Ho does not have any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensations). He has not been appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws.

A Director's fee of HK\$220,000 was paid to Mr. Ho in 2025. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director, and approved by the Shareholders at the 2025 AGM as an ordinary remuneration payable to each Director. In addition, Mr. Ho received annual remunerations of Board Committees in an aggregate sum of HK\$280,000 for the year ended 31 December 2025. These remunerations were determined by the Board with reference to the time and effort involved in his specific duties and services, and the prevailing market conditions. The basis and amounts of Mr. Ho's emoluments are set out on page 66 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2025 Annual Report respectively. Mr. Ho has no other emoluments except the aforesaid Director's fee and remunerations.

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

4. Ms. Diana Ferreira Cesar, aged 57, was appointed as an Independent Non-executive Director of the Company in 2023. Ms. Cesar is the Vice Chairman, Hong Kong of The Hongkong and Shanghai Banking Corporation Limited. Ms. Cesar was an Executive Director and the Chief Executive of Hang Seng Bank Limited from 2021 to 2025, the Managing Director of HSBC Holdings plc (both listed in Hong Kong) and the Chief Executive Officer, Hong Kong of The Hongkong and Shanghai Banking Corporation Limited from 2015 to 2021. She is a board member, a member of executive committee, the second vice president and campaign committee chairman of The Community Chest of Hong Kong, a honorary member of The Hong Kong Institute of Bankers, a council member of Treasury Markets Association, a non-official member and a member of Working Group on Public Education and Promotion of Women's Commission, a member of Hong Kong Academy of Finance Limited, a honorary chairman of The Hong Kong Chi Tung Association Limited and an ordinary member of Maryknoll Convent School Foundation Limited. Ms. Cesar is a Honorary Certified Banker of The Hong Kong Institute of Bankers and was appointed a Justice of Peace in 2022 by the Government of the Hong Kong Special Administrative Region. She holds a Bachelor of Arts in Commerce and Social Sciences from the University of Toronto.

Ms. Cesar does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, Ms. Cesar does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, Ms. Cesar did not hold any directorship in other listed public companies in the three years preceding the Latest Practicable Date or any position with the Company or other members of the Group.

Ms. Cesar does not have any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensations). She has not been appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws. Ms. Cesar has not received any Director's fee or other emoluments from the Company in 2025.

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

5. Mr. Chu Shik Pui, aged 64, joined the Group in 1989 and was appointed as an Executive Director of the Company in 2015. He is a member of the Finance Committee of the Company and also the Head of Tax and Investment primarily responsible for the Group's taxation, finance and investment matters. Mr. Chu also holds directorships in various subsidiaries of the Company. Mr. Chu is a fellow of The Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants. He is also a full member of the Society of Registered Financial Planners. Mr. Chu has over 30 years' aggregated experience in taxation, finance, accounting, legal, and acquisition and investment.

Mr. Chu does not have any relationship with any Directors, senior management, substantial or controlling Shareholders of the Company. As at the Latest Practicable Date, he has a personal interest in 292,554 Shares, 1,200,000 share options and 81,552 share awards of the Company, 19,503 SSUs of LHI, and 8,000 units of Champion REIT within the meaning of Part XV of the SFO.

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

Mr. Chu does not have any service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation (other than statutory compensations). He has not been appointed for any specified length or proposed length of service with the Company but is subject to retirement by rotation and eligible for re-election pursuant to the Bye-laws.

A Director's fee of HK\$220,000 was paid to Mr. Chu in 2025. The Director's fee was proposed by the Board on the recommendation of the Remuneration Committee of the Company based on the general duties and responsibilities as a Director, and approved by the Shareholders at the 2025 AGM as an ordinary remuneration payable to each Director. Mr. Chu's emoluments has been determined by reference to his involvement in the daily operation of the Group, his contribution to the Group's development, his duties and responsibilities within the Group, the Group's remuneration policy and the prevailing market situation. The amount of Mr. Chu's emoluments are set out on page 66 in the Corporate Governance Report and note 11 to the consolidated financial statements contained in the Company's 2025 Annual Report respectively.

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

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## NOTICE OF 2026 ANNUAL GENERAL MEETING

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鷹君集團有限公司  
Great Eagle  
Holdings Limited

Incorporated in Bermuda with limited liability  
(Stock Code: 41)

## NOTICE OF 2026 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the 2026 Annual General Meeting (“**2026 AGM**”) of Great Eagle Holdings Limited (the “**Company**”) will be held at 32/F, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Tuesday, 12 May 2026 at 11:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated Financial Statements of the Company and its subsidiaries for the year ended 31 December 2025 together with the Reports of the Directors and the Independent Auditor.
2. To declare a final dividend of HK70 cents per share for the year ended 31 December 2025.
3. To re-elect Madam Lo To Lee Kwan as a Non-executive Director.
4. To re-elect Madam Law Wai Duen as an Executive Director.
5. To re-elect Mr. Ho Shut Kan as an Independent Non-executive Director.
6. To re-elect Ms. Diana Ferreira Cesar as an Independent Non-executive Director.
7. To re-elect Mr. Chu Shik Pui as an Executive Director.
8. To fix the Director’s fee for each of the Directors at HK\$220,000 per annum.
9. To re-appoint Messrs. Deloitte Touche Tohmatsu as Auditor of the Company and authorise the Board of Directors to fix their remuneration.

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## NOTICE OF 2026 ANNUAL GENERAL MEETING

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As special businesses to consider and, if thought fit, pass with or without modification, the following resolutions as Ordinary Resolutions:

### ORDINARY RESOLUTIONS

10. **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy-back ordinary shares in the capital of the Company (the **“Shares”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which the securities of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Company is authorised to buy-back pursuant to the approval in paragraph (a) of this Resolution, shall not exceed 10 per cent. of the total number of Shares in issue (excluding treasury shares, if any) at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after the passing of this Resolution), and the said authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws of the Company (**“Bye-laws”**) or the Companies Act 1981 of Bermuda (as amended) (or any other applicable laws of Bermuda) to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the shareholders of the Company (**“Shareholders”**) in general meeting.”

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## NOTICE OF 2026 ANNUAL GENERAL MEETING

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11. "THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of the subscription or conversion rights attaching to any warrants, convertible bonds or other securities issued by the Company which are convertible into Shares; (iii) any share option scheme or similar arrangement for the time being adopted for the grant or issue to participants of Shares or rights to acquire Shares; or (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws, shall not exceed 20 per cent. of the total number of Shares in issue (excluding treasury shares, if any) at the date of passing this Resolution (such total number to be subject to adjustment in the case of any conversion of any or all of the Shares into a larger or smaller number of Shares after passing of this Resolution) and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

"Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda (as amended) (or any other applicable laws of Bermuda) to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by ordinary resolution of the Shareholders in general meeting.

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## NOTICE OF 2026 ANNUAL GENERAL MEETING

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“Rights Issue” means an offer of Shares open for a period fixed by the Company or by the Directors to Shareholders on the Registers of Members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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

Hong Kong, 1 April 2026

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business in Hong Kong:*  
33/F, Great Eagle Centre  
23 Harbour Road  
Wan Chai  
Hong Kong

*Notes:*

1. A Shareholder entitled to attend and vote at the 2026 AGM convened by the above notice (or adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his/her stead. The person appointed to act as proxy need not be a Shareholder of the Company. Shareholders may appoint the Chairman of the 2026 AGM as their proxy to vote on the resolutions, instead of attending the 2026 AGM in person.
2. In order to be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's principal place of business in Hong Kong at 33/F, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the 2026 AGM or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person should you so wish. In the event that you attend the 2026 AGM or any adjournment thereof (as the case may be) after having lodged a form of proxy, the form of proxy will be deemed to have been revoked.

3. When there are joint registered holders of any Share, any one of such persons may vote at the 2026 AGM either personally or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders is present at the 2026 AGM personally or by proxy, that one of the said persons so present whose name stands first on the Registers of Members of the Company (“**Registers of Members**”) in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder in whose name any Share stands shall for this purpose be deemed joint holders thereof.

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## NOTICE OF 2026 ANNUAL GENERAL MEETING

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4. The Registers of Members will be closed during the following periods and during these periods, no transfer of Shares will be registered:

- (i) To attend and vote at the 2026 AGM

For the purpose of ascertaining the Shareholders' entitlement to attend and vote at the 2026 AGM, the Registers of Members will be closed from Thursday, 7 May 2026 to Tuesday, 12 May 2026, both days inclusive.

Shareholders whose names appear on the Registers of Members on 12 May 2026 (i.e. the record date for the 2026 AGM) are entitled to attend and vote at the 2026 AGM following completion of the registration procedures for share transfers. In order to be eligible to attend and vote at the 2026 AGM, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited (the "**Branch Share Registrar**") at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 6 May 2026.

- (ii) To qualify for the proposed 2025 final dividend

For the purpose of ascertaining the Shareholders' entitlement to the proposed 2025 final dividend, the Registers of Members will be closed from Monday, 18 May 2026 to Thursday, 21 May 2026, both days inclusive.

In order to qualify for the proposed 2025 final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the Branch Share Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 15 May 2026. Shareholders whose name appear on the Registers of Members on Thursday, 21 May 2026, being the record date for the 2025 final dividend, are qualified for the proposed 2025 final dividend.

5. The Board of Directors has recommended the payment of a final dividend in the form of cash in the amount of HK70 cents per share for the year ended 31 December 2025. Taken together with the interim dividend of HK41 cents per share paid on 15 October 2025, the total dividend for the year 2025 is HK\$1.11 per share. Dividend warrants in respect of the proposed 2025 final dividend are expected to be despatched to the Shareholders on 12 June 2026.
6. Concerning Resolutions numbered 3 to 7 above, Madam Lo To Lee Kwan, Madam Law Wai Duen, Mr. Ho Shut Kan, Ms. Diana Ferreira Cesar and Mr. Chu Shik Pui will retire from office at the 2026 AGM and, being eligible, offer themselves for re-election, their biographical details together with other information are set out in Appendix II to the circular to Shareholders dated 1 April 2026 (the "**Circular**"). None of the Directors being proposed for re-election at the 2026 AGM has a service contract with the Company or any of its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation. Details of Directors' emoluments are set out in note 11 to the consolidated financial statements contained in the 2025 Annual Report.
7. Concerning Resolution numbered 8 above, in accordance with the Bye-laws, the Directors shall be entitled to receive by way of remuneration for their services, such sum as shall from time to time be determined by the Company in general meeting. The foregoing provision shall not apply to a Director who holds any salaried employment or office in the Company except in the case of sums paid in respect of Directors' fees. It is proposed that the Director's fee for each of the Directors for the year ending 31 December 2026 shall be at HK\$220,000 per annum (2025: HK\$220,000 per annum).
8. Concerning Resolutions numbered 10 and 11 above, the Directors wish to state that there are no immediate plans to buy-back any existing Shares or issue any new Shares or warrants under the general mandates sought to be granted. The explanatory statement containing the information necessary to enable the Shareholders to make an informed decision on whether to vote for or against Resolution numbered 10 to approve the buy-back by the Company of its own Shares, as required by the Rules Governing the Listing of Securities on the Stock Exchange is set out in Appendix I to the Circular.

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## NOTICE OF 2026 ANNUAL GENERAL MEETING

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9. The votes at the 2026 AGM will be taken by poll.
  
10. If a typhoon signal no. 8 or above, a black rainstorm warning signal and/or “extreme conditions” announced by the Government is/are in force in Hong Kong at or at any time after 9:00 a.m. on Tuesday, 12 May 2026, the 2026 AGM will be rescheduled. The Government may issue an announcement on “extreme conditions” in the event of, for example, widespread serious obstruction of public transport services, extensive flooding, major landslides or large-scale power outage as a result of a super typhoon or other natural disaster of a substantial scale. The Company will publish an announcement on the Group’s website at [greateagle.com.hk](http://greateagle.com.hk) and the HKEXnews’ website at [hkexnews.hk](http://hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.
  
11. The 2026 AGM venue has wheelchair access. Anyone accompanying a Shareholder in need of assistance will be admitted to the 2026 AGM. If any Shareholder with a disability has a question regarding attendance, please contact the Company Secretarial Division of the Company by email at [GreatEagle.ecom@greateagle.com.hk](mailto:GreatEagle.ecom@greateagle.com.hk).