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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.

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MISCELLANEOUS

* Asterisks denote mandatory information

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|---|-------------------------|
| 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 17:14:21 |
| Announcement No. | 00045 |

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Announcement Title *

NOTICE OF SPECIAL GENERAL MEETING

Description

Please refer to the attachment.

Attachments

 [SGM_Notice_230910.pdf](#)
 Total size = **164K**
 (2048K size limit recommended)

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NOTICE OF SPECIAL 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 Special General Meeting of GuocoLeisure Limited (the “**Company**”) will be held on 15 October 2010 at 80 Raffles Place, #25-01 UOB Plaza 1, Singapore 048624 at 12.30 p.m. (or as soon as practicable following the conclusion or adjournment of the 49th Annual General Meeting of the Company to be held on the same day and at the same place at 12.00 p.m.) for the purpose of considering and, if thought fit, passing the following resolutions as special resolutions:-

RESOLUTION 1

SPECIAL RESOLUTION

AMENDMENTS TO THE MEMORANDUM OF CONTINUANCE OF THE COMPANY

That the Memorandum of Continuance of the Company be altered by deleting the existing Clauses 6 and 7 thereof (and the Schedule referred to in Clause 7) and replacing them with the following Clauses 6 and 7 respectively:

- “6. The objects of the Company are unrestricted.
7. The following are provisions regarding the powers of the Company –
Subject to Clause 4, the Company may do all such things as are incidental or conducive to the attainment of its objects and shall have the capacity, rights, powers and privileges of a natural person, and –
 - (i) pursuant to Section 42 of the Companies Act 1981, the Company shall have the power to issue preference shares which are, at the option of the holder, liable to be redeemed;
 - (ii) pursuant to Section 42A of the Companies Act 1981, the Company shall have the power to purchase its own shares for cancellation; and
 - (iii) pursuant to Section 42B of the Companies Act 1981, the Company shall have the power to acquire its own shares to be held as treasury shares.”

RESOLUTION 2

SPECIAL RESOLUTION

ADOPTION OF NEW BYE-LAWS OF THE COMPANY

That the Bye-Laws set out in Appendix 3 of the Company’s Circular to Shareholders dated 23 September 2010 be approved and adopted as the Bye-Laws of the Company in substitution for and to the exclusion of the existing Bye-Laws of the Company.

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 Special General Meeting (or appoint their nominee(s) to attend and vote on their behalf) must complete, sign and return the Depositor Proxy Form attached to the Company’s Circular to Shareholders dated 23 September 2010 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 Share Transfer Agent, M & C Services Private Limited, at 138 Robinson Road, #17-00, The Corporate Office, Singapore 068906 not later than 12.30 p.m. on 13 October 2010.
- (b) Shareholders who wish to appoint a proxy to attend and vote at the Special General Meeting on their behalf should complete, sign and return the Shareholder Proxy Form attached to the Company’s Circular to Shareholders dated 23 September 2010 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 12.30 p.m. on 13 October 2010.