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## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Guoco Group Limited (the “Company”) will be held at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong at 12:30 p.m. on Tuesday, 24 November 2015 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 12:00 noon on the same date) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

### **ORDINARY RESOLUTION**

“**THAT** the Long Term Incentive Plan of The Rank Group Plc (a copy of the Scheme Document has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) be and is hereby approved.”

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

Hong Kong, 9 November 2015

*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 proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notorially certified copy thereof, must be deposited at the principal place of business of the Company at 50th Floor, The Center, 99 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or adjourned meeting thereof), as the case may be. Completion and return of the proxy form will not preclude the shareholders from attending and voting at the meeting (or any adjourned meeting thereof) if shareholders so wish.
3. The Register of Members of the Company will be closed from Friday, 20 November 2015 to Tuesday, 24 November 2015 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the special general meeting of the Company, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited at Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 19 November 2015.
4. If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time between 10:00 a.m. and the meeting time on the meeting date, the meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company’s website (<http://www.guoco.com>) to notify shareholders of the date, time and place of the rescheduled meeting.

*As at the date of this notice, the board of directors of the Company comprises Mr. Quek Leng Chan as Chairman; Mr. Kwek Leng Hai as President, CEO; Mr. Kwek Leng San and Mr. Tan Lim Heng as non-executive directors and Mr. Volker Stoeckel, Mr. Roderic N. A. Sage and Mr. David Michael Norman as independent non-executive directors.*