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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)

## INSIDE INFORMATION HEADS OF AGREEMENT

This announcement is made by Great Eagle Holdings Limited (the “**Company**”) pursuant to the disclosure obligations under Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

### HEADS OF AGREEMENT

The board of directors (the “**Board**”) of the Company is pleased to announced that on 9 February 2021, the Company entered into the heads of agreement (the “**Heads of Agreement**”) with Gold Brilliant Investment Limited (the “**Existing Developer**”), Mr. Pan Sutong (“**Mr. Pan**”) and Goldin Properties Holdings Limited (“**Goldin Properties**”) in relation to a property development project (the “**Development**”) on the Land (as defined below), pursuant to which the Existing Developer will, among other things, novate all its rights and liabilities as a developer under the development agreement (the “**Development Agreement**”, which was dated 12 January 2017 entered into among MTR Corporation Limited (“**MTRC**”), the Existing Developer, Goldin Financial Holdings Limited and Mr. Pan and as supplemented by a supplemental deed dated 15 July 2019 entered into among MTRC, the Existing Developer, Goldin Financial Holdings Limited, Goldin Properties and Mr. Pan) to the Company or its nominee on and subject to the terms and conditions set out in the Heads of Agreement. As such, subject to the fulfillment of the conditions under the Heads of Agreement (including but not limited to the entering into of novation arrangement), the Company will assume all rights, entitlements, obligations and responsibilities as developer under the Development Agreement.

### Earnest Money

Pursuant to the Heads of Agreement, the Company paid a refundable earnest money in the total sum of HK\$1,000 million (the “**Earnest Money**”) to MTRC on 9 February 2021. The Earnest Money will be held by MTRC as money in escrow until 25 February 2021 subject to the following conditions:

- (a) the Earnest Money shall be repayable to the Company on demand made on or before 25 February 2021; and

- (b) if no such demand shall have been made, the Earnest Money shall on 26 February 2021 be applied by MTRC as partial payment of the lump sum payment by the Company as developer under the Development Agreement (as novated to the Company or its nominee) subject to fulfilment of the following:-
- (i) a definitive agreement shall have been entered into between parties embodying the terms of the Heads of Agreements and such other terms and conditions as the Company may require;
  - (ii) the Company shall be satisfied in all respects with its due diligence on all matters relating to the Development;
  - (iii) the written consent (as to novation arrangement) from MTRC and from Industrial Bank Co., Ltd. Hong Kong Branch (“**IB**”), the existing lender of facilities granted to the Existing Developer and to which the rights of the Existing Developer under the Development Agreement has been assigned by way of security have been obtained by the Company to the effect that the Company or its nominee can by way of novation become the developer under the Development Agreement in place of the Existing Developer without any unduly onerous conditions being imposed on the Company or its nominee or in relation to the Development as a condition for the giving of such consent;
  - (iv) all the formalities for the novation arrangement have been performed and completed to the satisfaction of the Company; and
  - (v) MTRC has no objection to the arrangement (including the fees arrangement) as contemplated in the Heads of Agreement.

### **Exclusivity**

The Company is entitled to an exclusivity of up to and inclusive of 25 February 2021 during which:-

- (a) the Company will carry out its due diligence and prepare the definitive agreement for signing by the Existing Developer and Mr. Pan (the “**Existing Developer Group**”) in relation to the Development;
- (b) neither the Existing Developer Group nor any of its affiliates or other related entities or persons, nor any shareholder, trustee, partner, member, director, officer, manager, employee, agent or representative, or any person acting for or on behalf of any of the foregoing persons or entities, shall provide any information to, solicit, pursue, negotiate, work or consult with, any other party with respect to the Development, the Heads of Agreement, the Development Agreement or any other arrangement regarding the Development or its financing; and
- (c) no further drawdown of the existing facilities and the remaining unutilised facilities previously granted by IB shall be made, no security (other than those created in relation to the existing financing) shall be created in favour of any party and no material debts shall be incurred in connection with the Development.

## **PARTICULARS OF THE LAND**

The land, being the northern portion of the lot (with Kowloon Inland Lot No. 11264) located in Ho Man Tin, Kowloon with a minimum and maximum gross floor area of 41,400 square metres and 69,000 square metres, respectively, is designated for private residential purposes (the “**Land**”). The Land will be developed into residential units of not less than 800 units and not more than 1,000 units unless otherwise approval being obtained.

## **LISTING RULES IMPLICATIONS**

The Company will issue further announcement to inform the shareholders of the Company and the investing public in relation to the development of the transactions contemplated under the Heads of Agreement, and where applicable, for its compliance with the applicable requirements under the Listing Rules as and when appropriate.

**The transactions contemplated under the Heads of Agreement are subject to conditions and may not be consummated. Accordingly, shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 9 February 2021

*As at the date of this announcement, the Board comprises Dr. LO Ka Shui (Chairman and Managing Director), Mr. LO Hong Sui, Antony, Madam LAW Wai Duen, Mr. LO Chun Him, Alexander, Mr. KAN Tak Kwong (General Manager) and Mr. CHU Shik Pui being the Executive Directors; Madam LO TO Lee Kwan, Mr. LO Hong Sui, Vincent and Dr. LO Ying Sui being the Non-executive Directors; and Mr. CHENG Hoi Chuen, Vincent, Professor WONG Yue Chim, Richard, Mrs. LEE Pui Ling, Angelina, Mr. LEE Siu Kwong, Ambrose and Professor POON Ka Yeung, Larry being the Independent Non-executive Directors.*