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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 Kennedy Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 12 December 2018 at 11:30 a.m. (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 11:00 a.m. on the same date) for the purposes of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

Ordinary Resolution 1

“**THAT** The GuocoLand Limited Executive Share Scheme 2018 (a copy of which has been produced to the meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) be and is hereby approved and adopted.”

Ordinary Resolution 2

“**THAT** The GL Limited Executives’ Share Scheme 2018 (a copy of which has been produced to the meeting marked “B” and signed by the Chairman of this meeting for the purpose of identification) be and is hereby approved and adopted.”

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 27 November 2018

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by this notice (the “Meeting”) 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 notarially 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. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, such person so present whose name stands first on the Register of Members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The Register of Members of the Company will be closed from Friday, 7 December 2018 to Wednesday, 12 December 2018 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the 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, Hong Kong for registration not later than 4:30 p.m. on Thursday, 6 December 2018.

As at the date of this announcement, the board of directors of the Company comprises Mr. Kwek Leng Hai as Executive Chairman; Mr. Tang Hong Cheong as President & CEO; Mr. Kwek Leng San and Mr. Tan Lim Heng as Non-executive Directors; Mr. Volker Stoeckel, Mr. Roderic N. A. Sage and Mr. David Michael Norman as Independent Non-executive Directors.