

**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 announcements 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.




[Print this page](#)**Miscellaneous**

\* Asterisks denote mandatory information

Name of Announcer *	GUOCOLAND LIMITED
Company Registration No.	197600660W
Announcement submitted on behalf of	GUOCOLAND LIMITED
Announcement is submitted with respect to *	GUOCOLAND LIMITED
Announcement is submitted by *	DAWN PAMELA LUM
Designation *	GROUP COMPANY SECRETARY
Date & Time of Broadcast	30-Sep-2008 19:39:33
Announcement No.	00217

**>> Announcement Details**

The details of the announcement start here ...

Announcement Title *	Notices of Annual General Meeting, Books Closure and Extraordinary General Meetings
Description	<p>1) Notice of Annual General Meeting and Notice of Books Closure.  2) Notice of Extraordinary General Meeting in relation to The Proposed Share Purchase Mandate.  3) Notice of Extraordinary General Meeting in relation to The Proposed Adoption of The GuocoLand Limited Executives' Share Option Scheme 2008 In Place of The Existing GuocoLand Limited Executives' Share Option Scheme.</p>
<b>Attachments</b>	<p> <a href="#">Notice_of_EGM-Share_Purchase_Mandate.pdf</a>   <a href="#">Notice_of_EGM-ESOS.pdf</a>   <a href="#">Notices_of_AGM_and_Books_Closure.pdf</a></p> <p>Total size = <b>1608K</b>  (2048K size limit recommended)</p>

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**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 32<sup>nd</sup> Annual General Meeting of GuocoLand Limited will be held at 80 Raffles Place #25-01 UOB Plaza 1, Singapore 048624 on Friday, 17 October 2008 at 11.00 am for the following purposes:-

**As Ordinary Business**

1. To lay before the Meeting the Directors' Report and Audited Accounts of the Company for the financial year ended 30 June 2008.
2. To declare a First and Final Tax-Exempt Dividend of 8 cents per ordinary share for the financial year ended 30 June 2008. Resolution 1
3. To approve Directors' fees of \$411,000 for the financial year ended 30 June 2008. Resolution 2
4. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:-  
  
Mr Kwek Leng Hai; and Resolution 3  
  
Mr Reggie Thein. Resolution 4  
  
(Mr Reggie Thein will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and member of the Remuneration Committee. Mr Thein is considered as an Independent Director by the Nominating Committee.)
5. To re-appoint Messrs KPMG as auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 5

**As Special Business**

6. To consider and if thought fit, to pass the following Ordinary Resolutions:-
  - 6.1 Authority to Issue Shares
    - (a) "That pending the adoption of the proposed GuocoLand Limited Executives' Share Option Scheme 2008 (which will come into effect on the date on which such scheme is approved by the shareholders of the Company in a general meeting or the date on which it is approved by the shareholders of Guoco Group Limited in a general meeting, whichever is the later), approval be and is hereby given to the Directors to offer and grant options under the GuocoLand Limited Executives' Share Option Scheme (the "Scheme") and to allot and issue from time to time such number of shares in the Company as may be required to be issued pursuant to the exercise of options under the Scheme, provided that the aggregate number of shares to be issued pursuant to the resolution when added to the number of shares issued and issuable in respect of all options granted under the Scheme shall not exceed five per cent (5%) of the issued share capital of the Company for the time being subject to a maximum of ten percent (10%) of the issued share capital of the Company as at 29 October 2004." Resolution 6(a)
    - (b) "That pursuant to Section 161 of the Companies Act, Cap. 50, approval be and is hereby given to the Directors 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 to be issued pursuant to this resolution does not exceed ten per cent (10%) of the issued share capital of the Company for the time being." Resolution 6(b)
7. To transact any other business of an Annual General Meeting of which due notice shall have been given. Resolution 7

**Note to item 4:**

In relation to the retirement of Directors by rotation at the 32<sup>nd</sup> Annual General Meeting, Mr Lum Choong Wah is also due to retire by rotation, but has given notice to the Company that he does not wish to be re-elected to office thereat. Mr Lum will accordingly, relinquish his appointments as a member of the Audit Committee and Nomination Committee.

## NOTICE OF BOOKS CLOSURE

**NOTICE IS ALSO HEREBY GIVEN** that subject to Shareholders approving the declaration of a First and Final tax-exempt ordinary dividend, the Transfer Books and Register of Members of the Company will be closed on 30 October 2008, for the preparation of dividend warrants. Duly completed transfers should reach the office of the Company's Registrar, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, not later than 5.00 pm on 29 October 2008. The proposed First and Final tax-exempt ordinary dividend if approved at the Annual General Meeting will be paid on 13 November 2008.

In respect of shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the First and Final tax-exempt ordinary dividend will be paid by the Company to CDP which will in turn distribute the ordinary dividend entitlements to holders of ordinary shares in accordance with its practice.

By Order of the Board

**Dawn Pamela Lum**  
Group Company Secretary

30 September 2008  
Singapore

### **Notes:**

*A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote instead of him/her. A proxy need not be a member of the Company. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Collyer Quay #20-01 Tung Centre, Singapore 049319 not less than 48 hours before the time set for holding the Meeting.*

### **Notes to Special Business:**

*Resolution 6(a) is to empower the Directors to issue shares pursuant to the GuocoLand Limited Executives' Share Option Scheme (the "Scheme") which was first approved at the Extraordinary General Meeting of the Company held on 31 December 1998. On 29 October 2004, Shareholders of the Company approved various amendments to the Scheme which were set out in a Circular to Shareholders dated 6 October 2004. The Company proposes to adopt the GuocoLand Limited Executives' Share Option Scheme 2008 ("New Scheme") in place of the existing Scheme. The existing Scheme will be terminated upon the adoption of the New Scheme.*

*Resolution 6(b) is to empower the Directors to issue shares in the Company up to an amount not exceeding ten per cent (10%) of the issued share capital of the Company for the time being. This approval will expire at the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required to be held, whichever is earlier. The Directors would only issue shares under the resolution where they consider it appropriate and in the interests of the Company to do so.*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### GUOCOLAND LIMITED

(Incorporated in the Republic of Singapore)  
Company Registration No. 197600660W

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of GuocoLand Limited (the "Company") will be held at 80 Raffles Place #25-01 UOB Plaza 1, Singapore 048624 on 17 October 2008 at 11.30 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company which is proposed to be held on the same date and at the same venue, for which a separate notification will be given to Shareholders) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution:

#### **Ordinary Resolution: Share Purchase Mandate**

THAT:

- (a) for the purposes of Section 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the Directors of the Company of all powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) market purchases (each a "Market Purchase") on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
  - (ii) off-market purchases (each an "Off-Market Purchase") effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");

- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held; and
  - (ii) the date by which the next annual general meeting of the Company is required by law to be held;

- (c) in this Resolution:

"Prescribed Limit" means 10% of the issued Shares as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 5% above the average of the closing market prices of the Shares over the 5 market days, on which transactions in the Shares were recorded, before the day on which the market purchase was made by the Company, and deemed to be adjusted for any corporate action that occurs after the relevant 5 market days; and



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 20% above the average of the closing market prices of the Shares over the 5 market days on which transactions in the Shares were recorded before the day on which the Company makes an announcement of an offer under an Off-Market Purchase scheme; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

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 30 September 2008.

By Order of the  
Board of Directors

Dawn Pamela Lum  
Group Company Secretary

Singapore  
30 September 2008

**Notes:**

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If a proxy is to be appointed, the instrument appointing a proxy must be deposited at the registered office of the Company at 20 Collyer Quay, #20-01 Tung Centre, Singapore 049319 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting.
3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
4. The Company will use internal sources and/or external borrowings to finance purchases of its Shares. The amount of funding required for the Company to purchase its Shares and the financial impact on the Company and the Group arising from such purchases of the Shares pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, the aggregate number of Shares purchased, the consideration paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases.

An illustration of the financial impact of a purchase of Shares by the Company pursuant to the Share Purchase Mandate on the audited accounts of the Group and the Company for the financial year ended 30 June 2008 is set out on pages 9 to 15 of the Company's Circular to its Shareholders dated 30 September 2008.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### GUOCOLAND LIMITED

(Reg. No. 197600660W)  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of GuocoLand Limited (the "**Company**") will be held at 80 Raffles Place #25-01 UOB Plaza 1, Singapore 048624 on 17 October 2008 at 11.45 a.m. (or as soon thereafter following the conclusion or adjournment of the Extraordinary General Meeting of the Company to be held on the same date and at the same venue in relation to the proposed share purchase mandate, for which a separate notification will be given to Shareholders) for the purpose of considering and, if thought fit, passing, with or without modifications, the following ordinary resolution:

#### AS AN ORDINARY RESOLUTION

That:

- (a) the share option scheme to be known as "The GuocoLand Limited Executives' Share Option Scheme 2008" (the "**Scheme**") under which options (the "**Options**") will be granted to selected confirmed employees of the Company and its subsidiaries including executive directors of the Company from time to time (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 30 September 2008, subject to approval from the shareholders of Guoco Group Limited, be and is hereby approved; and
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the Scheme;
  - (ii) 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
  - (iii) 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:
    - (1) 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, shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company (excluding treasury shares) on the day preceding that date ("**Scheme Limit**"), 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:
      - (aa) 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



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (bb) the HKSE Listing Rules Limit may be increased under the HKSE Listing Rules as provided under the Scheme; and
- (2) 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 30 September 2008.

By Order of the  
Board of Directors

Dawn Pamela Lum  
Group Company Secretary

Singapore  
30 September 2008

**Notes:**

1. A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. If a proxy is to be appointed, the instrument appointing a proxy must be deposited at the registered office of the Company at 20 Collyer Quay, #20-01 Tung Centre, Singapore 049319 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting.
3. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.



[Print this page](#)**Notice of Book Closure Date for Dividend \***

\* Asterisks denote mandatory information

Name of Announcer *	GUOCOLAND LIMITED
Company Registration No.	197600660W
Announcement submitted on behalf of	GUOCOLAND LIMITED
Announcement is submitted with respect to *	GUOCOLAND LIMITED
Announcement is submitted by *	DAWN PAMELA LUM
Designation *	GROUP COMPANY SECRETARY
Date & Time of Broadcast	30-Sep-2008 19:45:15
Announcement No.	00221

**>> Announcement Details**

The details of the announcement start here ...

Corporate Action details (e.g. Rights ratio, dividend ratio, tax rate, etc) *	First and Final Tax-Exempt Dividend of 8 cents per ordinary share for the financial year ended 30 June 2008
Record Date *	29-10-2008
Record Time *	17:00
Date Paid/Payable (if applicable)	13-11-2008

Footnotes	NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 30 October 2008, for the preparation of dividend warrants. Duly completed transfers received by the Company's Registrar, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, before 5.00 pm on 29 October 2008 will be registered before entitlements to the dividend are determined.
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**Attachments**Total size = **0**  
(2048K size limit recommended)[Close Window](#)