



Guoco Group Limited

國浩集團有限公司

(Incorporated in Bermuda with limited liability)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Guoco Group Limited (“the Company”) will be held at Room 1505, 15th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 22 November 2002 at 11:30 a.m. for the following purposes:—

As ordinary business:—

1. To receive and consider the audited Statement of Accounts together with the Reports of the Directors and Auditors thereon for the year ended 30 June 2002.
2. To declare a final dividend.
3. To fix the fees of the Directors for the year ended 30 June 2002 and to re-elect retiring Directors.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

As special business to consider and, if thought fit, pass with or without amendments, the following resolutions:—

5. Special Resolution

“THAT the existing Bye-Laws of the Company be and are hereby amended as follows:

- (A) By adding the following new definitions and references, within appropriate alphabetic order, to Bye-Law 1(A):

““address” shall have the ordinary meaning given to it and shall include any facsimile number, electronic number or address or website used for the purposes of any communication pursuant to these Bye-Laws;”

““electronic” shall mean relating to technology having electrical, digital, magnetic, wireless, optical electromagnetic or similar capabilities and such other meanings as given to it in the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;”

““President” shall mean a Director who serves in the office of a president of the Company from time to time;”

- (B) By deleting the existing definition of “Statutes” in Bye-Law 1(A) and substituting therefor the following new definition:

““Statutes” shall mean the Companies Act and any other act (as amended from time to time) for the time being in force of the Legislature of Bermuda applying to or affecting the Company, the Memorandum of Association and/or these presents and shall include the Electronic Transactions Act 1999 of Bermuda as may be amended from time to time;”

- (C) By amending Bye-Law 96(A) so as to add the word “President,” before the phrase “Managing Director” in the second line.

- (D) By amending Bye-Law 99 so as to add the word “, President” before the phrase “or Managing Director” where it appears.

- (E) By deleting Bye-Law 100 in its entirety.

- (F) By renumbering Bye-Laws 101, 102(A) and 102(B) as Bye-Laws 100, 101 and 102, respectively.

- (G) By amending Bye-Law 111 so as to add the word “President,” before “Managing Director” in the second line.

- (H) By amending Bye-Law 113 so as to add the words “(save and except the President and Managing Director who shall be subject to resignation and removal only)” before the words “, and he shall ipso facto”.

- (I) By amending Bye-Law 114 so as to add the word “President,” before the phrase “Managing Director” in the first line.

- (J) By amending Bye-Law 119 so as to delete the first sentence and replacing it with the following sentence: “The Board shall elect from its body a Chairman and a Deputy Chairman whose re-election will only be required when the Directors holding such office(s) retire in the annual general meeting, resign or are removed and the Board may from time to time elect or otherwise appoint other officers.”

- (K) By amending Bye-Law 129 so as to delete the words “all the Directors” and to substitute for same with the phrase “a majority of the Directors” in the first line.

- (L) By amending Bye-Law 162(B) through deletion of the word “printed” in the fifth line, by adding the phrase “, or alternatively summary financial statements (provided that prior consent has been obtained from the shareholder) in such form and such manner and to the extent permitted by the Statutes and other relevant legislation, regulations, the Listing Rules and any rules prescribed by the stock exchange in the Relevant Territory” after the phrase “a copy of the Auditors’ report” where it appears, and by adding the phrase “or by electronic means to the email address supplied for the purpose by such person” before the phrase “under the provisions of the Companies Act” where it appears.

- (M) By adding the following new Bye-Law 162(C):

“162. (C) For the purposes of this Bye-Law, where a shareholder of the Company, in accordance with the Statutes and any rules prescribed by the stock exchange in the Relevant Territory from time to time, has consented to treat the publication of those documents to be sent to shareholders of the Company in paragraph (B) above on the Company’s computer network as discharging the Company’s obligations under the Companies Act to send a copy of those documents, then subject to compliance with the publication and notification requirements of the Statutes and any rules prescribed by the stock exchange in the Relevant Territory from time to time, publication by the Company on the Company’s website of those documents at least 21 days before the date of the annual general meeting shall, in relation to each such shareholder of the Company, be deemed to discharge the Company’s obligations under paragraph (B) above.”

- (N) By deleting the existing Bye-Law 167 and substituting therefor the following new Bye-Laws 167(A) and 167(B):

“167. (A)(i) Except where otherwise expressly stated, any notice to be given to or by any person pursuant to these Bye-Laws shall be in writing or, to the extent permitted by the Statutes and any applicable rules prescribed by the stock exchange in the Relevant Territory from time to time and subject to this Bye-Law, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing.

(ii) A notice of document (including a share certificate) may be served on or delivered to any shareholder of the Company either personally or by sending it through the post in a prepaid envelope or wrapper addressed to such shareholder at his registered address as appearing in the register or by leaving it at that address addressed to the shareholder or by any other means authorised in writing by the shareholder concerned or by publishing it by way of advertisement in the Newspapers. In the case of joint holders of a share, all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders. Without limiting the generality of the foregoing but subject to the Statutes and any rules prescribed by the stock exchange in the Relevant Territory from time to time, a notice or document may be served or delivered by the Company to any shareholder by electronic means to such address as may from time to time be authorised by the shareholder concerned or by publishing it on a computer network and notifying the shareholder concerned, in such manner as he may from time to time authorise, that it has been so published.

(iii) Any such notice or document may be served or delivered by the Company by reference to the register as it stands at any time not more than fifteen days before the date of service or delivery. No change in the register after that time shall invalidate that service or delivery. Where any notice or document is served or delivered to any person in respect of a share in accordance with these Bye-Laws, no person deriving any title or interest in that share shall be entitled to any further service or delivery of that notice or document.

167. (B)(i) Any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Company’s head office or Registered Office.

(ii) The Directors may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they deem fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Directors.”

- (O) By amending Bye-Law 168 so as to delete the first sentence of the existing Bye-Law 168 and substituting therefor with the following sentence:

“Any shareholder whose address on the register is outside the Relevant Territory may notify the Company in writing of a mailing address in the Relevant Territory and/or an email address which shall be deemed to be his address for the purpose of service of notice, notwithstanding that only the mailing address as aforesaid shall be treated as the registered address of the shareholder.”

- (P) By deleting the existing Bye-Law 169 and substituting therefor the following new Bye-Law 169:

“169. Any notice or other document, if sent by mail, postage prepaid, shall be deemed to have been served or delivered on the day following that on which the letter, envelope, or wrapper containing the same is put into the post. In proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly addressed and put into the post as prepaid mail. Any notice or document not sent by post but deposited by the Company at a registered address shall be deemed to have been served or delivered on the day that it was so deposited. Any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company. Any notice or document served or delivered by the Company by any other means authorised in writing by the shareholder concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose. Any notice or other document published by way of advertisement or on a computer network shall be deemed to have been served or delivered on the day it was so published.”

- (Q) By amending Bye-Law 170 so as to add “or by electronic means” before the phrase “addressed to him by name” where it appears.

- (R) By amending Bye-Law 172 so as to add “or by electronic means to the email address of,” before the phrase “any shareholder in pursuance of these presents” where it appears.”

6. Ordinary Resolutions

A. “THAT:

(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 aggregate nominal amount of shares of the Company to be purchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of 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:

(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 aggregate nominal amount of share capital 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 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of 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 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.

“Rights Issue” means an offer of shares open for a period fixed by the Directors 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 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. 6A and 6B 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 shares pursuant to resolution no. 6B be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6A, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.”

By Order of the Board
Stella S.M. Lo
Company Secretary

Hong Kong, 17 October 2002

Notes:

1. A shareholder entitled to attend and vote at the above Meeting may appoint one or more proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. In order to be valid, the form of proxy and the power of attorney (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited at the Company’s principal office at 50th Floor, The Center, 99 Queen’s Road Central, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjournment thereof.
3. The Register of Members of the Company will be closed from 18 November 2002 to 22 November 2002, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrars in Hong Kong, Central Registration Hong Kong Limited at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:00 p.m. on 15 November 2002.
4. With respect to resolution no. 5, approval is sought from the shareholders to amend the Bye-Laws of the Company.
5. With respect to resolution no. 6A, approval is being sought from the shareholders for a general mandate to repurchase shares to be given to the Directors.
6. With respect to resolution no. 6B, approval is being sought from the shareholders for a general mandate to issue shares to be given to the Directors.
7. With respect to resolution no. 6C, approval is being sought from the shareholders for an extension of the general mandate granted to the Directors to allot shares by adding to it the number of shares purchased under the authority granted pursuant to resolution no. 6A.
8. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the Hong Kong Code on Share Repurchases, an explanatory statement containing further details regarding resolution nos. 6A and 6C is set out in Appendix I of the circular to shareholders of the Company dated 30 October 2002.