

**GUOCO GROUP LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 53)

**OVERSEAS REGULATORY ANNOUNCEMENT**

*(This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)*

Please refer to the attached announcement on the next page.



Form Version 2.0

## General Announcement

Submitted by HLPB on 25/09/2006 17:33:33

Reference No HH-060922-53131

- Submitting Merchant Bank (if applicable) :  
Submitting Secretarial Firm Name (if applicable) :  
\* Company name : **GuocoLand (Malaysia) Berhad**  
\* Stock name : **GUOCO**  
\* Stock code : **1503**  
\* Contact person : **Ms Tanny Lim Yew Yoke**  
\* Designation : **Company Secretary**
- \* Type :  **Announcement**  **Reply to query**

\* Subject :

### **GuocoLand (Malaysia) Berhad**

**- Notices of the 82nd Annual General Meeting and Extraordinary General Meeting**

\* **Contents :-**

GuocoLand (Malaysia) Berhad ("GLM" or the "Company") wishes to inform that the Eighty-second Annual General Meeting ("AGM") of the Company will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 18 October 2006 at 2.30 p.m. in order to approve the ordinary and special businesses as set out in the notice of AGM as attached.

GLM also wishes to inform that an Extraordinary General Meeting ("EGM") of the Company will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 18 October 2006 immediately upon the conclusion of the AGM to be held at 2.30 p.m. on the same day, for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions as stated in the notice of EGM as attached.



GLM (AGM).pdf



GLM (EGM).pdf

This announcement is dated 25 September 2006.

**Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:**



## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eighty-second Annual General Meeting of GuocoLand (Malaysia) Berhad (the "Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 18 October 2006 at 2.30 p.m. in order:

1. To lay before the meeting the audited financial statements together with the reports of the Directors and Auditors thereon for the year ended 30 June 2006.
2. To declare a final dividend of 4% less tax for the year ended 30 June 2006 to be paid on 15 November 2006 to shareholders registered in the Record of Depositors on 31 October 2006. (Resolution 1)
3. To approve the payment of Directors' fees of RM324,945 for the year ended 30 June 2006 to be divided amongst the Directors in such manner as the Directors may determine. (Resolution 2)
4. To re-elect the following retiring Directors:
  - (a) Ir. Lim Sow Wu; (Resolution 3)
  - (b) Mr Tan Keok Yin; and (Resolution 4)
  - (c) YBhg Dato' Ong Joo Theam. (Resolution 5)
5. To re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration. (Resolution 6)
6. As a special business, to consider and, if thought fit, pass with or without any modification, the following ordinary motion:

### **Authority To Directors To Issue Shares**

"**THAT** pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being and that the Directors be and are also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad and that such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 7)

7. To consider any other business of which due notice shall have been given.

**FURTHER NOTICE IS HEREBY GIVEN** that a depositor shall qualify for entitlement to the final dividend only in respect of:

- (a) shares transferred into the depositor's securities account before 4.00 p.m. on 31 October 2006 in respect of ordinary transfers; and
- (b) shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the Rules of Bursa Malaysia Securities Berhad.

By Order of the Board

LIM YEW YOKE

Secretary

Kuala Lumpur

26 September 2006

### **Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds.
2. The Form of Proxy must be deposited at the Registered Office of the Company at Level 10, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting or adjourned meeting.
3. **Ordinary Motion On Authority To Directors To Issue Shares**  
The Ordinary Motion, if passed, will give authority to the Directors of the Company to issue ordinary shares of the Company for such purposes as the Directors consider would be in the interest of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of GuocoLand (Malaysia) Berhad (the "Company") will be held at the Theatre, Level 1, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur on Wednesday, 18 October 2006 immediately upon the conclusion of the Annual General Meeting of the Company to be held at 2.30 p.m. on the same day, for the purpose of considering and, if thought fit, passing with or without modifications, the following motions:-

### **ORDINARY RESOLUTION 1**

#### **- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG LEONG COMPANY (MALAYSIA) BERHAD ("HLCM") AND PERSONS CONNECTED WITH HLCM**

"**THAT** approval be and is hereby given for the Company and/or its subsidiaries to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature as set out in paragraph 2.3(A) of the Company's Circular to Shareholders dated 26 September 2006 (the "Circular") with HLCM and persons connected with HLCM provided that such transactions are undertaken in the ordinary course of business, on arm's length basis, on commercial terms which are not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders and that the breakdown of the aggregate value of the recurrent related party transactions conducted during the financial year, including the types of recurrent transactions made and the names of the related parties, are disclosed in the annual report of the Company;

AND THAT, such approval shall continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the forthcoming Extraordinary General Meeting at which such Proposed Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- (ii) the expiration of the period within which the next AGM of the Company after that date is required to be held pursuant to Section 143(1) of the Companies Act, 1965 (but shall not extend to such extension as may be allowed pursuant to Section 143(2) of the Companies Act, 1965); or
- (iii) revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier."

### **ORDINARY RESOLUTION 2**

#### **- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH MR KWEEK LENG SENG AND IR. LIM SOW WU AND PERSONS CONNECTED WITH THEM**

Proposed ordinary resolution is the same as Ordinary Resolution 1 above except that the Related Party is "Mr Kwek Leng Seng and Ir. Lim Sow Wu and persons connected with them".

### **ORDINARY RESOLUTION 3**

#### **- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH DIRECTORS AND MAJOR SHAREHOLDERS OF THE HONG LEONG GROUP AND PERSONS CONNECTED WITH THEM**

Proposed ordinary resolution is the same as Ordinary Resolution 1 above except that the Related Party is "all the Directors and major shareholders of the Hong Leong Group (as defined in the Circular) and persons connected with them".

### **ORDINARY RESOLUTION 4**

#### **- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH TOWER REAL ESTATE INVESTMENT TRUST ("TOWER REIT")**

Proposed ordinary resolution is the same as Ordinary Resolution 1 above except that the Related Party is "Tower REIT".

By Order of the Board

LIM YEW YOKE  
Secretary

Kuala Lumpur  
26 September 2006

#### **Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company and the provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorised nominee may appoint not more than two proxies in respect of each securities account it holds.
2. The Form of Proxy must be deposited at the Registered Office of the Company at Level 10, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur not less than 48 hours before the time and date of the meeting or adjourned meeting.