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#### POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE SEPCIAL GENERAL MEETING HELD ON 19 NOVEMBER 2013 AND

# **RE-DESIGNATION OF EXECUTIVE CHAIRMAN AS CHAIRMAN**

## Poll Results of the Annual General Meeting

The board of directors (the "Board") of Guoco Group Limited (the "Company") is pleased to announce that at the annual general meeting ("AGM") of the Company held on 19 November 2013, all the proposed resolutions as set out in the notice of the AGM dated 10 October 2013 were duly passed by the shareholders of the Company by way of poll. The relevant poll results in respect of all the resolutions are as follows:-

		No. of Votes (approximate %)	
	Ordinary resolutions proposed at the AGM		
		For	Against
1.	To declare a final dividend of HK\$1.50 per share.	305,007,760 (100%)	0 (0%)
2.	To approve Directors' fees for the year ended 30 June 2013.	304,880,840 (100%)	0 (0%)
3.	To re-elect Mr. Tan Lim Heng as a Director.	304,800,350 (99.97%)	80,490 (0.03%)
4.	To re-elect Mr. Kwek Leng San as a Director.	304,926,270 (99.97%)	80,490 (0.03%)
5.	To re-elect Mr. David Michael Norman as a Director.	304,880,840 (100%)	0 (0%)
6.	To appoint Messrs KPMG as Auditors and to authorise the Board of Directors to fix their remuneration.	304,967,660 (99.99%)	40,100 (0.01%)
7.	To grant a general mandate to the Directors to repurchase shares of the Company.	304,931,660 (99.99%)	36,000 (0.01%)
8.	To grant a general mandate to the Directors to allot and issue shares of the Company.	278,885,656 (91.47%)	25,995,184 (8.53%)
9.	To extend the general mandate granted to the Directors to allot and issue shares by adding to it the number of shares repurchased by the Company.	279,965,476 (91.79%)	25,041,284 (8.21%)
10.	To authorise the Directors to grant options and to allot, issue and deal with shares of the Company upon exercise of options pursuant to its Executives' Share Option Scheme 2012.	279,875,556 (92.14%)	23,883,109 (7.86%)
11.	To approve the grant of share option in respect of the excess 11,319,364 shares of GuocoLeisure Limited to Mr. Michael DeNoma pursuant to its Executives' Share Option Scheme 2008.	279,839,556 (91.79%)	25,041,284 (8.21%)

### Poll Results of the Special General Meeting

The Board is also pleased to announce that at the special general meeting ("SGM") of the Company held on 19 November 2013, the proposed resolution as set out in the notice of the SGM dated 1 November 2013 was duly passed by the shareholders of the Company by way of poll. The relevant poll results in respect of the resolution are as follows:-

Ordinary resolution proposed at the SGM	No. of Votes (approximate %)	
	For	Against
To approve the proposed amendments to the Bye-Laws of the Executive Share Option Scheme 2012 of GuocoLand (Malaysia) Berhad to incorporate an executive share grant scheme	275,766,181 (92.06%)	23,777,109 (7.94%)

Notes:

- 1. As at the date of the AGM and SGM, the total number of shares in issue which represented the total number of shares entitling the holders to attend and vote in respect of the above resolutions at the AGM and SGM was 329,051,373.
- For the above resolution no. 11 of the AGM on the grant of share option in respect of the excess 11,319,364 shares of GuocoLeisure Limited to Mr Michael DeNoma pursuant to its Executives' Share Option Scheme 2008, Mr. Michael DeNoma confirmed that he and his associates did not hold any share in the Company as at the date of the AGM.
- 3. No shareholder was required to abstain from voting on any of the above resolutions of the AGM and SGM.
- 4. Computershare Hong Kong Investor Services Limited, the Company's Branch Share Registrar, acted as the scrutineer for the vote-taking at the AGM and SGM.

#### **RE-DESIGNATION OF EXECUTIVE CHAIRMAN AS CHAIRMAN**

The Board announces that Mr. Quek Leng Chan ("Mr. Quek") has been re-designated from Executive Chairman to Chairman of the Company on 19 November 2013.

Mr. Quek, aged 70, has been the Executive Chairman of the Company since 1990. He is also the Chairman of the Board Nomination Committee and a member of the Board Remuneration Committee of the Company.

Mr. Quek qualified as a Barrister-at-Law from Middle Temple, United Kingdom and has extensive business experience in various business sectors, including financial services, manufacturing and real estate.

Mr. Quek is the Chairman & CEO and a shareholder of Hong Leong Company (Malaysia) Berhad ("HLCM"), the ultimate holding company of the Company. He is the Chairman of HL Holdings Sdn Bhd (a deemed substantial shareholder of the Company), which is wholly owned by him. He is a director and shareholder of Davos Investment Holdings Private Limited and a director of Hong Leong Investment Holdings Pte Ltd, both of which are deemed substantial shareholders of the Company. He holds directorships in the Company's key listed subsidiaries and associated companies, including as a director of GuocoLand Limited, the Executive Chairman of GuocoLeisure Limited; and as the Chairman of GuocoLand (Malaysia) Berhad, Hong Leong Financial Group Berhad, Hong Leong Bank Berhad and Hong Leong Capital Berhad. He resigned as the Executive Chairman and director of Hong Leong Industries Berhad and Narra Industries Berhad, both are Malaysian listed subsidiaries of HLCM, on 9 February 2012 and 21 February 2012 respectively. Save as disclosed above, Mr. Quek did not hold any directorship in other listed public companies in the past three years prior to the date of this announcement.

Mr. Quek is a brother of Mr. Kwek Leng Hai, the President and CEO of the Company, and Mr. Kwek Leng San, a Non-executive director of the Company. He is a cousin of Mr. Kwek Leng Kee, a deemed substantial shareholder of the Company. Save as aforesaid, he is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the date of this announcement, Mr. Quek has a personal interest of 1,056,325 shares and a corporate interest of 253,642,792 shares in the Company within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract between Mr. Quek and the Company. Mr. Quek has not been appointed for a specific term of service with the Company but will be subject to retirement by rotation and re-election at the annual general meetings pursuant to the Company's Bye-laws. There is no director's fee payable to Mr. Quek pursuant to the Company's policy that salaried director of any Guoco Group company or related corporations will not be paid director's fee.

Save as disclosed above, there is no other matters that needs to be brought to the attention of the shareholders of the Company and there is no information to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

As at the date of this announcement, the Board comprises Mr. Quek Leng Chan as Chairman; Mr. Kwek Leng Hai as President and CEO; Mr. Tan Lim Heng as executive director; Mr. Kwek Leng San as non-executive director and Mr. Volker Stoeckel, Mr. Roderic N. A. Sage and Mr. David Michael Norman as independent non-executive directors.

By Order of the Board Stella Lo Sze Man Company Secretary

Hong Kong, 19 November 2013