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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Guoco Group Limited (“the Company”) will be held at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong on Monday, 21 November 2016 at 12:00 noon for the following purposes:

As Ordinary Business:

1. To lay before the meeting the audited Statement of Accounts together with the Reports of the Directors and Auditor thereon for the year ended 30 June 2016.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2016. (Resolution 2)
4. A. To re-elect Mr. Kwek Leng Hai as a Director. (Resolution 3a)
B. To re-elect Mr. Tan Lim Heng as a Director. (Resolution 3b)
C. To re-elect Mr. Roderic N. A. Sage as a Director. (Resolution 3c)
D. To re-elect Mr. Tang Hong Cheong as a Director. (Resolution 3d)
5. To appoint Auditor and to authorise the Board of Directors to fix their remuneration. (Resolution 4)

As Special Business:

6. To consider and, if thought fit, pass with or without amendments the following as ordinary resolutions:

ORDINARY RESOLUTIONS

- A. **“THAT:** (Resolution 5)
 - (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws and the Bye-Laws of the Company, be and is hereby generally and unconditionally approved;
 - (b) the total number of shares of the Company to be repurchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the number of issued shares of the Company on the date of passing this resolution and the said approval shall be limited accordingly; and

(c) for the purposes 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 or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

B. “THAT:

(Resolution 6)

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to:
 - (i) a Rights Issue;
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
 - (iii) the exercise of any option under the Company’s share option schemes; 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 of the Company in accordance with the Bye-Laws of the Company,

shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and this approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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 or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company 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).”

- C. **“THAT** conditional upon the passing of resolution nos. 5 and 6 of the notice convening this meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to resolution no. 6 be and is hereby extended by the addition thereto of the total number of shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such shall not exceed 10% of the total number of issued shares of the Company at the date of the passing of this resolution.” (Resolution 7)
7. To consider and, if thought fit, pass with or without amendments the following as a special resolution: (Resolution 8)

SPECIAL RESOLUTION

“THAT the existing Bye-Laws of the Company be and are hereby amended in the following manner:

- (a) by deleting the definition “associate(s)” from Bye-Law 1(A);
- (b) by adding the words “Part 1 of Schedule 1 to” immediately before the words “the Securities and Futures Ordinance” in the second line of the definition “Clearing House” in Bye-Law 1(A) and by adding “(as may from time to time be amended)” immediately after the words “(Chapter 571 of the laws of Hong Kong)” in the second line and third line of the definition “Clearing House” in Bye-Law 1(A);
- (c) by adding the following definition after the definition “Clearing House” in Bye-Law 1(A):

““close associate(s)” in relation to any Director, shall have the meaning ascribed to it in the Listing Rules as may be amended from time to time;”;
- (d) by adding “or such other name by which it shall be known from time to time” immediately after the word “Limited” in the second line of the definition “Hong Kong Stock Exchange” in Bye-Law 1(A);

- (e) by deleting the word “and” at the end of the definition “Transfer Office” in Bye-Law 1(A);
- (f) by adding the following definitions after the definition “Transfer Office” in Bye-Law 1(A):

““Treasury Shares” shall mean a share of the Company that was or is treated as having been acquired in accordance with section 42B of the Companies Act and has not been cancelled but has been held continuously by the Company since it was so acquired;”;

““US\$” shall mean United States dollars, the lawful currency of the United States of America;”;
- (g) by deleting the full stop at the end of the definition “writing” or “printing” in Bye-Law 1(A) and replacing it with “; and”;
- (h) by adding the following definition after the definition “writing” or “printing” in Bye-Law 1(A):

““Year” shall mean a calendar year.”;
- (i) by deleting the word “solution” and substituting therefor with the word “Resolution” at the beginning of the second line of Bye-Law 2;
- (j) by adding the words “provided that (1) in the case of preference shares being issued, adequate voting rights shall, in appropriate circumstances, be secured to the holders of such preferences shares; and (2) where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the equity capital includes shares with different voting rights, the designation of each class of shares, other than the most favourable voting rights, must include the words “restricted voting” or “limited voting”” before the full stop at the end of the last line of Bye-Law 3(A);
- (k) by replacing all references to “USD” in Bye-Law 6(A) with “US\$”;
- (l) by adding the words “, regardless of whether such repurchased or acquired shares are to be cancelled or to be held as Treasury Shares,” immediately after the words “(including redeemable shares)” in the third line of Bye-Law 6(B); and by adding the words “and, where applicable, to the rules of any relevant stock exchange” immediately after the words “subject to such conditions as it thinks fit” in the fourth line and fifth line of Bye-Law 6(B);
- (m) by adding the words “or such other rate to be determined by a resolution of the Directors from time to time” immediately after the word “issued” in the seventh line of Bye-Law 12;
- (n) by deleting the words “such sum as such stock exchange may from time to time permit” and substituting therefor with the words “the maximum fee or fees prescribed by such stock exchange from time to time in the Listing Rules” in the thirteenth line of Bye-Law 15;

- (o) by adding the words “subsequently declared” immediately after the words “to receive any dividend” in the seventh line of Bye-Law 35;
- (p) by deleting the words “Bye-Laws 187 and 188 specifically provide for restrictions in the transfer of shares to a controller as therein defined.” immediately after the words “from any restriction or lien.” in the tenth line of Bye-Law 39;
- (q) by deleting the words “such sum as the Hong Kong Stock Exchange may from time to time permit” and substituting therefor with the words “the maximum fee or fees prescribed by Hong Kong Stock Exchange from time to time in the Listing Rules” in the second line and third line of Bye-Law 40(i);
- (r) by adding the words “may be” immediately after the words “suspended and the register” in the first line of Bye-Law 44; and by deleting the words “on giving notice by advertisement in an appointed newspaper and in the Newspapers” immediately before the words “at such times” in the third line of Bye-Law 44;
- (s) by adding the word “applicable” immediately before the words “rules of the stock exchange” in the third line of the first paragraph of Bye-Law 70;
- (t) by deleting the words “; or” at the end of Bye-Law 70(iv) and substituting therefor with “.”;
- (u) by deleting Bye-Law 70(v) in its entirety;
- (v) by adding the word “applicable” immediately before the words “rules of the stock exchange” in the second line of the second paragraph of Bye-Law 70; and by adding the words “or not carried by a particular majority,” immediately before the words “or lost” in the fifth line of the second paragraph of Bye-Law 70; and by deleting the words “book containing the minutes of the proceedings” and substituting therefor with the words “minute book” immediately before the words “of the Company” in the sixth line of the second paragraph of Bye-Law 70; and by replacing the word “fact” with “facts” in the seventh line of the second paragraph of Bye-Law 70; and by adding the word “of” immediately after the words “in favour” in the eighth line of the second paragraph of Bye-Law 70;
- (w) by replacing all references to “Bye-law” in Bye-Law 87 with “Bye-Law”;
- (x) by adding the words “or persons” immediately after the words “authorise such person” in the third line of Bye-Law 87(A); and by adding the words “or representatives, as the case may be,” immediately after the words “corporate representative” in the third line and fourth line of Bye-Law 87(A); and by deleting the word “the” and substituting therefor with the word “each” immediately before the words “person so authorised” in the fifth line of Bye-Law 87(A); and by adding the words “, provided that, if more than one person is authorised, the authority shall specify the number and class of shares held by the relevant shareholder in respect of which each such person is authorised to act as such representative” immediately after the words “individual shareholder of the Company” in the eighth line of Bye-Law 87(A); and by deleting the words “corporate representative” and

substituting therefor with the words “corporate representative(s)” immediately after the words “duly authorised” in the eleventh line of Bye-Law 87(A);

- (y) by replacing all references to “associate”, “associate(s)” and “associates” in Bye-Law 98 with the terms “close associate”, “close associate(s)” and “close associates”, respectively;
- (z) by deleting the word “an” and substituting therefor with the word “a” in the first line of Bye-Law 98(G);
- (aa) by deleting the word “A” and substituting therefor with the words “Subject to the Listing Rules and save as otherwise provided by these Bye-Laws, a” at the beginning of the first line of Bye-Law 98(H); and by adding the words “any of” immediately after the words “which he or” in the third line of Bye-Law 98(H); and by deleting the words “is/are to his/their knowledge materially interested” and substituting therefor with the words “has a material interest” in the third line and fourth line of Bye-Law 98(H);
- (bb) by adding the words “or that of his close associate(s)” immediately after the words “which his interest” in the ninth line of Bye-Law 98(I);
- (cc) by adding the words “The retirement of Directors under this Bye-Law shall not have effect until the conclusion of the general meeting and a retiring Director who is re-elected at the same general meeting shall be deemed to have continued in office without a break.” after the full stop at the end of the last line of Bye-Law 99;
- (dd) by deleting the word “The” and substituting therefor with the words “Subject to Bermuda law and the Listing Rules, the” at the beginning of the first line of Bye-Law 104;
- (ee) by adding the word “Chairman,” immediately before the words “President and Managing Director” in the third line of Bye-Law 113;
- (ff) by deleting the word “shall” and substituting therefor with the words “may, from time to time,” in the first line of Bye-Law 119; by adding the words “if appropriate,” immediately after the words “elect from its body a Chairman and” in the first line of Bye-Law 119; and by deleting the words “whose re-election will only be required when the Directors holding such office(s) retire in the annual general meeting, resign or are removed” immediately after the words “a Deputy Chairman” in the first line of Bye-Law 119; and by adding the word “also” immediately after the words “and the Board may” in the third line and fourth line of Bye-Law 119;
- (gg) by deleting the words “a majority” and substituting therefor with the word “all” in the first line of Bye-Law 129;
- (hh) by deleting the word “autographically” in the second line of Bye-Law 134(B); by deleting the words “some other person” and substituting therefor with the words “by any person or persons” in the third line of Bye-Law 134(B); and by adding the words “or may be printed thereon” immediately after the word “autographic” in the eighth line of Bye-Law 134(B);

- (ii) by deleting the words “the Board may by resolution determine that the signature of any Director, Officer or other person shall be dispensed with or affixed by some method or system of mechanical signature” and substituting therefor with the words “no signature of any Director, officer or other person and no mechanical reproduction thereof shall be required on any such certificates or other document and any such certificates or other document to which such Securities Seal is affixed shall be valid and deemed to have been sealed and executed with the authority of the Board notwithstanding the absence of any such signature or mechanical reproduction as aforesaid. The Board may by resolution determine that the affixation of Securities Seal on certificates for shares or other securities issued by the Company be dispensed with or be affixed by printing the image of the Securities Seal on such certificates” in the third line, fourth line and fifth line of Bye-Law 134(C);
- (jj) by deleting the words “by advertisement in the Relevant Territory and in such other territory or territories as the Board may determine and” immediately after the words “shall be given” in the first line of Bye-Law 144;
- (kk) by deleting the words “the Company at its annual general meeting” and substituting therefor with the words “the shareholders at the annual general meeting” in the second line of Bye-Law 162(A);
- (ll) by deleting the words “the Company at its annual general meeting” and substituting therefor with the words “the shareholders at the annual general meeting” in the fifth line of Bye-Law 162(B);
- (mm) by deleting the word “Company” and substituting therefor with the word “shareholders” in the seventh line of Bye-Law 164;
- (nn) by adding the words “or document” immediately after the words “any notice” in the first line of Bye-Law 167(A)(i);
- (oo) by adding the words “(other than a share certificate)” immediately after the words “shareholder concerned or” in the seventh line of Bye-Law 167(A)(ii); and by deleting the words “, in such manner as he may from time to time authorise,” immediately after the words “the shareholder concerned” in the second last line of Bye-Law 167(A)(ii); and by adding the words “(“notice of availability”)” immediately after the words “it has been so published” in the last line of Bye-Law 167(A)(ii);
- (pp) by deleting the words “Any notice or other document published by way of advertisement of on a computer network shall be deemed to have been served or delivered on the day it was so published” and substituting therefor with the words “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” in the last three lines of Bye-Law 169;

- (qq) by deleting Bye-Law 185 in its entirety and substituting therefor with the words “Subject to the Listing Rules, any resolution declaring a dividend or other distribution on shares of any class, whether a resolution of the Company in general meeting or a resolution of the Board, may specify that the same shall be payable or made to the persons registered as the holder of such shares at the close of business on a particular date or at a particular time on a particular date, and thereupon the dividend or other distribution shall be payable or made to them in accordance with their respective holdings so registered, but without prejudice to the rights inter se in respect of such dividend or other distribution between the transferors and transferees of any such shares. The provisions of this Bye-Law shall mutatis mutandis apply to determining the shareholders entitled to receive notice and vote at any general meeting of the Company, bonuses, capitalisation issues, distributions of realised and unrealised capital profits or other distributable reserves or accounts of the Company and offers or grants made by the Company to the shareholders.”;
- (rr) by deleting the subheading “TRANSFER OF SHARES OF CONTROLLERS” immediately after Bye-Law 186;
- (ss) by deleting Bye-Law 187 in its entirety; and
- (tt) by deleting Bye-Law 188 in its entirety.”

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 14 October 2016

Principal Place of Business
50th Floor, The Center
99 Queen’s Road Central
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company.
2. In order to be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited at the principal place of business of the Company at 50th Floor, The Center, 99 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting thereof), as the case may be. Completion and return of the proxy form will not preclude the shareholders from attending and voting at the meeting (or any adjourned meeting thereof) if shareholders so wish.
3. The Register of Members of the Company will be closed from Thursday, 17 November 2016 to Monday, 21 November 2016 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the Annual General Meeting of the Company, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 16 November 2016.

4. In addition, the Register of Members of the Company will also be closed on Tuesday, 29 November 2016, on such date no transfer of shares will be registered. In order to qualify for the proposed final dividends, subject to approval at the Annual General Meeting of the Company, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 28 November 2016.

As at the date of this announcement, the Board comprises Mr. Kwek Leng Hai as Executive Chairman; Mr. Tang Hong Cheong as President & CEO; Mr. Kwek Leng San and Mr. Tan Lim Heng as Non-executive Directors and Mr. Volker Stoeckel, Mr. Roderic N. A. Sage and Mr. David Michael Norman as Independent Non-executive Directors.