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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Guoco Group Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, licensed securities dealer or other agents through whom the sale or transfer was effected for transmission to the purchaser or transferee.

This circular includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Guoco Group Limited. The directors of Guoco Group Limited collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading. Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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國浩集團有限公司

**Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 53)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 4 of this circular. A notice convening the annual general meeting of Guoco Group Limited to be held at 50th Floor, The Center, 99 Queen's Road Central, Hong Kong on Wednesday, 14 November 2012 at 12:00 noon is set out on pages 11 to 14 of this circular. Whether or not you intend to attend the meeting, please complete and return the enclosed proxy form in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for holding the meeting or the adjourned meeting thereof as the case may be. Completion and delivery of the proxy form will not preclude you from attending and voting at the meeting should you so wish.

3 October 2012

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held on 14 November 2012 at 12:00 noon
“Board”	the board of directors of the Company
“Bye-Laws”	the Bye-Laws of the Company
“Company” or “GGL”	Guoco Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	27 September 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information for the purpose of inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	share(s) of par value US\$0.50 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Repurchases published by the Securities and Futures Commission
“US\$”	United States dollars, the lawful currency of United States of America



國浩集團有限公司

**Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 53)

*Executive Directors:*

Quek Leng Chan (*Executive Chairman*)

Kwek Leng Hai (*President, CEO*)

Tan Lim Heng

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Non-executive Director:*

Kwek Leng San

*Principal Office:*

50th Floor, The Center  
99 Queen's Road Central  
Hong Kong

*Independent Non-executive Directors:*

Sat Pal Khattar

Volker Stoeckel

Roderic N. A. Sage

3 October 2012

*To GGL Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the information in respect of resolutions to be proposed at the AGM for (i) the granting of general mandates to the Directors to issue and repurchase Shares and (ii) the re-election of Directors, and other relevant information regarding the AGM.

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the annual general meeting of the Company held on 25 November 2011, general mandates were given to the Directors to issue and repurchase Shares (collectively referred to as "Existing General Mandates"). The Existing General Mandates will lapse at the

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## LETTER FROM THE BOARD

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conclusion of the AGM. Accordingly, new general mandates to issue and to repurchase Shares of not more than 10% of the share capital of the Company in issue (“New General Mandate(s)”) would be proposed to GGL shareholders at the AGM. Details of the proposed New General Mandates are set out in resolution nos. 6, 7 and 8 of the notice of the AGM on pages 11 to 14 of this circular. With reference to the New General Mandates, the Directors wish to state that, as at the date hereof, they have no immediate plans to repurchase any existing Shares or to issue any new Shares pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to GGL shareholders in connection with the proposed New General Mandate to repurchase Shares up to 10% of the share capital of the Company in issue is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable GGL shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

### **RE-ELECTION OF DIRECTORS**

In accordance with Bye-Law 99 and Code A.4.2 of the Code of Corporate Governance Practices of the Company, Messrs Quek Leng Chan, Sat Pal Khattar and Volker Stoeckel will retire from office by rotation at the AGM. Messrs Quek Leng Chan and Volker Stoeckel, being eligible, will offer themselves for re-election at the AGM. Mr Sat Pal Khattar has indicated his intention not to offer himself for re-election as he has reached retirement age. Details of such Directors required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

### **RECOMMENDATION**

The Directors believe that the granting of the New General Mandates and the re-election of the said Directors are in the best interests of the Company and its shareholders as a whole. Accordingly, the Directors recommend GGL shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM on pages 11 to 14 of this circular.

### **AGM**

A notice convening the AGM is set out on pages 11 to 14 to this circular.

No GGL shareholder is materially interested in the proposed resolutions to be considered at the AGM and therefore none of GGL shareholders is required to abstain from voting in respect of such resolutions.

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## LETTER FROM THE BOARD

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Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. The chairman of the AGM will therefore put each of the resolutions to be proposed at the AGM to be voted by way of a poll pursuant to the Bye-Laws.

A proxy form for use at the AGM is enclosed. GGL shareholders are requested to complete the proxy form and return it to the principal office of the Company at 50th Floor, The Center, 99 Queen's Road Central, Hong Kong in accordance with the instructions printed on it not less than 48 hours before the time fixed for holding the meeting, whether or not they intend to be present at the meeting.

Your attention is drawn to the information set out in Appendices I and II to this circular.

Yours faithfully,  
By Order of the Board  
**Quek Leng Chan**  
*Executive Chairman*

**GENERAL MANDATE TO REPURCHASE SHARES**

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate (the “Repurchase Mandate”) to exercise all the powers of the Company to repurchase on the Stock Exchange the issued and fully paid Shares. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the share capital of the Company in issue on the date of passing the resolution.

GGL shareholders should note that the Repurchase Mandate covers repurchases made only during the period ending on the earliest of the date of the next annual general meeting of the Company, the date by which the next annual general meeting of the Company is required to be held by its Bye-Laws or any applicable laws and the date upon which such authority is revoked or varied.

On the Latest Practicable Date, 329,051,373 Shares were in issue and fully paid. Assuming that there are no changes (from the Latest Practicable Date to the date of the AGM) in the Company’s issued and fully paid share capital, the maximum number of Shares that may be repurchased by the Company pursuant to the Repurchase Mandate will be 32,905,137.

**DIRECTORS AND CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their associates (as defined under the Listing Rules), has a present intention, in the event that the Repurchase Mandate is approved by GGL shareholders, to sell Shares to the Company on the Stock Exchange.

No persons who are connected persons (the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their associates (as defined in the Listing Rules)) have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to sell any of the Shares held by them to the Company, in the event that the Company is authorised to make repurchases of Shares, on the Stock Exchange.

**DIRECTORS’ UNDERTAKING**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Bermuda and in accordance with the regulations set out in the Company’s Memorandum of Association and Bye-Laws.

**EFFECT OF THE TAKEOVERS CODE**

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights and may give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Based on the Company's record as at the Latest Practicable Date, GuoLine Overseas Limited ("GOL") and parties acting in concert with it held a beneficial interest of approximately 71.52% of the issued share capital of the Company. In the event of the Directors exercising in full the powers to repurchase Shares pursuant to the Repurchase Mandate, assuming that no Share is sold by GOL, the shareholding of GOL in the Company would be increased to approximately 79.47%. The Directors are not aware of any general offer obligation which will arise under Rule 26 of the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

**PUBLIC FLOAT**

The Directors do not have a present intention to exercise the Repurchase Mandate to such extent, causing the public float of the Shares to fall below 25%.

**SHAREHOLDERS' APPROVAL**

The Listing Rules provide that all securities repurchased on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of general mandate or by specific resolution in relation to specific transaction.

**REASONS FOR REPURCHASE**

The Directors consider that the Repurchase Mandate will provide the Company with the flexibility to make such repurchases when appropriate and beneficial to the Company and its shareholders. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

**SOURCE OF FUNDS**

Repurchases must be made from internal resources, borrowings and/or other funds legally available for the purpose in accordance with the Company's Memorandum of Association and Bye-Laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that would otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares



made for the purpose. The amount of premium payable on the repurchase may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

On the basis of the consolidated financial position of the Company as at 30 June 2012 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position and gearing ratio of the Company and the number of Shares in issue, the Directors consider that there will not be a material impact on the working capital or the gearing position of the Company in the event that the proposed repurchases were to be carried out in full at any time during the proposed repurchase period. No repurchase would be made in circumstances that would have a material adverse impact on the working capital of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors consider that such repurchases were in the best interests of the Company.

#### SHARE REPURCHASE MADE BY THE COMPANY

The Company has not repurchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

#### GENERAL

During each of the twelve months preceding, and up to, the Latest Practicable Date, the highest and lowest traded prices for the Shares on the Stock Exchange were as follows:

Month	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2011</b>		
September	88.50	71.80
October	76.10	66.35
November	76.80	71.60
December	75.00	69.00
<b>2012</b>		
January	82.80	74.00
February	83.50	79.20
March	80.55	67.70
April	68.80	64.70
May	65.75	53.75
June	60.85	55.60
July	65.90	59.00
August	66.60	62.00
September (up to the Latest Practicable Date)	70.05	62.00

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## APPENDIX II DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

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As required by the Listing Rules, the following are the particulars of the two Directors proposed to be re-elected at the AGM:

1. Mr Quek Leng Chan (“Mr Quek”), aged 69, has been the Executive Chairman since 1990 and is the Chairman of the Board Nomination Committee and a member of the Board Remuneration Committee of the Company. He 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 and CEO and a shareholder of Hong Leong Company (Malaysia) Berhad (“HLCM”), the Company’s ultimate holding company. He is also 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; as the Executive Chairman of GuocoLeisure Limited and GuocoLand (Malaysia) Berhad; and as the Chairman of 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. He was a past Executive Chairman and director of Hume Industries (Malaysia) Sdn Bhd which was privatised and delisted from the official list of Bursa Malaysia Securities Berhad in April 2010. Save as disclosed, he had not held any directorship in other listed public companies during the last three years prior to the Latest Practicable Date.

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 Latest Practicable Date, Mr Quek has a personal interest of 1,056,325 Shares and a corporate interest of 245,175,391 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”).

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## APPENDIX II DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

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There is no service contract being executed between Mr Quek and the Company. There is no specific term on the length of service of Mr Quek with the Company. Pursuant to the relevant provisions of the Code on Corporate Governance Practices, Mr Quek is subject to retirement by rotation and being eligible, offers himself for re-election at the AGM. The proposed Director fee of HK\$302,500 payable to Mr Quek for the financial year ended 30 June 2012 is subject to GGL shareholders' approval at the AGM.

Save as disclosed above, there are no other matters concerning Mr Quek that need to be brought to the attention of GGL shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

2. Mr Volker Stoeckel ("Mr Stoeckel"), aged 67, has been an Independent Non-executive Director since 2004 and is the Chairman of the Board Remuneration Committee and a member of both the Board Audit Committee and the Board Nomination Committee of the Company. He graduated from the University of Munich in economics and holds a diploma in banking.

Mr Stoeckel is a consultant for major companies in Asia for projects in Europe. He was Chairman and CEO of Metal Cast Zhong Shan Limited during the period from 2007 to 2009. He was also the Chairman and CEO of the German Centre for Industry and Trade in Shanghai until 2006 and was the Senior Executive Vice President and Chief Executive of Asia Pacific of Bayerische Landesbank, Regional Head Office, in Hong Kong until 2004. Save as disclosed, he had not held any directorship in other listed public companies during the past three years prior to the Latest Practicable Date.

He held various senior banking positions in Asia for over 26 years. He also has wide ranging experience in capital markets, corporate finance, project finance, treasury and securities business, and property development of commercial and industrial projects in China.

Mr Stoeckel is not related to any other directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr Stoeckel did not have any interest in Shares within the meaning of Part XV of the SFO.

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## **APPENDIX II DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED**

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There is no service contract being executed between Mr Stoeckel and the Company. Mr Stoeckel is not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meeting pursuant to the Bye-Laws. Mr Stoeckel will retire and being eligible, will offer himself for re-election at the AGM. The proposed Director fee of HK\$337,500 payable to Mr Stoeckel for the financial year ended 30 June 2012 is subject to GGL shareholders' approval at the AGM.

Save as disclosed above, there are no other matters concerning Mr Stoeckel that need to be brought to the attention of GGL shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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國浩集團有限公司

**Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 53)

**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 Wednesday, 14 November 2012 at 12:00 noon 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 2012.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2012. (Resolution 2)
4. To re-elect the following retiring Directors:
  - A. Mr Quek Leng Chan (Resolution 3)
  - B. Mr Volker Stoeckel (Resolution 4)
5. To appoint Auditors and to authorise the Board of Directors to fix their remuneration. (Resolution 5)

**As Special Business:**

6. To consider and, if thought fit, pass with or without amendments the following as ordinary resolutions:
  - A. “**THAT:** (Resolution 6)
    - (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to repurchase shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with all applicable laws and the Bye-Laws of the Company, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) the aggregate nominal amount of shares of the Company to be repurchased by the Directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.”

**B. “THAT:**

(Resolution 7)

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot and issue additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to:
  - (i) a Rights Issue;
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
  - (iii) the exercise of any option under the Company’s share option schemes; or

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## NOTICE OF ANNUAL GENERAL MEETING

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(iv) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company,

shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing this resolution and this approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws to be held; and
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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- C. “**THAT** conditional upon the passing of resolution nos. 6 and 7 of the notice convening this meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company to allot and issue shares pursuant to resolution no. 7 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution.” (Resolution 8)

By Order of the Board  
**Stella Lo Sze Man**  
*Company Secretary*

Hong Kong, 3 October 2012

*Notes:*

1. 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.
2. 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.
3. The Register of Members of the Company will be closed from Monday, 12 November 2012 to Wednesday, 14 November 2012 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the Annual General Meeting of the Company, all transfer document, accompanied by the relevant 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 November 2012.
4. In addition, the Register of Member of the Company will also be closed on Wednesday, 21 November 2012, on such date no transfer of shares will be registered. In order to qualify for the proposed final dividends, subject to approval at the Annual General Meeting of the Company, all transfer document, accompanied by the relevant 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 20 November 2012.