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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Guoco Group Limited (the “**Company**”) will be 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 10:30 a.m. (Hong Kong time) (or immediately after the conclusion or adjournment of the Court Meeting (as defined in the composite scheme document of which this notice forms part)) for the purpose of considering and, if thought fit, approving the special resolution and ordinary resolution set out below:

SPECIAL RESOLUTION

1. “**THAT:**

- (a) for the purposes of giving effect to the scheme of arrangement dated 10 October 2018, in the form of the print contained in the composite scheme document (the “**Scheme Document**”) which has been produced to this meeting and initialled or signed by the chairman of the meeting (for the purpose of identification only), between the Company and the Scheme Shareholders (as defined in the Scheme) (with or without modification(s)) (the “**Scheme**”) on the Effective Date (as defined in the Scheme) the Scheme Shares (as defined in the Scheme) shall be cancelled and the Scheme Shareholders shall cease to have any rights with respect to the Scheme Shares except the right to receive the Scheme Consideration and the Distribution (both as defined in the Scheme); and
- (b) any one of the directors of the Company be and is hereby authorised to do all acts and things considered to be necessary or desirable in connection with the completion of the Scheme.”

ORDINARY RESOLUTION

2. “**THAT:**

- (a) subject to and simultaneously with the cancellation of the Scheme Shares on the Effective Date, the Company shall apply the reserve created by the cancellation of the Scheme Shares to restore the issued share capital of the Company by the allotment and issue of an equal number of Shares (as defined in the Scheme), credited as fully paid, to GuoLine Overseas Limited;

- (b) subject to the Scheme being approved and becoming effective, the Distribution on the terms as contained in the Scheme Document be and is hereby approved; and
- (c) any one of the directors of the Company be and is hereby authorised to do all acts and things considered to be necessary or desirable to allot and issue the new Shares and to effect the Distribution referred to in 2(a) and 2(b) above.”

All registered Shareholders are invited to attend.

By Order of the Board
GUOCO GROUP LIMITED
Ms. Stella Lo Sze Man
Company Secretary

Hong Kong, 10 October 2018

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.

Notes:

1. A registered shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint one or more proxies to attend and vote in his, her or its stead. A proxy need not be a registered shareholder of the Company, but must attend the SGM in person to represent him or her.
2. A **white** form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are urged to complete and return the **white** form of proxy in accordance with the instructions printed on it.
3. To be valid, the **white** form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be lodged at the office of 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, not later 10:30 a.m. (Hong Kong time) on Tuesday, 30 October 2018 (being 48 hours before the time appointed for holding the SGM or any adjournment thereof). Completion and return of the **white** form of proxy will not preclude a registered shareholder of the Company from attending and voting in person at the SGM or any adjournment thereof but in that event the form of proxy will be revoked by operation of law.
4. A registered shareholder of the Company which is a corporation may by resolution of its directors or other governing body or by power of attorney authorise such person or persons as it thinks fit to act as its corporate representative or representatives, as the case may be, at the SGM 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, provided that if more than one person is authorised, the authority must specify the number and class of shares held by the relevant registered shareholder of the Company in respect of which each such person is authorised to act as such representative.

5. In the case of joint registered holders of a share, any one of such persons may vote at the SGM, either personally or by proxy, as if he, she or it were solely entitled thereto. However, if more than one of such joint holders is present at the SGM personally or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share(s) will alone be entitled to vote in respect thereof.
6. At the SGM, the chairman of the SGM will exercise his power under bye-law 70 of the bye-laws of the Company to put the resolutions to the vote by way of a poll.
7. The register of members of the Company will be closed from Saturday, 27 October 2018 to Thursday, 1 November 2018 (both dates inclusive) during which period no transfer of shares of the Company will be registered. In order to be entitled to attend and vote at the SGM, all duly completed share transfer forms accompanied by the relevant share certificates must be lodged at the office of the Share Registrar at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Friday, 26 October 2018.