



# Guoco Group Limited

## 國浩集團有限公司

(Incorporated in Bermuda with limited liability)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting of Guoco Group Limited (the “Company”) will be held at 73rd Floor, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 am on Wednesday, 14 November 2001 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the conditional cash offer (the “Offer”) by Morgan Stanley Dean Witter Asia Limited on behalf of the Company to repurchase up to 86,000,000 shares of US\$0.50 each in the share capital of the Company (“Shares”) (subject to adjustment by the board of directors of the Company (the “Board”) for increase to up to 107,000,000 Shares) held by shareholders of the Company by way of tender upon the terms and subject to the conditions set out in the circular to shareholders of the Company dated 29 October 2001 and the accompanying tender form (a copy of each of which marked “A” has been produced to the meeting and for the purpose of identification signed by the Chairman of the meeting) at between HK\$50.00 and HK\$55.00 in cash per Share be approved and the Board be authorised to do all things and execute all documents in connection with or incidental to the Offer with such amendments or modifications (if any) as the Board may consider necessary or appropriate; and
- (b) the waiver in respect of any obligation of Guoline Overseas Limited (“Guoline”) and persons acting in concert (having the meaning ascribed to that term under the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”)) with Guoline in relation to the holding of Shares to make a mandatory offer for all the Shares which may (save for the waiver) otherwise arise, as a result of the repurchase of Shares pursuant to the Offer, under Rule 26 of the Takeovers Code be approved.”

2. **“THAT,** conditional upon the passing of Ordinary Resolution No.1 as set out in the notice convening this meeting (with or without modification), Guoline Overseas Limited (“Guoline”) and persons acting in concert (having the meaning ascribed to that term under the Hong Kong Code on Takeovers and Mergers (the “Takeovers Code”)) with Guoline be authorised to acquire any additional Shares during a period of 12 months immediately following the date of completion of the Offer pursuant to Note 15 to Rule 26.1 of the Takeovers Code.”

By order of the Board  
**Guoco Group Limited**  
**Doris W. N. Wong**  
*Company Secretary*

Hong Kong, 29 October 2001

*Notes:*

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) 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 votes of the other joint holders and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- (3) A form of proxy for use at the meeting has been despatched together with the circular to shareholders of the Company dated 29 October 2001.
- (4) To be valid, the form of proxy (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority) must be delivered to the share registrar of the Company, Central Registration Hong Kong Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and delivery of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjourned meeting.
- (5) In accordance with Rule 32 of the Takeovers Code, Rule 8 of the Hong Kong Code on Share Repurchases, Note 1 of the Notes on dispensations from Rule 26 of the Takeovers Code and Note 15 to Rule 26.1 of the Takeovers Code, Guoline and its concert parties (having the meaning ascribed to the term persons “acting in concert” under the Takeovers Code) and their associates (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) will abstain from voting on Ordinary Resolutions Nos.1 and 2 as set out above and Ordinary Resolutions Nos.1 and 2 as set out above will be determined by way of a poll.

*Please also refer to the published version of this announcement in South China Morning Post and Hong Kong Economic Journal.*