

**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.

**General Announcement**

Initiated by **GUOCOLAND** on **22/09/2008 09:58:02 AM**  
Submitted by **GUOCOLAND** on **22/09/2008 06:06:38 PM**  
Reference No **GG-080922-35882**  
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**Submitted****Company Information**

Main Board/ Second Board Company  
New Announcement

**Submitting Investment****Bank/Advisor (if applicable)****Submitting Secretarial Firm (if applicable)**

* Company name	GUOCOLAND (MALAYSIA) BERHAD
* Stock name	GUOCO
* Stock code	1503
* Contact person	Ms Tanny Lim Yew Yoke
* Designation	Company Secretary
* Contact number	03-21642454
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**Type \*** **Announcement****Subject \*:** GuocoLand (Malaysia) Berhad  
- Notices of the 84th Annual General Meeting and Extraordinary General Meeting

**Note:** If the announcement is a long announcement, please summarize the announcement in the contents and enter the details of the announcement in the Announcement Details or attached the full details of the announcement as attachment.

**Contents \*:-**

*(This field is to be used for the summary of the announcement)*

GuocoLand (Malaysia) Berhad ("GLM" or the "Company") wishes to inform that the 84th 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, 15 October 2008 at 11.00 a.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, 15 October 2008 immediately upon the conclusion of the AGM to be held at 11.00 a.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.

This announcement is dated 22 September 2008.

**Announcement Details :-**

*(This field is for the details of the announcement, if applicable)*

**Attachment(s):- (please attach the attachments here)**

AGM (2008).pdf

EGM (2008).pdf

**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-fourth 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, 15 October 2008 at 11.00 a.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 2008.
2. To declare a final dividend of 4% less tax for the year ended 30 June 2008 to be paid on 3 November 2008 to members registered in the Record of Depositors on 21 October 2008. **(Resolution 1)**
3. To approve the payment of Directors' fees of RM271,585 for the year ended 30 June 2008, 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) Mr Poh Yang Hong; **(Resolution 3)**
  - (b) Mr Quek Chee Hoon; and **(Resolution 4)**
  - (c) YBhg Tan Sri Nik Mohamed bin Nik Yaacob. **(Resolution 5)**
5. To approve the following motion:

"THAT YBhg Dato' Chew Kong Seng, a Director who retires in compliance with Section 129 of the Companies Act, 1965, be and is hereby re-elected a Director of the Company to hold office until the conclusion of the next Annual General Meeting." **(Resolution 6)**
6. To re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration. **(Resolution 7)**
7. As a special business, to consider and, if thought fit, pass 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 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 8)**

8. 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 21 October 2008 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  
23 September 2008

### **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, 15 October 2008 immediately upon the conclusion of the Annual General Meeting of the Company to be held at 11.00 a.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 Part A of the Company's Circular to Shareholders dated 23 September 2008 (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 and 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;

AND THAT the Directors of the Company be and are hereby authorised to complete and to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution."

### **ORDINARY RESOLUTION 2**

#### **- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH THE 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 3**

#### **- 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".

### **ORDINARY RESOLUTION 4**

#### **- PROPOSED SHAREHOLDERS' MANDATE ON RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE WITH HONG LEONG INVESTMENT HOLDINGS PTE. LTD. ("HLIH") AND PERSONS CONNECTED WITH HLIH**

Proposed ordinary resolution is the same as Ordinary Resolution 1 above except that the Related Party is "HLIH and persons connected with HLIH".

### **ORDINARY RESOLUTION 5**

#### **- PROPOSED AUTHORITY TO GRANT OPTIONS TO MR POH YANG HONG**

**"THAT** authority be and is hereby given to the Directors for the time being of the Company, from time to time, to offer and to grant to Mr Poh Yang Hong, the Managing Director of the Company, options to subscribe for/purchase such number of ordinary shares of RM0.50 each in the Company under the Executive Share Option Scheme ("Scheme") of the Company as they shall deem fit PROVIDED THAT:

- (i) not more than fifty percent (50%) of the Maximum Aggregate, as defined in the Bye-Laws of the Scheme, are allotted in aggregate to eligible executives who are Directors and senior management of the Company and its subsidiaries; and
- (ii) not more than ten percent (10%) of the Maximum Aggregate, as defined in the Bye-Laws of the Scheme, are allotted to any eligible executives who, either singly or collectively through his/her associates, hold twenty percent (20%) or more of the issued and paid-up ordinary share capital of the Company;

subject always to such terms and conditions and/or any adjustments which may be made in accordance with the provisions of the Bye-Laws of the Scheme."

### **SPECIAL RESOLUTION**

#### **- PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**"THAT** the deletions, alterations, modifications, variations and additions to the Articles of Association of the Company as set out in Appendix III of the Circular be and are hereby approved."

By Order of the Board  
LIM YEW YOKE  
Company Secretary  
Kuala Lumpur  
23 September 2008

#### **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.