

**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.

The board of directors of Guoco currently 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. Volker Stoeckel and Mr. Ding Wai Chuen as independent non-executive directors.



Form Version 2.0

## General Announcement

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Reference No HH-070601-60757

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**  
**- Amendments To The Bye-Laws Of The Executive Share Option Scheme**

\* **Contents :-**

GuocoLand (Malaysia) Berhad ("GLM" or the "Company") writes to inform that its Board of Directors has approved certain amendments to the Bye-Laws of Executive Share Option Scheme ("Scheme") of GLM ("GLM Bye-Laws") to comply with the requirements of the Hong Kong Stock Exchange ("HKSE") Listing Rules.

GLM is a subsidiary of GuocoLand Limited, which in turn is a subsidiary of Guoco Group Limited ("GGL"), a company listing on the HKSE. Under the HKSE Listing Rules, all schemes involving the grant of options by GGL and its subsidiaries to, or for the benefit of, specified participants would have to comply with the provisions of the HKSE Listing Rules, with appropriate modifications. The HKSE Listing Rules further provide that where the shares of the listed issuer or the subsidiary concerned are also listing on another stock exchange, the more onerous requirements shall prevail and be applied in the event of a conflict or inconsistency between the requirements of the HKSE Listing Rules and the requirements of the other stock exchange. The GLM Bye-Laws, as amended, were approved by the shareholders of GGL on 1 June 2007. The amendments to the GLM Bye-Laws do not require the approval of the shareholders of GLM. The effective date of amended GLM Bye-Laws is 1 June 2007.

The salient amendments to the GLM Bye-Laws are as follows:-

(1) Options under the Scheme

The existing GLM Bye-Laws allow for a maximum allocation of up to 15% of the issued and paid-up ordinary share capital of the Company at any one time ("Maximum Aggregate").

In compliance with the HKSE Listing Rules, the Maximum Aggregate shall be subject to the provision that the total number of new GLM shares which may be issued upon exercise of Options to be granted under the Scheme must not in aggregate exceed 10% of the issued and paid-up ordinary share capital of the Company unless approval shall have been obtained from the shareholders of GGL.

(2) Maximum Allowable Allotment

In compliance with the HKSE Listing Rules, a new Bye-Law has been inserted to state that no Options may be granted to any Eligible Executive in any 12-month period that would enable such Eligible Executive becoming entitled to subscribe for new Shares exceeding in nominal value of 1% of the issued and paid-up ordinary share capital of GLM in issue unless approval shall have been obtained from the shareholders of GGL.

(3) Modification/Variation to the Scheme

A new Bye-Law has been inserted to state that so long as the Company remains a subsidiary of GGL and the shares of GGL remain listed on the HKSE, any provision under the GLM Bye-Laws shall not be altered without the prior approval of the shareholders of GGL if such approval is required in respect of such alteration pursuant to the HKSE Listing Rules.

(4) Governing Regulations

A new Bye-Law has been inserted to state that, as the Company is a subsidiary of GGL, the Scheme and the GLM Bye-Laws are subject to the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and the HKSE Listing Rules. In the event of a conflict between the Listing Requirements of Bursa Securities and the HKSE Listing Rules, the more onerous provision shall prevail.

This announcement is dated 1 June 2007.

**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:**