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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.

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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	28-Sep-2009 18:36:26
Announcement No.	00103

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Announcement Title *	Notice of Annual General Meeting and Notice of Books Closure
Description	Please refer to the attached.
Attachments	 NoticeofAGMandBCD.pdf Total size = 1613K (2048K size limit recommended)

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 48th Annual General Meeting of the Company will be held at 80 Raffles Place, #25-01 UOB Plaza 1, Singapore 048624 on Friday, 16 October 2009 at 11.45 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 2009.
- To approve a first and final dividend of S\$0.015 per share for the financial year ended 30 June 2009. **(Resolution 1)**
- To re-elect the following Director, who will retire by rotation pursuant to Bye-Law 104 of the Company's Bye-Laws and who, being eligible, will offer himself for re-election:
Mr Reggie Thein **(Resolution 2)**
- To re-elect the following Directors, each of whom will cease to hold office pursuant to Bye-Law 106(B) of the Company's Bye-Laws and who, being eligible, will offer themselves for re-election:
Mr Tim Scoble **(Resolution 3)**
Mr Sat Pal Khattar **(Resolution 4)**
- To approve the payment of US\$260,717 as Directors' fees for the financial year ended 30 June 2009 (2008: US\$257,789). **(Resolution 5)**
- To re-appoint KPMG LLP as Auditors and authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other business that may be transacted at an Annual General Meeting.

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following resolutions as Ordinary Resolutions:

- THAT approval be and is hereby given to the Directors of the Company to:
 - (i) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - (ii) 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
 - (b) (notwithstanding 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 sub-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 sub-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 sub-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. **(Resolution 7)**
- THAT approval be and is hereby given to the Directors to offer and grant options ("Options") in accordance with the provisions of "The GuocoLeisure Limited Executives' Share Option Scheme 2008" ("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 administering the Scheme ("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 ("GGL") and GGL 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 as at 21 November 2008 (being the date of approval of the Scheme by shareholders of GGL) 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
 - the aggregate number of Shares to be offered to selected confirmed employees of the Company and its subsidiaries including executive directors of the Company (collectively, "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. **(Resolution 8)**

EXPLANATORY NOTES:

- Resolution 2 - If re-elected, Mr Reggie Thein will remain as Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration Committee, and will be considered an independent Director.
In relation to the retirement of Directors by rotation at the 48th Annual General Meeting, Mr Tang Kin Fei is also due to retire by rotation. Mr Tang has given notice to the Company that he does not wish to be re-elected to office and will accordingly relinquish his role as an independent Director.
- Resolution 3 - If re-elected, Mr Tim Scoble will be considered a non-independent Director.
- Resolution 4 - If re-elected, Mr Sat Pal Khattar will be considered an independent Director.
- Resolution 7 - 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 7 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 7 is passed, and (b) any subsequent consolidation or sub-division of shares. This authority shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company or the date by which such Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
- Resolution 8 - Seeks to empower the Directors to allot and issue shares in the capital of the Company of up to a number not exceeding in total 15% of the total number of issued shares (excluding treasury shares, if any) in the capital of the Company from time to time pursuant to the exercise of options under The GuocoLeisure Limited Executives' Share Option Scheme 2008 ("Scheme"), with a sub-limit of 10% of the total number of issued shares in the capital of the Company as at 21 November 2008 applicable for as long as the Company is a subsidiary of Guoco Group Limited ("GGL") and GGL is listed on the Hong Kong Stock Exchange, and such other applicable sub-limits as are prescribed by the rules of the Scheme and described in the Company's Circular to Shareholders dated 29 September 2008.

By Order of the Board

SEOK HUI BLACKWELL
Group Company Secretary
28 September 2009

NOTES:

- Any Shareholder entitled to attend and vote at the Annual General Meeting 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 Annual General Meeting.
- If a Shareholder wishes to appoint a proxy/proxies to attend and vote at the Annual General Meeting in his stead, the Shareholder should complete and submit the form of proxy despatched to Shareholders ("Shareholder Proxy Form").
- Subject to paragraph 5 below, to allow persons ("Depositors") whose names are listed 48 hours before the time appointed for holding the Annual General Meeting ("Cut Off Date") on the depository register ("Depository Register") maintained by The Central Depository (Pte) Limited ("CDP") to attend the Annual General Meeting, 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 Annual General Meeting, 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 Annual General Meeting may do so without having to submit the form of proxy despatched to Depositors ("Depositor Proxy Form"), provided that a Depositor (being a corporation) which wishes to attend the Annual General Meeting must submit the Depositor Proxy Form for the nomination of person(s) to attend and vote at the Annual General Meeting on behalf of CDP.
- If a Depositor wishes to nominate person(s) to attend and vote at the Annual General Meeting 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 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 Annual General Meeting 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 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 Annual General Meeting or any adjournment thereof.
- Where a form of proxy (whether the Shareholder Proxy Form, 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.

NOTICE OF BOOKS CLOSURE

NOTICE IS ALSO HEREBY GIVEN THAT subject to shareholders of the Company approving the proposed payment of the dividend ("Dividend") at the 48th Annual General Meeting of the Company, the Share Transfer Books and Register of Members of the Company will be closed on 29 October 2009 for the preparation of payment of dividends.

Duly completed instruments of transfer received by the following branch registrars up to 5.00 p.m. on 28 October 2009 will be registered to determine shareholders' entitlements to the Dividend:

M & C Services Private Limited
138 Robinson Road
#17-00 The Corporate Office
Singapore 068906

Computershare Investor Services Limited
Level 2, 159 Hurstmere Road
Takapuna, North Shore City 0622
Private Bag 92119
Auckland
New Zealand

Shareholders (being Depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with shares in the capital of the Company as at 5.00 p.m. on 28 October 2009 will be entitled to the Dividend.

Payment of the Dividend (if approved at the 48th Annual General Meeting) will be made on 18 November 2009.

By Order of the Board

SEOK HUI BLACKWELL
Group Company Secretary
28 September 2009