

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.

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Miscellaneous

* Asterisks denote mandatory information

Name of Announcer *	GUOCOLEISURE LIMITED
Company Registration No.	EC27568
Announcement submitted on behalf of	GUOCOLEISURE LIMITED
Announcement is submitted with respect to *	GUOCOLEISURE LIMITED
Announcement is submitted by *	Seok Hui Blackwell
Designation *	Group Company Secretary
Date & Time of Broadcast	29-Sep-2008 17:18:59
Announcement No.	00062


>> Announcement Details

The details of the announcement start here ...

Announcement Title *

Description

Attachments

 [Notices.pdf](#)
Total size = **144K**
(2048K size limit recommended)

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GuocoLeisure Limited

A Member of the Hong Leong Group
(Co. Reg. No. EC27568)
(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 47th Annual General Meeting ("AGM") of GuocoLeisure Limited (the "Company") will be held at 80 Raffles Place, #25-01 UOB Plaza 1, Singapore 048624 on Friday, 17 October 2008 at 10.00 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 2008.
- To approve a first and final dividend of S\$0.025 per share for the financial year ended 30 June 2008.
- 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 Kwek Leng Hai
- To approve the payment of US\$257,789 as Directors' fees for the financial year ended 30 June 2008 (2007: US\$221,947).
- To appoint KPMG Singapore as Auditors and authorise the Directors to fix their remuneration.

SPECIAL BUSINESS

6. 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:

- issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- 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
- (notwithstanding that 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
29 September 2008

EXPLANATORY NOTES:

- Resolution 3.1 – If re-elected, Mr Quek Leng Chan will remain as Executive Chairman of the Board of Directors and a member of the Remuneration and Nominating Committees and is considered a non-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 AGM 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 AGM.
- If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the AGM 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 10.00 a.m. on 15 October 2008 (the "Cut Off Date") to attend the AGM, 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 AGM, 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 AGM 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 AGM must submit the Depositor Proxy Form for the nomination of person(s) to attend and vote at the AGM on behalf of CDP.
- If a Depositor wishes to nominate person(s) to attend and vote at the AGM 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 notarially/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 AGM 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 0622
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 notarially/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 AGM 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.



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GuocoLeisure Limited (the "Company") wishes to announce that the following Amended Notice of Special General Meeting shall replace the Notice of Special General Meeting on page 26 of the Circular dated 29 September 2008 to shareholders of the Company ("Circular") in its entirety, due to certain textual errors which occurred in the course of printing the Circular. The amendments are underlined for ease of reference.

AMENDED NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting ("SGM") of GuocoLeisure Limited (the "Company") will be held at 80 Raffles Place, #25-01 UOB Plaza 1, Singapore 048624 on 17 October 2008 at 10.15a.m. (or as soon thereafter following the conclusion or adjournment of the 47th Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same venue) for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolution:


AS AN ORDINARY RESOLUTION

ADOPTION OF THE GUOCOLEISURE LIMITED EXECUTIVES' SHARE OPTION SCHEME 2008

- That:
- the share option scheme to be known as "The GuocoLeisure Limited Executives' Share Option Scheme 2008" (the "**Scheme**") under which options (the "**Options**") will be granted from time to time to selected confirmed employees of the Company and its subsidiaries including executive directors of the Company (collectively, the "**Employees**") to acquire ordinary shares in the capital of the Company ("**Shares**"), particulars of which are set out in Appendix B to the Company's Circular to Shareholders dated 29 September 2008, subject to approval from the shareholders of Guoco Group Limited, be and is hereby approved; and
 - the Directors of the Company be and are hereby authorised:
 - to establish and administer the Scheme;
 - to modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary, desirable or expedient in order to give full effect to the Scheme; and
 - to offer and grant options in accordance with the provisions of the Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the Options (notwithstanding that the exercise thereof or such allotment and issue may occur after the conclusion of the next or any ensuing annual general meeting of the Company), provided that:
 - the aggregate number of Shares over which the Committee may grant Options on any date, when added to the number of shares issued and transferred and issuable and transferable in respect of all Options under the Scheme (excluding treasury shares) on the day preceding that date ("**Scheme Limit**"), shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company, provided that for so long as the Company is a subsidiary of Guoco Group Limited and Guoco Group Limited is listed on the Hong Kong Stock Exchange ("**HKSE**"), but subject always to the Scheme Limit;
 - the aggregate number of new Shares over which the Committee may grant Options on any date, when added to the number of new Shares issued and issuable in respect of all Options granted under the Scheme, shall not exceed ten per cent (10%) of the total number of issued Shares at the date that this resolution is passed or the date that it is approved by the shareholders of Guoco Group Limited, whichever is the later, or such other limit as may be prescribed or permitted by the HKSE from time to time ("**HKSE Listing Rules Limit**"); and
 - the HKSE Listing Rules Limit may be increased under the HKSE Listing Rules as provided under the Scheme; and
 - that the aggregate number of Shares to be offered to certain Employees collectively and individually during the duration of the Scheme (subject to adjustments, if any, made under the Scheme) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the Scheme.

All capitalised terms used in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 29 September 2008.

By Order of the Board


Linda Hoon
Group Company Secretary
Singapore
29 September 2008

Notes:

- Any Shareholder entitled to attend and vote at the SGM 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 SGM.
- If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the SGM 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 10.15 a.m. on 15 October 2008 (the "Cut Off Date") to attend the SGM, 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 SGM, 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 SGM 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 SGM must submit the Depositor Proxy Form for the nomination of person(s) to attend and vote at the SGM on behalf of CDP.
- If a Depositor wishes to nominate person(s) to attend and vote at the SGM 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 notarially/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 SGM or any adjournment thereof:

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Takapuna, North Shore City 0622
Private Bag 92119
Auckland
New Zealand
Facsimile: (649) 488-8787

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- 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.