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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 and Mr. Ding Wai Chuen as executive directors; Mr. Kwek Leng San as non-executive director and Mr. Sat Pal Khattar, Mr. Volker Stoeckel and Mr. Roderic N. A. Sage as independent non-executive directors.


[Print this page](#)**MEETING SCHEDULE FOR AGM**** 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	22-Sep-2010 17:11:57
Announcement No.	00042

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

Date *	15 Oct 2010
Time *	12:00:PM
Company *	GUOCOLEISURE LIMITED
Venue *	80 RAFFLES PLACE, #25-01 UOB PLAZA 1, SINGAPORE 048624

Attachments

 AGM_Notice_230910.pdf
 Total size = **135K**
 (2048K size limit recommended)

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NOTICE OF ANNUAL GENERAL MEETING

GUOCOLEISURE LIMITED

A Member of the Hong Leong Group
(Company Registration No. 27568)
(Continued in Bermuda as an exempted company)

NOTICE IS HEREBY GIVEN THAT the 49th Annual General Meeting of the Company will be held at 80 Raffles Place, #25-01 UOB Plaza 1, Singapore 048624 on Friday, 15 October 2010 at 12.00 p.m. for the following purposes:

ORDINARY BUSINESS

1. 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 2010.
2. To approve a first and final dividend of S\$0.015 per share for the financial year ended 30 June 2010. **(Resolution 1)**
3. 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, will offer themselves for re-election:
Mr Quek Leng Chan **(Resolution 2)**
Mr Philip Burdon **(Resolution 3)**
4. To approve the payment of S\$371,795 as Directors' fees for the financial year ended 30 June 2010 (2009: US\$260,717). **(Resolution 4)**
5. To re-appoint KPMG LLP as Auditors and authorise the Directors to fix their remuneration. **(Resolution 5)**
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:

7. THAT approval be and is hereby given to the Directors of the Company to:
 - (a) (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:
 - (1) 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);
 - (2) (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 the issued share capital of the Company shall be based on the issued share capital of the Company at the time this Resolution is passed, after adjusting for:
 - (i) 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
 - (ii) any subsequent consolidation or sub-division of Shares;
 - (3) 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
 - (4) (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 6)**

8. 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 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:
- (a) 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:
 - (i) 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
 - (ii) the HKSE Listing Rules Limit may be increased under the HKSE Listing Rules as provided under the Scheme; and
 - (b) 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 for 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 7)**

EXPLANATORY NOTES

- Resolution 2 – If re-elected, Mr Quek Leng Chan will remain as Executive Chairman of the Board and a member of the Nominating Committee and the Remuneration Committee.
- Resolution 3 – If re-elected, Mr Philip Burdon will remain as Deputy Chairman of the Board, Chairman of the Nominating Committee and the Remuneration Committee and a member of the Audit and Risk Management Committee. Mr Burdon is considered an independent Director by the Nominating Committee.
- Resolution 4 – The proposed Directors' fees of S\$371,795 for the financial year ended 30 June 2010 would be US\$265,919 if converted to US\$, based on the average rate of US\$1 : S\$1.39815 as at 30 June 2010.
- 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 the issued share capital of the Company 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. 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 7 – 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 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
23 September 2010

NOTES:

- (a) Depositors who wish to attend and vote at the Annual General Meeting (or appoint their nominee(s) to attend and vote on their behalf) must complete, sign and return the Depositor Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's Singapore branch registrar, M & C Services Private Limited, at 138 Robinson Road, #17-00, The Corporate Office, Singapore 068906 not later than 12.00 p.m. on 13 October 2010.
- (b) Shareholders who wish to appoint a proxy to attend and vote at the Annual General Meeting on their behalf should complete, sign and return the Shareholder Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach one of the places specified in the Shareholder Proxy Form not later than 12.00 p.m. on 13 October 2010.