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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

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	29-Sep-2010 18:14:20
Announcement No.	00157

>> ANNOUNCEMENT DETAILS

The details of the announcement start here ...

Announcement Title *	Despatch of Circular and Notice of Extraordinary General Meeting
Description	
Attachments	<p> Ann-DespatchCircular-EGMNotice.pdf</p> <p>Total size = 343K (2048K size limit recommended)</p>

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THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF 295,843,319 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT AN ISSUE PRICE OF S\$1.80 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY THREE (3) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("SHARES") HELD AS AT A BOOKS CLOSURE DATE TO BE DETERMINED BY THE DIRECTORS, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "RIGHTS ISSUE")

DESPATCH OF CIRCULAR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Further to the announcement made by GuocoLand Limited (the "**Company**") dated 27 August 2010 in relation to the Rights Issue, the Board of Directors of the Company wishes to announce that the Company has today despatched a circular (the "**Circular**") dated 29 September 2010 relating to the Rights Issue and to seek the approval of shareholders of the Company ("**Shareholders**") for the Rights Issue at the Extraordinary General Meeting of the Company ("**EGM**").

The Circular contains the notice of the EGM to be held at 80 Raffles Place, #25-01 UOB Plaza 1, Singapore 048624 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the 34th Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place). A copy of the Notice of EGM is attached to this Announcement.

Shareholders who do not receive the Circular within a week from the date hereof should contact the share registrar of the Company at the following address:

B.A.C.S. Private Limited
63 Cantonment Road
Singapore 089758

A copy of the Circular will be available on the website of the Singapore Exchange Securities Trading Limited at www.sgx.com.

BY ORDER OF THE
BOARD OF DIRECTORS

Dawn Pamela Lum
Group Company Secretary

29 September 2010

Submitted by Dawn Pamela Lum, Group Company Secretary on 29/09/2010 to the SGX-ST.

GUOCOLAND LIMITED
(Company Registration No. 197600660W)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of GuocoLand Limited (the "**Company**") will be held on 15 October 2010 at 80 Raffles Place #25-01 UOB Plaza 1, Singapore 048624 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the 34th Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolution:

AS AN ORDINARY RESOLUTION: THE RIGHTS ISSUE

That the renounceable rights issue (the "**Rights Issue**") of 295,843,319 new ordinary shares in the capital of the Company (the "**Rights Shares**"), on the basis of one (1) Rights Share for every three (3) existing ordinary shares in the capital of the Company (the "**Shares**") held as at the Books Closure Date (as defined below), fractional entitlements to be disregarded, be and is hereby approved, and authority be and is hereby given to the Directors:

- (a) to undertake the Rights Issue and to provisionally allot and issue 295,843,319 Rights Shares, at an issue price of S\$1.80 for each Rights Share, on the basis of one (1) Rights Share for every three (3) existing Shares held as at a date and time to be determined by the Directors for the purpose of determining the entitlements of shareholders of the Company (the "**Shareholders**") under the Rights Issue (the "**Books Closure Date**"), fractional entitlements to be disregarded, and on such other terms and conditions as the Directors may determine, including, if the Directors think fit, the following terms:
- (i) that the provisional allotments of the Rights Shares under the Rights Issue shall be made on a renounceable basis to Shareholders with registered addresses in Singapore (as set out in the Company's Register of Members and/or Transfer Books or the records of The Central Depository (Pte) Limited ("**CDP**"), as the case may be) as at the Books Closure Date or who have, at least five (5) Market Days (as defined in the Company's Circular to Shareholders dated 29 September 2010 (the "**Circular**")) prior to the Books Closure Date, provided to the Company or CDP, as the case may be, addresses in Singapore for the service of notices and documents;
 - (ii) that no provisional allotment of Rights Shares shall be made in favour of, and no provisional allotment letters, application forms or other documents in respect thereof shall be issued or sent to, Shareholders who, as at the Books Closure Date, do not have registered addresses in Singapore (as set out in the Company's Register of Members and/or Transfer Books or the records of CDP, as the case may be) and who have not, at least five (5) Market Days prior to the Books Closure Date, provided to the Company or CDP, as the case may be, addresses in Singapore for the service of notices and documents ("**Foreign Shareholders**");
 - (iii) that the entitlements to the Rights Shares which would otherwise accrue to Foreign Shareholders shall be disposed of or dealt with by the Company in such manner and on such terms and conditions as the Directors may, in their absolute discretion, determine and in connection therewith, the Directors be and are hereby authorised to provisionally allot such entitlements to such person(s) as the Directors may, in their absolute discretion, deem fit as nominee(s) for the purpose of renouncing the provisional allotment letters or application forms relating thereto or disposing of such entitlements to purchasers thereof and to pool and thereafter distribute the proceeds, if any, thereof (after deducting all dealing and other expenses in connection therewith) to and amongst such Foreign Shareholders in proportion to their respective shareholdings as at the Books Closure Date provided that if the amount to

be distributed to any single Foreign Shareholder is less than S\$10.00, such amount shall be retained for the sole benefit of the Company or otherwise dealt with as the Directors, in their absolute discretion, deem fit; and

- (iv) that the Rights Shares will, upon allotment and issue, rank *pari passu* in all respects with the then existing Shares for any dividends, rights, allotments or other distributions, the record date for which falls on or after the date of issue of the Rights Shares;
- (b) to aggregate and allot the entitlements to the Rights Shares not taken up or allotted for any reason or which represent fractional entitlements disregarded in accordance with the terms of the Rights Issue to satisfy excess applications for the Rights Shares or otherwise dispose of or deal with the same in such manner and on such terms and conditions as the Directors may, in their absolute discretion, deem fit; and
- (c) to complete and do such acts and things as may be required in connection with or pursuant to the abovementioned matters (including but not limited to finalising, approving and executing all such documents as may be required in connection with the Rights Issue, and the issue of the Rights Shares), and to make such amendments to the terms and conditions of the Rights Issue and to take such other steps and to exercise such discretion for and on behalf of the Company as they may deem necessary or desirable to implement, perfect or give effect to the above and to the transactions contemplated hereunder.

By Order of the Board

Dawn Pamela Lum
Group Company Secretary

29 September 2010
Singapore

Notes:

1. *A member of the Company entitled to attend and vote at the Extraordinary General Meeting may appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.*
2. *If a proxy is to be appointed, 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 appointed for the holding of the Extraordinary General Meeting.*
3. *The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.*