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**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION
COMMERCIAL COURT
2018 No. 283
IN THE MATTER OF
GUOCO GROUP LIMITED
AND
IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981**

NOTICE OF COURT MEETING

NOTICE IS HEREBY GIVEN that, by an order (the “**Order**”) dated 28 September 2018 made in the above matter, the Supreme Court of Bermuda (the “**Court**”) has directed a meeting (the “**Court Meeting**”) of the Scheme Shareholders (as defined in the Scheme mentioned below) to be convened and held at The Dragon Room 1 & 2, The Hong Kong Bankers Club, 43rd Floor, Gloucester Tower, The Landmark, 11 Pedder Street, Central, Hong Kong on Thursday, 1 November 2018 at 10:00 a.m. (Hong Kong time) for the purpose of considering and, if thought fit, approving (with or without modification(s)) a scheme of arrangement proposed to be made between Guoco Group Limited (the “**Company**”) and the Scheme Shareholders (the “**Scheme**”). All Scheme Shareholders are invited to attend.

A copy of the Scheme and a copy of the explanatory statement explaining the Scheme pursuant to section 100 of the Companies Act 1981 of Bermuda are incorporated in the composite scheme document (the “**Scheme Document**”) of which this notice forms part. A copy of the Scheme Document can also be obtained by the Scheme Shareholders from the Company’s Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited (the “**Share Registrar**”), at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (tel. +852 2862 8555).

The Scheme Shareholders may vote in person at the Court Meeting or they may appoint another person, whether or not a member of the Company, as their proxy to attend and vote in their stead. A **pink** form of proxy for use at the Court Meeting is enclosed with the Scheme Document.

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) and, for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding. In the case of a Scheme Shareholder who is a corporation, it may by resolution of its directors or other governing body or by power of attorney authorise such person as it thinks fit to act as its corporate representative, as the case may be, at the Court Meeting and each person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual registered shareholder of the Company.

If more than one **pink** form of proxy for the Court Meeting is submitted by a Scheme Shareholder and the voting instructions require the proxies to vote both FOR and AGAINST the Scheme, such **pink** forms of proxy will not be accepted. If more than one **pink** form of proxy for the Court Meeting is submitted by a Scheme Shareholder and the voting instructions require the proxies to vote either FOR or AGAINST the Scheme but not both FOR and AGAINST the Scheme, the Chairman (as defined below) shall have absolute discretion as to whether or not to accept such **pink** forms of proxy.

Please lodge the **pink** forms appointing proxies to the office of the Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 10:00 a.m. (Hong Kong time) on Tuesday, 30 October 2018. Alternatively, the forms of proxy may be handed to the chairman of the Court Meeting (the "**Chairman**") at the Court Meeting before the taking of the poll. Pursuant to the Order, the Chairman has absolute discretion whether or not to accept all forms of proxy.

Completion and return of a form of proxy will not preclude a Scheme Shareholder from attending and voting at the Court Meeting or any adjournment thereof in person but, in that event, such form of proxy will be revoked by operation of law.

By the Order, the Court has appointed Mr. Kwek Leng Hai or, failing him, Mr. Tang Hong Cheong, or failing him any other director of the Company to act as Chairman and has directed the Chairman to report the results of the Court Meeting to the Court.

The Scheme will be subject to the subsequent sanction of the Court.

Dated: 10 October 2018

By order of the Court

Conyers Dill & Pearman Limited,
Clarendon House,
2 Church Street,
Hamilton HM11,
Bermuda

Attorneys for the Company

As at the date of this notice, the board of directors of the Company comprises the following directors: Executive chairman: Mr. Kwek Leng Hai; President & CEO: Mr. Tang Hong Cheong; Non-executive directors: Mr. Kwek Leng San and Mr. Tan Lim Heng; Independent non-executive directors: Mr. Volker Stoeckel, Mr. Roderic N. A. Sage and Mr. David Michael Norman.