



國浩集團有限公司  
**Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 00053)**

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special 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, 15 October 2004 at 10:00 a.m. (or as soon thereafter as the annual general meeting of the Company convened for the same date and place, shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:

### ORDINARY RESOLUTION NO. 1

“**THAT** the Continuing Connected Transactions (as defined in the circular to shareholders of the Company dated 28 September 2004, a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) which the Company expects to occur on a regular and continuous basis, be generally and unconditionally approved and **THAT** any one director of the Company be authorised to do all such further acts and things and execute all such further documents and take all such steps which in their opinion may be necessary, desirable or expedient to implement and/or give effect to the Continuing Connected Transactions.”

### ORDINARY RESOLUTION NO. 2

“**THAT** subject to Ordinary Resolution No. 1 being approved, the proposed amendments to the ESOS (as defined in the circular (the “Circular”) to shareholders of the Company dated 28 September 2004, a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) as set out in Appendix II to the Circular, be and is hereby approved.”

### ORDINARY RESOLUTION NO. 3

“**THAT**, subject to the approval of the shareholders of GuocoLand Limited at its Extraordinary General Meeting, the proposed amendments to the ESOS (as defined in the circular (the “Circular”) to shareholders of the Company dated 28 September 2004, a copy of which has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) as set out in Appendix I to the Circular, be and is hereby approved.”

By Order of the Board  
**Stella Lo Sze Man**  
*Company Secretary*

Hong Kong, 27 September 2004

*Principal office:*  
50th Floor, The Center  
99 Queen’s Road Central  
Hong Kong

#### *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. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, 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 appointed for the holding of the meeting or adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the shareholder so desires.

*As at the date of this announcement, the Board comprises Mr. Quek Leng Chan as Executive Chairman, Mr. Kwek Leng Hai as President, CEO, Mr. Tan Lim Heng and Mr. James Eng, Jr. as executive directors, Mr. Kwek Leng San as non-executive director and Mr. Sat Pal Khattar, Mr. Harry Richard Wilkinson and Mr. Volker Stoeckel as independent non-executive directors.*