



國浩集團有限公司

Guoco Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 53)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Guoco Group Limited (“the Company”) will be held at 50th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Monday, 16 October 2006 at 2:30 p.m. for the following purposes:–

As Ordinary Business:

1. To lay before the meeting the audited Statement of Accounts together with the Reports of the Directors and Auditors thereon for the year ended 30 June 2006.
2. To declare a final dividend and a special dividend.
3. To fix the fees of the Directors for the year ended 30 June 2006 and to re-elect retiring Directors.
4. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

As Special Business:

5. To consider and, if thought fit, pass an ordinary resolution to approve the adoption of the Employees’ Share Award Scheme.
6. To consider and, if thought fit, pass a special resolution to amend the Bye-Laws of the Company to bring them in line with certain requirements in the corporate governance practices and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
7. To consider and, if thought fit, pass ordinary resolutions:
 - A. To grant a general mandate to the Directors to repurchase shares in the Company not exceeding 10% of its issued share capital.
 - B. To grant a general mandate to the Directors to allot and issue shares in the Company not exceeding 10% of its issued share capital.
 - C. To extend the general mandate granted to the Director to allot and issue shares by adding to it the number of share repurchased by the Company.

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 21 September 2006

Principal Place of Business

50th Floor, The Center

99 Queen’s Road Central

Hong Kong

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 2006 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 proxy form, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the principal place of business of the Company at 50th Floor, The Center, 99 Queen’s Road Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting thereof, as the case may be. Completion and return of the proxy form will not preclude the shareholders from attending and voting at the meeting (or any adjourned meeting thereof) if shareholders so wish.
4. The Register of Members of the Company will be closed from 11 October 2006 to 16 October 2006, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the final and special dividends, 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 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration not later than 4:00 p.m. on 10 October 2006.

As at the date of this announcement, the board of directors of the Company 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.