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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Guoco Group Limited, you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information about certain resolutions to be proposed at the forthcoming Annual General Meeting of Guoco Group Limited. The directors of Guoco Group Limited collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**國浩集團有限公司**  
**Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00053)**

**ANNUAL GENERAL MEETING**  
**GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES**  
**AND**  
**RE-ELECTION OF DIRECTORS**

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A letter from the Board is set out on pages 2 to 4 of this circular. A notice convening the annual general meeting of Guoco Group Limited to be held at Room 1505, 15th Floor, The Center, 99 Queen's Road Central, Hong Kong on Tuesday, 18 October 2005 is set out on pages 11 to 14 of this circular. Whether or not you intend to attend the meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting thereof as the case may be. Completion and delivery of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

23 September 2005

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held on 18 October 2005 at 9:30 a.m.
“Board”	the board of directors of the Company
“Bye-Laws”	the existing Bye-Laws of the Company
“Companies Act”	Companies Act 1981 of Bermuda (as amended)
“Director(s)”	director(s) of Guoco
“Group”	Guoco and its subsidiaries
“Guoco” or “Company”	Guoco Group Limited, an exempted company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Latest Practicable Date”	16 September 2005, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	share(s) of par value US\$0.50 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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# 國浩集團有限公司 Guoco Group Limited

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00053)**

*Directors:*

Quek Leng Chan (*Executive Chairman*)

Kwek Leng Hai (*President, CEO*)

Sat Pal Khattar\*\*

Kwek Leng San\*

Tan Lim Heng

James Eng, Jr.

Harry Richard Wilkinson\*\*

Volker Stoeckel\*\*

\* *Non-executive Directors*

\*\* *Independent Non-executive Directors*

*Registered office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Principal office:*

50th Floor, The Center  
99 Queen's Road Central  
Hong Kong

23 September 2005

*To the Shareholders*

Dear Sir or Madam,

### ANNUAL GENERAL MEETING GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES AND RE-ELECTION OF DIRECTORS

#### **Introduction**

The purpose of this circular is to provide you with information in respect of resolutions to be proposed at the Annual General Meeting for (i) the granting of general mandates to the Directors to issue and repurchase Shares and (ii) the re-election of Directors and other relevant information regarding the Annual General Meeting.

#### **General Mandates to Issue and Repurchase Securities**

At the annual general meeting of the Company held on 15 October 2004, ordinary resolutions were passed granting general mandates to the Directors, inter alia, (i) to repurchase Shares not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at 15 October 2004; and (ii) to allot, issue and deal with additional Shares not exceeding 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at 15 October 2004 and those Shares not exceeding 10 per cent. of the aggregate nominal amount of the issued share

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## LETTER FROM THE BOARD

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capital of the Company as at 15 October 2004 repurchased by the Company (collectively referred to as “Existing General Mandates”). A copy of such resolutions had been delivered to the Stock Exchange in accordance with the Listing Rules. The Company had previously sent to the Shareholders an explanatory statement regarding the Existing General Mandates in compliance with the Listing Rules.

In accordance with the provisions of the Listing Rules and the terms of the Existing General Mandates, the Existing General Mandates shall lapse if, inter alia, they are revoked or varied by an ordinary resolution of the Shareholders in general meeting or at the conclusion of the next annual general meeting of the Company, whichever is earlier.

The Existing General Mandates will lapse at the conclusion of the Annual General Meeting. Accordingly, new general mandates to issue and to repurchase securities, respectively, as set out in ordinary resolution nos. 5A, 5B and 5C of the notice of the Annual General Meeting on pages 11 to 14 of this circular, are now proposed to be granted. With reference to the proposed new general mandates, the Directors wish to state that, as at the date hereof, they have no immediate plans to repurchase any existing Shares or to issue any new securities pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase securities is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

### **Re-election of Directors**

Pursuant to Clause 99 of the Bye-Laws, Messrs Kwek Leng San and Tan Lim Heng will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election. Details of such Directors required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **Annual General Meeting**

A notice convening the Annual General Meeting is set out on pages 11 to 14 of this circular.

No shareholder is materially interested in the proposed resolutions regarding the general mandates to issue and repurchase Shares and therefore none of the Shareholders shall abstain from voting in respect of such resolutions.

Pursuant to the Bye-Laws, at any general meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded. Details of the procedures by which Shareholders may demand a poll are set out in Appendix III to this circular.

A proxy form for use at the Annual General Meeting is enclosed. Shareholders are requested to complete the proxy form and return it to the principal office of the Company at 50/F., The Center, 99 Queen’s Road Central, Hong Kong in accordance with the instructions printed on it not less than 48 hours before the time fixed for holding the meeting, whether or not they intend to be present at the meeting.

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## LETTER FROM THE BOARD

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### **Recommendation**

The Directors believe that the granting of the mandates to repurchase Shares and issue Shares and the re-election of the said Directors are in the best interests of the Company and Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions set out in the notice of the Annual General Meeting on pages 11 to 14 of this circular.

Your attention is drawn to the information set out in Appendices I to III to this circular.

Yours faithfully,  
By Order of the Board  
**Quek Leng Chan**  
*Executive Chairman*

**GENERAL MANDATE TO REPURCHASE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate (the “Repurchase Mandate”) to exercise all the powers of the Company to repurchase on the Stock Exchange the issued and fully paid Shares. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of passing the resolution.

Shareholders should note that the Repurchase Mandate covers repurchases made only during the period ending on the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by its Bye-Laws or any applicable laws and the date upon which such authority is revoked or varied.

On the Latest Practicable Date, 329,051,373 Shares were in issue and fully paid. Assuming that there are no changes (from the Latest Practicable Date to the date of the Annual General Meeting) in the Company’s issued and fully paid share capital, the maximum number of Shares that may be repurchased by the Company pursuant to the Repurchase Mandate will be 32,905,137.

**DIRECTORS AND CONNECTED PERSONS**

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquiries, any of their associates has a present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company on the Stock Exchange.

No persons who are connected persons (who are the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their associates (as defined in the Listing Rules)) have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorised to make repurchases of Shares, on the Stock Exchange.

**DIRECTORS’ UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda and in accordance with the regulations set out in the Company’s Memorandum of Association and Bye-Laws.

**EFFECT OF THE HONG KONG CODE ON TAKEOVERS AND MERGERS**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights and may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Hong Kong Code on Takeovers and Mergers (“Takeovers Code”).

Based on the Company's record as at the Latest Practicable Date, GuoLine Overseas Limited ("GOL") and parties acting in concert with it held a beneficial interest of approximately 66.41% of the issued share capital of the Company. In the event of the Directors exercising in full the powers to repurchase Shares pursuant to the Repurchase Mandate, assuming that no Share is sold by GOL or its associates, the shareholding of GOL in the Company would be increased to approximately 72.79%. The Directors are not aware of any general offer obligation which will arise under Rule 26 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

## **PUBLIC FLOAT**

The Directors do not have a present intention to exercise the Repurchase Mandate to such extent, causing the public float of the securities of the Company to fall below 25%.

## **LISTING RULES FOR REPURCHASE OF SHARES**

### **Shareholders' Approval**

The Listing Rules provide that all securities repurchased on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific resolution in relation to specific transaction.

### **Reasons for Repurchase**

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

### **Source of Funds**

Repurchases must be made from internal resources, borrowings and/or other funds legally available for the purpose in accordance with the Company's Memorandum of Association and Bye-Laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The amount of premium payable on the repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

On the basis of the consolidated financial position of the Company as at 30 June 2005 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position and gearing ratio of the Company and the number of Shares in issue, the Directors consider that there will not be a material impact on the working capital or the gearing position of the Company in the event that the proposed repurchases were to be carried



out in full at any time during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors consider that such repurchases were in the best interests of the Company.

**SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**GENERAL**

During each of the twelve months preceding, and up to, the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

<b>Month</b>	<b>Price Per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2004</b>		
September	68.75	65.50
October	68.00	64.50
November	69.25	64.75
December	77.50	69.75
<b>2005</b>		
January	78.75	73.25
February	77.25	76.25
March	79.00	74.25
April	78.25	77.00
May	79.00	76.75
June	81.00	77.75
July	81.30	79.55
August	81.05	76.80
September (up to the Latest Practicable Date)	79.25	77.70

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## APPENDIX II      DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

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As required by the Listing Rules, the following are the particulars of the two Directors proposed to be re-elected at the Annual General Meeting:

1. **Mr Kwek Leng San** (“Mr Kwek”), aged 50, has been a Non-executive Director since 1990. He graduated from University of London with a Bachelor of Science (Engineering) degree and also holds a Master of Science (Finance) degree from City University, London.

Mr Kwek is a director of Hong Leong Company (Malaysia) Berhad, the ultimate holding company of the Company. He also holds directorships in various public companies listed on Bursa Malaysia Securities Berhad (“Bursa”), namely Hong Leong Industries Berhad and Hume Industries (Malaysia) Berhad (as President & Chief Executive Officer since 1993 and 2001 respectively), Malaysian Pacific Industries Berhad (as Executive Chairman since 1999), Narra Industries Berhad (as Managing Director since 2003), Southern Steel Berhad (as Chairman since 2003) and O.Y.L. Industries Bhd (as a director since 2001). He was the Group Managing Director of Camerlin Group Berhad, a 61.55% owned subsidiary of the Company and listed on Bursa, from 2001 to 2005. Save as aforesaid, he did not hold directorships in other publicly listed companies in the last three years.

Mr Kwek is a brother of Mr Quek Leng Chan, the Executive Chairman and a controlling shareholder of the Company, and Mr Kwek Leng Hai, the President and CEO of the Company. He is also a cousin of Mr Kwek Leng Kee, a substantial shareholder of the Company. Save as aforesaid, he does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Kwek was interested in 209,120 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”). Save as aforesaid, he did not have other interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There is no service contract being executed between Mr Kwek and the Company. Mr Kwek is not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-Laws. The annual Director’s fee of Mr Kwek is subject to Shareholders’ approval at the annual general meeting of the Company. The proposed Director’s fee of Mr Kwek for the financial year ended 30 June 2005 to be approved by Shareholders at the forthcoming annual general meeting is HK\$200,000. There are no other matters that need to be brought to the attention of the Shareholders.

2. **Mr Tan Lim Heng** (“Mr Tan”), aged 57, has been an Executive Director since 1996. He holds a Bachelor of Science first class honours degree in engineering from University of Surrey and a Master of Science degree in management from Massachusetts Institute of Technology.

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## APPENDIX II      DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

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Mr Tan is the Managing Director of Dao Heng Securities Limited and Dao Heng Commodities Limited, wholly owned subsidiaries of the Company. He is also a non-executive director of Lam Soon (Hong Kong) Limited (“LSHK”, a fellow subsidiary of the Company) and Shanghai Land Holdings Limited (“SLH”). The shares of both LSHK and SLH are listed on the Main Board of the Stock Exchange. Save as aforesaid, he did not hold directorships in other publicly listed companies in the past three years.

Prior to joining the Company, Mr Tan had served in the Singapore Civil Service as a Colombo Plan Scholar 1975-1978 before coming to work in Hong Kong with a financial services company and a major U.S. bank. He had also previously worked in Geneva in 1974 with the United Nations Conference on Trade and Development. He has extensive experience in property investment, financial and investment management services.

Mr Tan does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Tan was interested in 559,230 Shares within the meaning of Part XV of the SFO. Save as aforesaid, he did not have other interests in Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

A service contract has been entered into between Mr Tan and a wholly owned subsidiary of the Company since 1990. His emolument is based on the terms of such service contract with a fixed salary and a discretionary bonus linked to the Group’s performance and his personal achievement, which will be determined by the remuneration committee of the Company. For the financial year ended 30 June 2005, he was entitled to an emolument of HK\$3,613,500. Mr Tan is not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-Laws. The annual Director’s fee of Mr Tan is subject to Shareholders’ approval at the annual general meeting of the Company. The proposed Director’s fee of Mr Tan for the financial year ended 30 June 2005 to be approved by Shareholders at the forthcoming annual general meeting is HK\$200,000. There are no other matters that need to be brought to the attention of the Shareholders.

Pursuant to Clause 70 of the Bye-Laws, at any general meeting of the Company a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (i) by the Chairman of the meeting; or
- (ii) by at least three Shareholders present in person or by a duly authorised corporate representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (iv) by any Shareholder or Shareholders present in person or by a duly authorised corporate representative or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

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## NOTICE OF ANNUAL GENERAL MEETING

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# 國浩集團有限公司 **Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00053)**

**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 Tuesday, 18 October 2005 at 9:30 a.m. for the following purposes:

1. To lay before the meeting the audited Statement of Accounts together with the Reports of the Directors and Auditors thereon for the year ended 30 June 2005.
2. To declare a final dividend.
3. To fix the fees of the Directors for the year ended 30 June 2005 and to re-elect retiring Directors.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.
5. As special business, to consider and, if thought fit, pass with or without amendment, the following 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 repurchased by 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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. 5A and 5B 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. 5B 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. 5A, 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 Lo Sze Man**  
*Company Secretary*

Hong Kong, 22 September 2005

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## NOTICE OF ANNUAL GENERAL MEETING

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*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. To be valid, the proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially 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 in person at the meeting (or any adjourned meeting thereof) if the shareholders so wish.
3. With respect to resolution no. 5A, approval is being sought from shareholders for a general mandate to repurchase shares to be given to the Directors.
4. With respect to resolution no. 5B, approval is being sought from the shareholders for a general mandate to issue shares to be given to the Directors.
5. With respect to resolution no. 5C, approval is being sought from the shareholders for an extension of the general mandate granted to the Directors to allot and issue shares by adding to it the number of shares repurchased under the authority granted pursuant to resolution no. 5A.
6. 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 no. 5A is set out in Appendix I to the circular to shareholders of the Company dated 23 September 2005.
7. The Register of Members of the Company will be closed from 13 October 2005 to 18 October 2005, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all share transfers accompanied by the requisite share certificates must be lodged with the Company's Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:00 p.m. on 12 October 2005.