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**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 Group Limited currently comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President, CEO; Mr. Tan Lim Heng, Mr. James Eng, Jr. and Mr. Ding Wai Chuen as executive directors; Mr. Kwek Leng San as non-executive director and Mr. Sat Pal Khattar and Mr. Volker Stoeckel as independent non-executive directors.



## General Announcement

Initiated by GUOCOLAND on 15/09/2009 04:55:42 PM  
 Submitted by GUOCOLAND on 17/09/2009 05:52:12 PM  
 Reference No GG-090915-60942  
 Form Version V3.0

Submitted

### Company Information

Main Market 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                 |
| E-mail address   | yylim@hongleong.com.my      |

Type \*

Announcement

Subject \*:

GuocoLand (Malaysia) Berhad  
 - Notice of the 85th Annual 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 85th 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, 14 October 2009 at 11.00 a.m. in order to approve the ordinary and special businesses as set out in the notice of AGM as attached.

This announcement is dated 17 September 2009.

### Announcement Details :-

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

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

📎 GLM - Notice of 2009 AGM.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-fifth 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, 14 October 2009 at 11.00 a.m. in order:

- To lay before the meeting the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 30 June 2009.
- To declare a final dividend of 4% less tax for the financial year ended 30 June 2009 to be paid on 3 November 2009 to members registered in the Record of Depositors on 20 October 2009.  
**(Resolution 1)**
- To approve the payment of Director fees of RM200,000 for the financial year ended 30 June 2009, to be divided amongst the Directors in such manner as the Directors may determine.  
**(Resolution 2)**
- To re-elect the following retiring Directors:  
(a) YBhg Dato' Ong Joo Theam; and  
(b) Mr Tan Keok Yin.  
**(Resolution 3)**  
**(Resolution 4)**
- To pass the following motion as an Ordinary Resolution:  
"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-appointed as a Director of the Company to hold office until the conclusion of the next Annual General Meeting."  
**(Resolution 5)**
- To re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration.  
**(Resolution 6)**
- As special businesses, to consider and, if thought fit, pass the following motions as Ordinary Resolutions:

### 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 from time to 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 7)**

### 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 the Company's Circular to Shareholders dated 18 September 2009 with HLCM and persons connected with HLCM provided that such transactions are undertaken in the ordinary course of business, on 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 involved and their relationship with the Company and/or its subsidiaries, are disclosed in the annual report of the Company;

AND THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting ("AGM") of the Company at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or
- 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
- 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."  
**(Resolution 8)**

### Proposed Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature With The Directors And Major Shareholders Of The Company And Persons Connected With Them

Proposed ordinary resolution is the same as Ordinary Resolution 8 above except that the related parties are "the Directors and major shareholders of the Company and persons connected with them".  
**(Resolution 9)**

### 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 8 above except that the related party is "Tower REIT".  
**(Resolution 10)**

### 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 8 above except that the related parties are "HLIH and persons connected with HLIH".  
**(Resolution 11)**

- 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:

- shares transferred into the depositor's securities account before 4.00 p.m. on 20 October 2009 in respect of ordinary transfers; and
- 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  
18 September 2009

#### 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 142(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 Resolution On Authority To Directors To Issue Shares

The proposed ordinary resolution, if passed, will give a renewed mandate to the Directors of the Company to issue ordinary shares of the Company from time to time 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 ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 15 October 2008 and which will lapse at the conclusion of the Eighty-fifth Annual General Meeting. The Renewed Mandate will enable the Directors to take swift action in case of a need for corporate exercises or in the event business opportunities arise which involve the issue of new shares, and to avoid delay and cost in convening general meetings to approve such issue of shares.

#### 4. Ordinary Resolutions On Proposed Shareholders' Mandate On Recurrent Related Party Transactions Of A Revenue Or Trading Nature ("Proposed Shareholders' Mandate")

The proposed ordinary resolutions, if passed, will empower the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature, which are necessary for the day-to-day operations of the Company and its subsidiaries, subject to the transactions being in the ordinary course of business and on terms which are not more favourable to the related parties than those generally available to be public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.

Detailed information on the Proposed Shareholders' Mandate are set out in the Circular to Shareholders dated 18 September 2009 which is despatched together with the Company's 2009 Annual Report.