

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 notices on the next page.

NOTICE OF INTEREST/CHANGES IN INTEREST

 [Print this page](#)

Notice of a Change in the Percentage Level of a Substantial Shareholder's Interest *

* Asterisks denote mandatory information

Name of Announcer *	BIL INTERNATIONAL LIMITED
Company Registration No.	EC27568
Announcement submitted on behalf of	BIL INTERNATIONAL LIMITED
Announcement is submitted with respect to *	BIL INTERNATIONAL LIMITED
Announcement is submitted by *	Linda Hoon/Sim Wai Mun
Designation *	Group Company Secretary/Joint Secretary
Date & Time of Broadcast	04-Oct-2006 17:20:47
Announcement No.	00039

>> Announcement Details

The details of the announcement start here ...

>> PART I [Please complete this part]

- Date of notice to issuer *
- Name of Substantial Shareholder *
- Please tick one or more appropriate box(es): *

- Notice of a Change in the Percentage Level of a Substantial Shareholder's Interest or Cessation of Interest. [Please complete Part III and IV]

>> PART II

- Date of change of [Select Option]
- Name of Registered Holder
- Circumstance(s) giving rise to the interest or change in interest
Please specify details

- Information relating to shares held in the name of the Registered Holder

No. of <u>[Select Option]</u> held before the change	<input type="text"/>
As a percentage of issued share capital	<input type="text" value="%"/>
No. of N.A. which are subject of this notice	<input type="text"/>
As a percentage of issued share capital	<input type="text" value="%"/>
Amount of consideration (excluding brokerage and stamp duties) per share paid or received	<input type="text"/>

No. of N.A. held after the change	
As a percentage of issued share capital	%

>> **PART III**

1. Date of change of <u>Deemed Interest</u>	02-10-2006
2. The change in the percentage level	From 15.02 % To 16.00 %
3. Circumstance(s) giving rise to the interest or change in interest	# Others
# Please specify details	Additional portfolio purchases.
4. A statement of whether the change in the percentage level is the result of a transaction or a series of transactions:	The change in the percentage level is the result of a series of transactions.

>> **PART IV**

1. Holdings of Substantial Shareholder , including direct and deemed interest :

	Direct	Deemed
No. of shares held before the change	0	205,511,323
As a percentage of issued share capital	0 %	15.02 %
No. of shares held after the change	0	218,902,623
As a percentage of issued share capital	0 %	16.00 %

Footnotes

Attachments:

Total size = 0
 (2048K size limit recommended)

Close Window

Miscellaneous

* Asterisks denote mandatory information

Name of Announcer *	BIL INTERNATIONAL LIMITED
Company Registration No.	EC27568
Announcement submitted on behalf of	BIL INTERNATIONAL LIMITED
Announcement is submitted with respect to *	BIL INTERNATIONAL LIMITED
Announcement is submitted by *	Linda Hoon/Sim Wai Mun
Designation *	Group Company Secretary/Joint Secretary
Date & Time of Broadcast	04-Oct-2006 17:12:36
Announcement No.	00027


>> Announcement Details

The details of the announcement start here ...

Announcement Title * NOTICE OF 2006 ANNUAL GENERAL MEETING

Description

Attachments:

 041006-Notice_of_2006_Annual_General_Meeting.pdf
 Total size = **38K**
 (2048K size limit recommended)

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BIL International Limited

A Member of the Hong Leong Group Malaysia
(Continued into Bermuda with limited liability)

REGISTERED OFFICE
CANON'S COURT
22 VICTORIA STREET
HAMILTON HM 12
BERMUDA

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 45th Annual General Meeting of the Company will be held at 80 Raffles Place, #25-01 UOB Plaza 1, Singapore 048624 on Friday, 20 October 2006 at 9.30 a.m. for the following purposes:

ORDINARY BUSINESS

- To lay before the meeting the audited Financial Statements of the Company together with the report of the Auditors thereon for the financial year ended 30 June 2006.
- To approve a first and final dividend of S\$0.035 per share for the financial year ended 30 June 2006.
- To re-elect the following Directors, each of whom will retire by rotation pursuant to Bye-Law 104 of the Company's Bye-Laws and who, being eligible have offered themselves for re-election:
 - Mr Quek Leng Chan
 - Mr Reggie Thein
- To approve the payment of US\$216,010 as Directors' fees for the financial year ended 30 June 2006 (2005: US\$196,900).
- To appoint KPMG Singapore as Auditors and authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

- To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

That authority be and is hereby given to the Directors of the Company to:

- (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the issued share capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the issued share capital of the Company (as calculated in accordance with paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")), for the purpose of determining the aggregate number of Shares that may be issued under paragraph (1) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this Resolution is passed, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent consolidation or sub-division of Shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

By Order of the Board

LINDA HOON

Group Company Secretary
4 October 2006

EXPLANATORY NOTES:

- Resolution 3.1 – If re-elected, Mr Quek Leng Chan will remain as Chairman of the Board of Directors and is considered a non-independent Director.
- Resolution 3.2 – If re-elected, Mr Reggie Thein will remain as Chairman of the Audit and Risk Management Committee, member of the Remuneration and Nominating Committees and is considered an independent Director.
- Resolution 6 – Seeks to empower the Directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued share capital of the Company, with a sub-limit of 20% for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued share capital shall be based on the issued share capital of the Company at the time that Resolution 6 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that Resolution 6 is passed, and (b) any subsequent consolidation or sub-division of shares.

NOTES:

- Any Shareholder entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is a holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.
- A corporation which is a Shareholder may by resolution of its governing body authorise a person to act as its corporate representative at the Annual General Meeting.
- If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the Annual General Meeting in his stead, the Shareholder should complete and submit the form of proxy despatched to Shareholders (the "Shareholder Proxy Form").
- Subject to paragraph 5 below, to allow persons (individually a "Depositor" and collectively the "Depositors") whose names are listed on the depository register (the "Depository Register") maintained by The Central Depository (Pte) Limited ("CDP") as at 9.30 a.m. on 18 October 2006 (the "Cut Off Date") to attend the Annual General Meeting, arrangements have been made for CDP to issue a proxy form appointing each of the Depositors as at the Cut Off Date, as its proxy/proxies to attend and vote at the Annual General Meeting, in respect of such number of shares set out opposite their respective names in the Depository Register as at the Cut Off Date. Accordingly, a Depositor who wishes to attend and vote in person at the Annual General Meeting may do so without having to submit the form of proxy despatched to Depositors (the "Depositor Proxy Form"), provided that a Depositor which is a corporation and which wishes to attend the Annual General Meeting must submit the Depositor Proxy Form for the nomination of person(s) to attend and vote at the Annual General Meeting on behalf of CDP.
- If a Depositor wishes to nominate person(s) to attend and vote at the Annual General Meeting in his stead on behalf of CDP, the Depositor should complete and submit the Depositor Proxy Form.
- To be valid, the Shareholder Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notorially/duly certified copy of such power or authority, deposited at any one of the following branch registrars not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof:

M & C Services Private Limited
138 Robinson Road
#17-00 The Corporate Office
Singapore 068906
Facsimile: (65) 6225-1452

Computershare Investor Services Limited
Level 2, 159 Hurstmere Road
Takapuna, North Shore City 1309
Private Bag 92119
Auckland
New Zealand
Facsimile: (649) 488-8787

- To be valid, the Depositor Proxy Form must be signed and together with the power of attorney or other authority, if any, under which it is signed, or a notorially/duly certified copy of such power or authority, deposited at the office of our branch registrar, M & C Services Private Limited, 138 Robinson Road #17-00 The Corporate Office, Singapore 068906 not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- Where a form of proxy (whether the Shareholder Proxy Form or Depositor Proxy Form or the form of proxy issued by CDP) appoints more than one proxy, please specify the proportion of the shareholding concerned to be represented by each proxy in the form of proxy.