



國浩集團有限公司 Guoco Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 00053)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Guoco Group Limited (“the Company”) will be held at Room 1505, 15th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Friday, 15 October 2004 at 9:30 a.m. for the following purposes:-

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following ordinary resolutions:-

1. To receive and consider the audited Statement of Accounts together with the Reports of the Directors and Auditors thereon for the year ended 30 June 2004.
2. To declare a final dividend.
3. To fix the fees of the Directors for the year ended 30 June 2004 and to re-elect retiring Directors.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass the following special resolution:-

5. To amend the Bye-Laws of the Company in order to comply with the Rules Governing the Securities on The Stock Exchange of Hong Kong Limited and to incorporate certain other minor changes.

As special business, to consider and, if thought fit, pass with or without amendments, the following ordinary resolutions:-

- 6A. To grant a general mandate to the Directors to repurchase shares of the Company.
- 6B. To grant a general mandate to the Directors to allot and issue shares of the Company.
- 6C. To extend the general mandate granted to the Directors to allot and issue shares by adding to it the number of shares repurchased under the general mandate granted pursuant to resolution no. 6A.

By order of the Board
Guoco Group Limited
Stella Lo Sze Man
Company Secretary

Hong Kong, 21 September 2004

Principal Place of Business:
50/F., The Center
99 Queen’s Road Central
Hong Kong

As at the date of this announcement, the Board comprises Mr. Quek Leng Chan as Executive Chairman, Mr. Kwek Leng Hai as President, CEO, Mr. Tan Lim Heng and Mr. James Eng, Jr. as executive directors, Mr. Kwek Leng San as non-executive director and Mr. Sat Pal Khattar, Mr. Harry Richard Wilkinson and Mr. Volker Stoeckel as independent non-executive directors.

Notes:

1. This is a summary of the full text of the notice of the Annual General Meeting. The full text of the notice is contained in a circular dated 22 September 2004 to shareholders with further information about the business to be conducted at the meeting.
2. A shareholder entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy does not need to be a shareholder of the Company.
3. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of such authority notarially certified, must be deposited at the Company’s principal office at 50th Floor, The Center, 99 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or adjourned meeting, as the case may be. Completion and return of the form of proxy will not preclude a shareholder from attending and voting at the meeting if the shareholder so desires.
4. The Register of Members of the Company will be closed from 12 October 2004 to 15 October 2004, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final dividend, all share transfers accompanied by the requisite share certificates must be lodged with the Company’s Branch Share Registrars in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-6, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:00 p.m. on 11 October 2004.