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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 notices 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.

[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-2009 18:04:01
Announcement No.	00125

>> ANNOUNCEMENT DETAILS*The details of the announcement start here ...*Announcement Title * Description

Attachments

 [Notice_of_AGM_and_Books_Closure.pdf](#)
 Total size = **43K**
 (2048K size limit recommended)

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GuocoLand Limited
Company Registration Number: 197600660W
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 33rd Annual General Meeting of GuocoLand Limited will be held at 80 Raffles Place #25-01 UOB Plaza 1, Singapore 048624 on Friday, 16 October 2009 at 9.30 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 2009.
2. To declare a First and Final Tax-Exempt (One-Tier) Dividend of 5 cents per ordinary share for the financial year ended 30 June 2009. Resolution 1
3. To approve Directors' fees of \$327,000 for the financial year ended 30 June 2009. Resolution 2
4. To re-elect the following Directors retiring in accordance with the Company's Articles of Association:-
 - Mr Sat Pal Khattar; Resolution 3
 - Mr Quek Chee Hoon; and Resolution 4
 - Mr Timothy Teo Lai Wah – who was appointed during the year. Resolution 5

(Mr Teo will upon re-election as a Director of the Company, remain as a member of the Audit Committee and Nominating Committee. Mr Teo is considered as an Independent Director by the Nominating Committee.)
5. To re-appoint Mr Goh Yong Hong, who retires pursuant to Section 153(6) of the Companies Act, Cap. 50, as Director of the Company to hold such office until the next Annual General Meeting of the Company. Resolution 6

(Mr Goh will upon re-appointment as a Director of the Company, remain as a member of the Audit Committee. Mr Goh is considered as an Independent Director by the Nominating Committee.)
6. To re-appoint Messrs KPMG LLP as auditors of the Company and to authorise the Directors to fix their remuneration. Resolution 7

As Special Business

7. To consider and if thought fit, to pass the following Ordinary Resolutions:-

7.1 Authority to Issue Shares

- (a) “That approval be and is hereby given to the Directors to offer and grant options under the GuocoLand Limited Executives’ Share Option Scheme 2008 (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 when added to the number of shares issued and transferred and issuable and transferrable 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:
- (aa) the aggregate number of new shares over which the Scheme 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 the Scheme was approved by shareholders of the Company in a general meeting or was approved by the shareholders of **GGL** in a general meeting, 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**”);
- (bb) the HKSE Listing Rules Limit may upon the approval of the shareholders of **GGL** where required, be exceeded or increased; and
- (cc) 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.”
- (b) “That notwithstanding Resolution 8(a), approval be and is hereby given to the Directors, pursuant to Section 161 of the Companies Act, Cap. 50, 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 8(a)

Resolution 8(b)

7.2 Renewal of Share Purchase Mandate

- (a) “That for the purposes 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 ordinary shares in the issued share capital of the Company (“Shares”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at

Resolution 8(c)

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; or
- (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 ten per cent (10%) of the issued ordinary share capital of the Company 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, five per cent (5%) above the average of the closing market prices of the Shares over the five (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 five (5) market days; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, twenty per cent (20%) above the average of the closing market prices of the Shares over the five (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 and / or authorised by this Resolution."

- 8. To transact any other business of an Annual General Meeting of which due notice shall have been given.

NOTICE OF BOOKS CLOSURE

NOTICE IS ALSO HEREBY GIVEN that subject to Shareholders approving the declaration of a First and Final Tax-Exempt (One-Tier) ordinary dividend, the Transfer Books and Register of Members of the Company will be closed on 27 October 2009, 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 26 October 2009. In respect of shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the First and Final Tax-Exempt (One-Tier) 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 2009
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 8(a) is to empower the Directors to issue shares pursuant to the GuocoLand Limited Executives' Share Option Scheme 2008 which was approved at the Extraordinary General Meeting of the Company held on 17 October 2008.

Resolution 8(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.

Resolution 8(c) is to renew the Share Purchase Mandate as described in the Circular to shareholders dated 30 September 2009 ("the Circular") which will, unless revoked or varied by the Company at a General meeting, continue in force until the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier. This ordinary resolution, if passed will authorise the Directors of the Company to make purchases or otherwise acquire issued ordinary shares in the capital of the Company pursuant to and in accordance with the guidelines as set out in the Circular.

[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-2009 18:08:17
Announcement No.	00130

>> 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 (One-Tier) Dividend of 5 cents per ordinary share for the financial year ended 30 June 2009
Record Date *	26-10-2009
Record Time *	17:00
Date Paid/Payable (if applicable)	12-11-2009

Footnotes	NOTICE IS HEREBY GIVEN that subject to Shareholders approving the declaration of a First and Final Tax-Exempt (One-Tier) ordinary dividend, the Transfer Books and Register of Members of the Company will be closed on 27 October 2009, 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 26 October 2009. In respect of shares in securities accounts with The Central Depository (Pte) Limited ("CDP"), the First and Final Tax-Exempt (One-Tier) 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.
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