
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

Hong Kong Exchange and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss however arising from or in reliance upon the whole or any part of the contents of this circular.

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. This circular, for which the directors of Guoco Group Limited collectively and individually accept full responsibility, 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, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive and there are no other matters the omission of which would make any statement herein or this circular misleading.

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.



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
AUTHORISATION TO GRANT OPTIONS AND TO ISSUE SHARES
UPON EXERCISE OF OPTIONS
RE-ELECTION OF DIRECTORS
GRANT OF OPTIONS BY GUOCOLEISURE LIMITED
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 6 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 Tuesday, 19 November 2013 at 12:00 noon is set out on pages 13 to 16 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.

10 October 2013

CONTENTS

	<i>Page</i>
DEFINITIONS	1
 LETTER FROM THE BOARD	
Introduction	3
General Mandates to Issue and Repurchase Shares	3
Authorisation to Grant Options and to Issue Shares upon Exercise of Options	4
Re-election of Directors	4
Grant of Options by GL	4
Recommendation	5
AGM	6
 APPENDIX I – EXPLANATORY NOTES TO REPURCHASE MANDATE	 7
 APPENDIX II – DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED	 10
 NOTICE OF ANNUAL GENERAL MEETING	 13

DEFINITIONS

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 19 November 2013 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
“Eligible Executive”	any executive or director of the Guoco Group, who is eligible to participate in the GGL ESOS 2012 in accordance with its rules
“GGL ESOS 2012” or “Scheme”	the Executives’ Share Option Scheme 2012 of GGL approved by the Shareholders on 14 November 2012
“GL”	GuocoLeisure Limited, an indirect subsidiary of the Company, whose shares are primarily listed on Singapore Exchange Securities Trading Limited with secondary listing on New Zealand Exchange Limited
“GL ESOS 2008”	the GuocoLeisure Executives’ Share Option Scheme 2008 approved by the shareholders of GL on 17 October 2008 and further approved by the Shareholders on 21 November 2008
“GL Group”	GL and its subsidiaries
“Guoco 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”	4 October 2013, 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

DEFINITIONS

“Share(s)”	share(s) of par value US\$0.50 each of the Company
“Shareholder(s)”	holder(s) of Share(s)
“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

LETTER FROM THE BOARD



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

Non-executive Director:

Kwek Leng San

Independent Non-executive Directors:

Volker Stoeckel

Roderic N. A. Sage

David Michael Norman

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal Office:

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

10 October 2013

To Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
AUTHORISATION TO GRANT OPTIONS AND TO ISSUE SHARES
UPON EXERCISE OF OPTIONS
RE-ELECTION OF DIRECTORS
GRANT OF OPTIONS BY GUOCOLEISURE LIMITED
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; (ii) the granting of authorisation to the Directors to grant options and to issue shares to satisfy the exercise of options; (iii) the re-election of Directors and (iv) the grant of options by GL, and other relevant information regarding the AGM.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 14 November 2012, 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 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 Shareholders at the AGM. Details of the proposed New General Mandates are set out in resolution nos. 7, 8 and 9 of the notice of the AGM on pages 13 to 16 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.

LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to be sent to 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 Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

AUTHORISATION TO GRANT OPTIONS AND TO ISSUE SHARES UPON EXERCISE OF OPTIONS

Pursuant to the GGL ESOS 2012 approved by the Shareholders on 14 November 2012 and took effect from 16 November 2012, the exercise of options by Eligible Executives could be satisfied through the issue of new Shares and/or the transfer of existing Shares.

To increase the flexibility of the Scheme, the Directors would like to seek Shareholders' approval at the AGM to authorise the Directors to grant options to the Eligible Executives under the GGL ESOS 2012 and to allot, issue and deal with Shares of the Company pursuant to the exercise of any options granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the GGL ESOS 2012.

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 Tan Lim Heng and Kwek Leng San will retire from office by rotation at the AGM. Mr. David Michael Norman, who was appointed as a Director on 4 July 2013, shall hold office until the AGM in accordance with Bye-Law 102 and Code A.4.2 of the Code of Corporate Governance Practices of the Company. All of them, being eligible, will offer themselves for re-election at the AGM. Details of such Directors required to be disclosed under the Listing Rules are set out in Appendix II to this circular.

GRANT OF OPTIONS BY GL

On 13 May 2013 ("Date of Grant"), the board of directors of GL had granted options in respect of a total of 25,000,000 GL shares to Mr. Michael DeNoma, a director of GL Group, pursuant to GL ESOS 2008.

Pursuant to the Listing Rules and GL ESOS 2008, the maximum entitlement of any participant in respect of the total number of new GL shares issued and to be issued upon the exercise of options granted in any 12-month period shall not exceed 1% of the share capital of GL in issue as at any date of grant. The total issued number of shares of GL as at the Date of Grant was 1,368,063,633. While the grant of options for 13,680,636 GL shares to Mr. Michael DeNoma was within this 1% limit of 13,680,636 shares, the options for the remaining 11,319,364 GL shares (the "Excess Grant") were granted conditional, among other things, on the approval of Shareholders at the AGM as required under the Listing Rules and the rules of the GL ESOS 2008. In the event that the Excess Grant has not been approved by the Shareholders, the grant of options for 13,680,636 GL shares to Mr. Michael DeNoma will still remain valid.

LETTER FROM THE BOARD

No options have been granted by GL in respect of the shares of GL to Mr. Michael DeNoma during the 12-month period preceding the Date of Grant. Terms and details of the options granted are as follows:

Date of grant	Grantee	No. of GL shares comprised in options	Exercise price per GL share	Notes
13 May 2013	Michael DeNoma	13,680,636	S\$0.86	1 & 2
13 May 2013	Michael DeNoma	11,319,364	S\$0.86	1, 2 & 3
Total:		25,000,000		

Notes:

1. The exercise price for each GL share under the GL options has been fixed at S\$0.86, being the 5-day weighted average market price of GL shares immediately prior to the Date of Grant.
2. The options will vest in two tranches:
 - (i) the first tranche of up to 20% to 35% will vest at the end of the financial year 2015/2016 upon the achievement of the applicable performance targets; and
 - (ii) the second tranche of up to 65% to 80% will vest within three months of the end of the financial year 2018/2019 upon the achievement of the applicable performance targets.Each tranche, once vested, is exercisable as follows:
 - (a) 40% of which is exercisable within 6 months from vesting date;
 - (b) 40% of which is exercisable from the commencement of the 13th month to the end of the 18th month from vesting date; and
 - (c) 20% of which is exercisable from the commencement of the 25th month to the end of the 30th month from vesting date.
3. The options in respect of 11,319,364 GL shares were granted conditional, among other things, on the approval of Shareholders at the AGM as required under the Listing Rules and the rules of the GL ESOS 2008.

RECOMMENDATION

The Directors believe that the granting of the New General Mandates, authorisation to the Directors to grant options and to issue shares upon exercise of options pursuant to the GGL ESOS 2012, the re-election of the said Directors and the grant of options by GL are in the best interests of Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM on pages 13 to 16 of this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM is set out on pages 13 to 16 to this circular.

The grant of the options by GL will be approved by the Shareholders at the AGM and Mr. Michael DeNoma and his associates (if any of them holds any voting right in respect of any Shares) will abstain from voting in respect of the proposed resolution on the grant of options for the remaining 11,319,364 GL shares. Apart from that, no Shareholder is materially interested in other proposed resolutions to be considered at the AGM and therefore none of Shareholders is required to abstain from voting in respect of such resolutions.

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. 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.

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 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”, the controlling shareholder of the Company) held a beneficial interest of approximately 74.10% 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 82.33%. 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

According to the information that is publicly available to the Company and within the knowledge of the Directors, the Company maintained sufficient public float during the financial year until 30 May 2013, the date on which the voluntary privatisation offer (the “Offer”) by GOL to acquire all the Shares other than those already held by GOL closed/lapsed.

Taking into account valid acceptances of the unconditional offer alternative in respect of 8,467,401 Shares, GOL, its concert parties and connected persons of the Company held 253,525,834 Shares in aggregate, representing approximately 77.05% of the total issued share capital of the Company. Number of Shares held by public amounted to 75,525,539, representing approximately 22.95% of the total issued share capital of the Company. Accordingly, the minimum public float requirement of 25% under Rule 8.08(1)(a) of the Listing Rules is not satisfied. The Company had therefore made an application for and the Stock Exchange had granted a waiver from strict compliance with the aforesaid rule for a period up to 30 November 2013. GOL and the Company will consider and take steps, as appropriate, to restore the required minimum public float.

In any event, the Repurchase Mandate will be exercised only if the number of Shares held by the public would not 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 the 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 2013 (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 HK\$	Lowest HK\$
2012		
October	75.90	69.80
November	73.80	69.25
December	94.30	70.45
2013		
January	94.20	92.20
February	95.95	92.50
March	96.70	92.90
April	98.50	91.70
May	93.00	87.00
June	90.50	87.10
July	90.70	87.30
August	91.70	89.00
September	94.55	90.50
October (up to the Latest Practicable Date)	96.00	93.30

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

1. Mr. Tan Lim Heng (“Mr. Tan”), aged 65, has been an Executive Director since 1996. He holds a Bachelor of Science first class honours degree in engineering from University of Surrey and a Master of Science degree in management from Massachusetts Institute of Technology.

Mr. Tan is the Managing Director of GuocoCapital Limited and GuocoCommodities Limited, wholly owned subsidiaries of the Company. He is also a non-executive director of Lam Soon (Hong Kong) Limited (a fellow subsidiary of the Company, listed on the Main Board of the Stock Exchange). Save as aforesaid, he had not held any directorship in other public listed companies during the past three years prior to the Latest Practicable Date.

Prior to joining the Company, Mr. Tan had served in the Singapore Civil Service as a Colombo Plan Scholar 1975-1978 before coming to work in Hong Kong with a financial services company and a major U.S. bank. He had also previously worked in Geneva in 1974 with the United Nations Conference on Trade and Development. He has extensive experience in property investment, financial and investment management services.

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

As at the Latest Practicable Date, Mr. Tan had a personal interest of 566,230 Shares within the meaning of Part XV of the Securities and Futures Ordinance (“SFO”).

Mr. Tan has executed a service contract with a wholly owned subsidiary of the Company since 1990. His remuneration package is based on the terms of such service contract with a fixed salary and discretionary bonus linked to Guoco Group’s performance and his personal achievement, which will be reviewed and approved by the Board Remuneration Committee of the Company. For the financial year ended 30 June 2013, total amount of his remuneration package was HK\$3,348,000. Mr. Tan 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. Tan will retire and being eligible, will offer himself for re-election at the AGM. There is no director’s fee payable to Mr. Tan for the financial year ended 30 June 2013 pursuant to the Company’s policy that salaried director of any Guoco Group company or Hong Leong Group company will not be paid director’s fee.

Save as disclosed above, there are no other matters concerning Mr. Tan that need to be brought to the attention of 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. Kwek Leng San (“Mr. Kwek”), aged 58, is a Non-executive Director since 1990. He graduated from University of London with a Bachelor of Science (Engineering) degree and also holds a Master of Science (Finance) degree from City University London. He has extensive business experience in various business sectors, including financial services and manufacturing.

Mr. Kwek is a director and a shareholder of Hong Leong Company (Malaysia) Berhad (“HLCM”), the Company’s ultimate holding company. He is also the Chairman of Malaysian Pacific Industries Berhad, Hong Leong Industries Berhad, Narra Industries Berhad and Southern Steel Berhad as well as a director of Hong Leong Bank Berhad, all Malaysian listed subsidiaries of HLCM. 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. Kwek is a brother of Mr. Quek Leng Chan, the Executive Chairman and a controlling shareholder of the Company and Mr. Kwek Leng Hai, the President and CEO of the Company. He is also 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. Kwek had a personal interest of 209,120 Shares within the meaning of Part XV of the SFO.

There is no service contract being executed between Mr. Kwek and the Company. Mr. Kwek 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. Kwek will retire and being eligible, will offer himself for re-election at the AGM. There is no director’s fee payable to Mr. Kwek for the financial year ended 30 June 2013 pursuant to the Company’s policy that salaried director of any Guoco Group company or Hong Leong Group company will not be paid director’s fee.

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

3. Mr. David Michael Norman (“Mr. Norman”), aged 57, was appointed as an Independent Non-executive Director and a member of the Board Audit Committee of Guoco in July 2013. Mr. Norman studied philosophy and psychology at Oxford University in the United Kingdom and was admitted as a solicitor in the United Kingdom in 1981 and in Hong Kong in 1984. He was a partner of an international law firm until he resigned in 2010. Mr. Norman has extensive experience in mergers and acquisitions and corporate finance.

Mr. Norman is also a non-executive director of South China Holdings Limited, a company listed in Hong Kong. Save as aforesaid, he has not held any directorship in other public listed companies during the past three years.

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

As at the Latest Practicable Date, Mr. Norman had a personal interest of 4,000 Shares within the meaning of Part XV of the SFO.

There is no service contract being executed between Mr. Norman and the Company. Mr. Norman 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. Norman will retire and being eligible, will offer himself for re-election at the AGM. Mr. Norman is not entitled to any Director’s fee for the year ended 30 June 2013 as he was newly appointed as a Director on 4 July 2013. He will be entitled to a director’s fee which will be proposed by the Board and subject to Shareholders’ approval at the 2014 annual general meeting of the Company.

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

NOTICE OF ANNUAL GENERAL MEETING



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 Tuesday, 19 November 2013 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 2013.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2013. (Resolution 2)
4. To re-elect the following retiring Directors:
 - A. Mr. Tan Lim Heng (Resolution 3)
 - B. Mr. Kwek Leng San (Resolution 4)
 - C. Mr. David Michael Norman (Resolution 5)
5. To appoint Auditors and to authorise the Board of Directors to fix their remuneration. (Resolution 6)

As Special Business:

6. To consider and, if thought fit, pass with or without amendments the following as ordinary resolutions:
 - A. **“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 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;
 - (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

NOTICE OF ANNUAL GENERAL MEETING

(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 8)

- (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
 - (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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

- C. “**THAT** conditional upon the passing of resolution nos. 7 and 8 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. 8 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. 7, 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 9)
7. To authorise the Directors to grant options to the eligible executives under the Company’s Executives’ Share Option Scheme 2012 (“GGL ESOS 2012”) and to allot, issue and deal with shares of the Company pursuant to the exercise of any option granted thereunder and pursuant to the terms and conditions thereof, and to do all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the GGL ESOS 2012. (Resolution 10)
8. To approve the grant of excess options in respect of 11,319,364 shares of GuocoLeisure Limited (“GL”) at the exercise price of S\$0.86 each by GL to Mr. Michael DeNoma, the director of GL Group in accordance with the terms of the GuocoLeisure Executives’ Share Option Scheme 2008. (Resolution 11)

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 10 October 2013

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.

NOTICE OF ANNUAL GENERAL MEETING

3. The Register of Members of the Company will be closed from Friday, 15 November 2013 to Tuesday, 19 November 2013 (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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 14 November 2013.

4. In addition, the Register of Members of the Company will also be closed on Tuesday, 26 November 2013, 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 Rooms 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 25 November 2013.