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## **GOLDEN EAGLE RETAIL GROUP LIMITED**

### **金鷹商貿集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code : 3308)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Golden Eagle Retail Group Limited (the “Company”) will be held at 10:00 a.m. on Tuesday, 8 May 2018 at Unit 1206, 12th Floor, Tower 2, Lippo Centre, 89 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company.

1. **THAT** the proposed annual caps for the Zhujiang Tenancy Agreement (as amended and supplemented) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
2. **THAT** the proposed annual caps for the Lease Agreement (Hanzhong Plaza) (as amended and supplemented) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
3. **THAT** the proposed annual caps for the Lease Agreements (Total Xianlin Retail Area) (as amended and supplemented) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
4. **THAT** the proposed annual caps for the Lease Agreement (Yancheng Golden Eagle Outlet) (as amended and supplemented) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
5. **THAT** the proposed annual caps for the Lease Agreement (Xinjiekou Block B) (as amended and supplemented) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
6. **THAT** the proposed annual caps for the Lease Agreement (Yancheng Tiandi Plaza) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.

7. **THAT** the proposed annual caps for the Lease Agreement (Danyang Tiandi Plaza) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
8. **THAT** the proposed annual caps for the Lease Agreement (Nanjing Jiangning Tiandi Plaza) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
9. **THAT** the proposed annual caps for the Lease Agreement (Ma'anshan Tiandi Plaza) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
10. **THAT** the entering into of the Third Supplemental Agreement to Lease Agreement (Golden Eagle Plaza) (as defined and described in the circular of the Company dated 20 April 2018) and the transactions contemplated thereunder be and are hereby approved and ratified and the Directors (or a duly authorized committee thereof) be and are hereby authorized to take all such steps to implement the same and to execute all documents or deeds as they may consider necessary or appropriate in relation thereto, including but not limited to make any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions of the Third Supplemental Agreement to Lease Agreement (Golden Eagle Plaza) as they may think fit.
11. **THAT** the proposed annual caps for the Lease Agreement (Golden Eagle Plaza) (as amended and supplemented) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
12. **THAT** the entering into of the Lease Agreement (Golden Eagle World) (as defined and described in the circular of the Company dated 20 April 2018) and the transactions contemplated thereunder be and are hereby approved and ratified and the Directors (or a duly authorized committee thereof) be and are hereby authorized to take all such steps to implement the same and to execute all documents or deeds as they may consider necessary or appropriate in relation thereto, including but not limited to make any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions of the Lease Agreement (Golden Eagle World) as they may think fit.
13. **THAT** the proposed annual caps for the Lease Agreement (Golden Eagle World) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.
14. **THAT** the entering into of the Cooperation Agreement on Property Lease (Offices) (as defined and described in the circular of the Company dated 20 April 2018) and the transactions contemplated thereunder be and are hereby approved and ratified and the Directors (or a duly authorized committee thereof) be and are hereby authorized to take all such steps to implement the same and to execute all documents or deeds as they may

consider necessary or appropriate in relation thereto, including but not limited to make any changes, modifications, amendments, waivers, variations or extensions of such terms and conditions of the Cooperation Agreement on Property Lease (Offices) as they may think fit.

15. **THAT** the proposed annual caps for the Cooperation Agreement on Property Lease (Offices) (as defined and described in the circular of the Company dated 20 April 2018) for each of the three years ending 31 December 2020 be and are hereby approved and ratified.

By Order of the Board  
**Golden Eagle Retail Group Limited**  
**Tai Ping, Patricia**  
*Company Secretary*

Hong Kong, 20 April 2018

*Notes:*

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 24 hours before the date appointed for the holding of the EGM or any adjournment thereof.
3. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s). For this purpose, seniority will be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the share.

*As at the date of this announcement, the Board comprises 2 executive Directors, namely Mr. Wang Hung, Roger and Ms. Wang Janice S. Y. and 3 independent non-executive Directors, namely Mr. Wong Chi Keung, Mr. Lay Danny J and Mr. Wang Sung Yun, Eddie.*