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**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
 AND THE SEPCIAL GENERAL MEETING HELD ON 14 NOVEMBER 2012,  
 ADOPTION OF EXECUTIVE SHARE OPTION SCHEME 2012  
 AND  
 RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Poll Results of the Annual General Meeting**

The board of directors (the "Board") of Guoco Group Limited (the "Company") is pleased to announce that at the annual general meeting ("AGM") of the Company held on 14 November 2012, all the proposed resolutions as set out in the notice of the AGM dated 3 October 2012 were duly passed by the shareholders of the Company by way of poll. The relevant poll results in respect of all the resolutions are as follows:-

Ordinary resolutions proposed at the AGM		No. of Votes (approximate %)	
		For	Against
1.	To declare a final dividend of HK\$1.70 per share.	291,545,277 (100%)	0 (0%)
2.	To approve Directors' fees for the year ended 30 June 2012.	289,808,889 (99.45%)	1,613,288 (0.55%)
3.	To re-elect Mr Quek Leng Chan as a Director.	289,675,499 (99.36%)	1,869,778 (0.64%)
4.	To re-elect Mr Volker Stoeckel as a Director.	291,394,277 (99.95%)	151,000 (0.05%)
5.	To appoint Messrs KPMG as Auditors and to authorise the Board of Directors to fix their remuneration.	291,248,646 (99.90%)	296,631 (0.10%)
6.	To grant a general mandate to the Directors to repurchase shares of the Company.	291,545,277 (100%)	0 (0%)
7.	To grant a general mandate to the Directors to allot and issue shares of the Company.	243,063,948 (83.37%)	48,481,329 (16.63%)
8.	To extend the general mandate granted to the Directors to allot and issue shares by adding to it the amount of shares repurchased by the Company.	243,024,515 (83.36%)	48,520,762 (16.64%)

## Poll Results of the Special General Meeting and Adoption of Executive Share Option Scheme 2012

The Board is also pleased to announce that at the special general meeting (“SGM”) of the Company held on 14 November 2012, the proposed resolution to approve the Company’s Executive Share Option Scheme 2012 as set out in the notice of the SGM dated 26 October 2012 was duly passed by the shareholders of the Company by way of poll. The relevant poll results in respect of the resolution are as follows:-

Ordinary resolution proposed at the SGM	No. of Votes (approximate %)	
	For	Against
To approve the Executive Share Option Scheme 2012 of the Company	244,600,354 (83.95%)	46,756,903 (16.05%)

Notes:

1. As at the date of the AGM and SGM, the total number of shares in issue, which represented the total number of shares entitling the holders to attend and vote in respect of the above resolutions at the AGM and SGM, was 329,051,373.
2. There were no restrictions on any shareholders to cast votes on any of the above resolutions.
3. Computershare Hong Kong Investor Services Limited, the Company’s Branch Share Registrar, acted as the scrutineer for the vote-taking at the AGM and SGM.

### Retirement of Independent Non-executive Director

At the AGM, Mr. Sat Pal Khattar (“Mr. Khattar”) who decided not to seek for re-election as he has reached retirement age, retired as independent non-executive director (“INED”) and ceased to be the Chairman of the Board Audit Committee (“BAC”) of the Company after the conclusion of the AGM.

Mr. Khattar confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the shareholders of the Company.

The Board would like to express its sincere gratitude to Mr. Khattar for his valuable contributions to the Company over the past years.

Mr. Roderic N. A. Sage, an INED of the Company, has been re-designated as the Chairman of the BAC with effect from the conclusion of the AGM.

Following the retirement of Mr. Khattar as an INED of the Company, the respective number of INED of the Company and members of the BAC falls to two, which is below the minimum number of three required under Rules 3.10(1) and 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. The Board shall appoint an appropriate candidate as INED of the Company as well as BAC member to meet the aforesaid requirements as soon as practicable and in any event within 3 months. Further announcement will be made by the Company as appropriate.

*As at the date of this announcement, the Board comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President, CEO; Mr. Tan Lim Heng as executive director; Mr. Kwek Leng San as non-executive director; Mr. Volker Stoeckel and Mr. Roderic N. A. Sage as independent non-executive directors.*

By Order of the Board  
**Stella Lo Sze Man**  
Company Secretary

Hong Kong, 14 November 2012