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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 or other registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

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

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 of Guoco Group Limited, 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.

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國浩集團有限公司

**Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 53)

**THE LONG TERM INCENTIVE PLAN OF  
THE RANK GROUP PLC  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the board of directors of Guoco Group Limited is set out on pages 3 to 5 of this circular. A notice convening a special general meeting of Guoco Group Limited to be held at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen's Road Central, Hong Kong at 12:30 p.m. on Tuesday, 24 November 2015 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 12:00 noon on the same date) is set out on page 11 of this circular. Whether or not you are able to attend the special general meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time fixed for holding of the special general meeting or the adjourned meeting thereof as the case may be. Completion and return of the form of proxy will not preclude you from attending and voting at the special general meeting should you so wish.

Hong Kong, 9 November 2015

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## DEFINITIONS

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

“Award”	any one, or a combination, of a share award, option (including but not limited to an Option or a CSOP Option), share appreciation payment or cash award granted (or to be granted) by Rank or such other person authorised by the Directors of Rank to an Eligible Participant under the LTIP
“Award Holder”	holder of an Award
“Board”	the board of Directors
“Circular”	this circular issued by the Company to the Guoco Shareholders dated 9 November 2015 in relation to the LTIP
“Company” or “Guoco”	Guoco Group Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the HK Stock Exchange
“CSOP Option”	option over Rank Shares to be granted pursuant to the LTIP and the attached schedule in respect of options approved by HMRC under the relevant provisions of Company Share Option Plan in the ITEPA which allows favourable tax treatment for such options granted
“CSOP Option Holder”	a person holding a CSOP Option
“Director(s)”	director(s) of the Company
“Directors of Rank”	the board of directors of Rank from time to time or a duly authorised committee of such directors (including but not limited to the duly authorised remuneration committee of such directors)
“Eligible Participant(s)”	executive director(s) and employee(s) of any member of the Rank Group
“Employees’ Share Scheme”	the meaning given by section 1166 of the Companies Act 2006 of the United Kingdom
“Guoco Group”	the Company and its subsidiaries from time to time
“Guoco Shareholder(s)”	holder(s) of shares of the Company
“HK Listing Rules”	the Rules Governing the Listing of Securities on the HK Stock Exchange

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## DEFINITIONS

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“HK Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HMRC”	Her Majesty’s Revenue and Customs of the United Kingdom
“ITEPA”	the Income Tax (Earnings and Pensions) Act 2003 of the United Kingdom
“Latest Practicable Date”	2 November 2015, being the latest practicable date before the printing of this Circular for ascertaining certain information for the purpose of inclusion in this Circular
“London Stock Exchange”	The London Stock Exchange Plc
“LTIP”	The Long Term Incentive Plan of Rank adopted on 22 April 2010 and amended on 22 April 2015 and 1 July 2015
“Notice of SGM”	the notice convening the SGM
“Option”	a right to acquire Rank Shares, which is not a CSOP Option, granted to an Eligible Participant pursuant to the LTIP
“Option Holder”	a person holding an Option
“Rank”	The Rank Group Plc, a 52% controlled indirect subsidiary of Guoco, whose shares are listed on the London Stock Exchange
“Rank Group”	Rank and any member of Rank designated from time to time by the Directors of Rank being a participating company for the purpose of the LTIP
“Rank Share(s)”	ordinary share(s) of 13 <sup>8</sup> / <sub>9</sub> pence each in the share capital of Rank
“Rank Shareholder(s)”	holder(s) of Rank Share(s)
“Scheme Document”	the scheme document of the LTIP
“Special General Meeting” or “SGM”	the Special General Meeting of the Company to be held at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong at 12:30 p.m. on Tuesday, 24 November 2015 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 12:00 noon on the same date)
“pence”	Great British pence, the lawful currency of the United Kingdom

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## LETTER FROM THE BOARD

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國浩集團有限公司

**Guoco Group Limited**

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 53)

*Chairman:*

Quek Leng Chan

*Executive Director:*

Kwek Leng Hai (*President, CEO*)

*Non-executive Directors:*

Kwek Leng San

Tan Lim Heng

*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

9 November 2015

*To the Guoco Shareholders*

Dear Sir or Madam,

**THE LONG TERM INCENTIVE PLAN OF  
THE RANK GROUP PLC  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this Circular is to provide the Guoco Shareholders with the relevant information pertaining to the LTIP.

**LONG TERM INCENTIVE PLAN**

Rank has had in place the LTIP since April 2010. The LTIP is an equity-based incentive scheme for executive directors and other senior executives of the Rank Group. Eligible Participants may be granted Awards, including, among others, Options and CSOP Options, which have the ability to vest based on the achievement of specified performance targets over a prescribed period.

Rank became an indirect subsidiary of Guoco in June 2011 and since then no new Rank Shares had been issued to satisfy the exercise of Options or CSOP Options granted under the LTIP. Subsequent amendments were made to the LTIP on 1 July 2015 for the purpose of, among others, allowing the issue of new Rank Shares to satisfy the exercise of Options or CSOP Options granted under the LTIP in accordance with the relevant provisions of Chapter 17 of the HK Listing Rules. The rules in the LTIP pertaining to the grant of Options and CSOP Options and the issue of new Rank Shares to satisfy the exercise of Options or CSOP Options are subject to Chapter 17 of the HK Listing Rules. The LTIP is subject to approval by Guoco Shareholders.

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## LETTER FROM THE BOARD

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Pursuant to the LTIP, upon the exercise of the Options or CSOP Options, the Directors of Rank shall satisfy the exercise of Options or CSOP Options through issue of new Rank Shares and/or transfer of existing Rank Shares out of treasury or otherwise. In the case of Options, the Directors of Rank may decide that, in substitution for Rank Shares to satisfy the exercise of Options, Option Holders shall be paid a cash sum calculated with reference to the market value of the underlying Rank Shares under the relevant Options. If new Rank Shares are to be issued to satisfy the exercise of Options or CSOP Options granted under the LTIP, Rank will apply to the UK Listing Authority and the London Stock Exchange for those new Rank Shares to be admitted to listing and to trading respectively.

The exercise price per Rank Share under CSOP Options is subject to the relevant provisions under the ITEPA and shall not be less than the market value of a Rank Share on the date of grant. The exercise price per Rank Share to be paid by the Option Holder on the exercise of the Option shall be at the discretion of the Directors of Rank pursuant to the LTIP.

In the case where the grant of share awards to directors of the Rank Group and the vesting of which is to be satisfied by the issue of new Rank Shares or the grant of Options or CSOP Options the exercise of which is to be satisfied by the transfer of existing Rank Shares out of treasury or otherwise, Guoco would comply with applicable provisions under the HK Listing Rules as appropriate.

An overview of the LTIP is set out on pages 6 to 10 of this Circular.

### **DOCUMENT AVAILABLE FOR INSPECTION**

A copy of the Scheme Document is available for inspection at the principal office of the Company in Hong Kong at 50th Floor, The Center, 99 Queen's Road Central, Hong Kong during normal business hours from 10 November 2015 up to and including 24 November 2015 and at the SGM.

### **RECOMMENDATION**

The LTIP provides an opportunity for the Eligible Participants to participate in the equity of Rank. The vesting of the Awards, including, among others, Options and CSOP Options, granted to the Eligible Participants under the LTIP shall be over a prescribed period and subject to achievement of specified performance targets and in this way aligning their interests with those of the Rank Shareholders through the creation of shareholder value over the long term.

The Board believes that the approval of the LTIP in compliance with Chapter 17 of the HK Listing Rules is in the interests of the Company and Guoco Shareholders as a whole. Accordingly, the Board recommends Guoco Shareholders to vote in favour of the relevant ordinary resolution set out in the Notice of SGM on page 11 of this Circular.

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## LETTER FROM THE BOARD

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### SGM

Set out on page 11 of this Circular is the Notice of SGM to be held at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen's Road Central, Hong Kong at 12:30 p.m. on Tuesday, 24 November 2015 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 12:00 noon on the same date) at which an ordinary resolution will be proposed to approve the LTIP. No Guoco Shareholder is materially interested in the proposed resolution to be considered at the SGM and therefore none of Guoco Shareholders shall abstain from voting in respect of such resolution.

An announcement as to whether the LTIP has been approved by Guoco Shareholders at the SGM will be made as soon as possible after the SGM.

Yours faithfully,  
By Order of the Board  
**Kwek Leng Hai**  
*President, CEO*

The following is an overview of the LTIP:

## **1 PURPOSE**

The purpose of the LTIP is to grant Awards, including, among others, Options and CSOP Options, to Eligible Participants to align their interests with those of Rank Shareholders through the creation of shareholder value over the long term.

## **2 ADMINISTRATION**

The LTIP shall be administered by the Directors of Rank in such manner as they shall at their discretion deem fit. Currently, the LTIP is administered by a remuneration committee which comprises independent non-executive Directors of Rank.

## **3 ELIGIBLE PARTICIPANTS**

An executive director or an employee of Rank or any member of the Rank Group designated from time to time by the Directors of Rank as being a participating company for the purposes of the LTIP.

## **4 LIMITS OF THE LTIP**

For so long as Rank is a subsidiary of Guoco, the total number of unissued Rank Shares in respect of which Awards may be granted under the LTIP shall not, when aggregated with the number of Rank Shares issued, or capable of issue, pursuant to the Options or CSOP Options, other awards or rights granted under any other Employees' Share Scheme adopted by Rank, exceed 10% of Rank's ordinary share capital as at the date of approval of the LTIP by the Guoco Shareholders and, for the avoidance of doubt, Awards that have lapsed in accordance with the LTIP will not be counted for the purpose of calculating this 10% limit.

Pursuant to the LTIP, based on 390,683,521 Rank Shares in issue as at the Latest Practicable Date and assuming no further Rank Shares are issued and no Rank Shares are repurchased after the Latest Practicable Date and up to the date of the SGM, the total number of new Rank Shares which can be issued pursuant to the Awards granted under the LTIP or any other Employees' Share Scheme adopted by Rank shall not exceed 39,068,352 shares.

The aforesaid limit may only be exceeded if the Guoco Shareholders approve the grant of the Awards that would cause that limit to be exceeded in accordance with the HK Listing Rules and provided that, notwithstanding any other provisions of the LTIP, the total number of unissued Rank Shares in respect of which Awards may be granted under the LTIP does not, when aggregated with the number of Rank Shares capable of issue pursuant to Awards granted under the LTIP and options, awards or rights granted under any other Employees' Share Scheme adopted by Rank, exceed 30% of Rank's ordinary share capital from time to time.

In the event that the Company cancels Awards held by an Award Holder and offers new Awards to the same person, the grant of such new Awards must be within the aforesaid limit.



**5 MAXIMUM ENTITLEMENT FOR EACH ELIGIBLE PARTICIPANT**

Subject to the approval by the Guoco Shareholders in accordance to the HK Listing Rules, no Eligible Participant may be granted an Option or a CSOP Option or other Awards if such grant would entitle that Eligible Participant to acquire a number of Rank Shares in any 12-month period that represents more than 1% of the ordinary share capital of Rank from time to time.

**6 EXERCISE PERIOD**

Subject to the Directors of Rank having determined the extent to which any performance target has been satisfied, an Option or a CSOP Option shall vest on or as soon as practicable following the date or dates set out in the award certificate (or in the absence of any such date or dates being expressed in the award certificate, the third anniversary of the date of grant). Following its vesting, an Option or a CSOP Option shall remain exercisable so long as the Option Holder or CSOP Option Holder is an Eligible Participant at any time until the day before the tenth anniversary of the date of grant unless otherwise determined by the Directors of Rank on or before the date of grant. An Option or a CSOP Option shall lapse automatically, if it remains unexercised on its expiry.

**7 GRANT OF OPTIONS OR CSOP OPTIONS**

Subject to the restrictions contained in the LTIP:

- (i) the Directors of Rank may, from time to time, in their absolute discretion, select Eligible Participants to be granted Options or CSOP Options;
- (ii) Options or CSOP Options may be granted in such form and to such Eligible Participants over or in respect of such number of Rank Shares as the Directors of Rank may, from time to time, in their absolute discretion, determine; and
- (iii) the vesting of Options or CSOP Options may be subject to a performance target.

The Directors of Rank may decide that, in substitution for the Rank Shares to which the Option Holder would otherwise be entitled on the exercise of an Option (but not a CSOP Option), he shall be paid in cash (subject to any necessary withholdings in respect of tax and social security), which shall be equal to the aggregate market value of the relevant Rank Shares on the vesting date of the Option less the aggregate exercise price of the Option (if any).

**8 EXERCISE PRICE**

In respect of an Option, the exercise price per Rank Share to be paid by the Option Holder on the exercise of the Option (subject to any subsequent adjustment pursuant to any variation of capital of Rank) shall be:

- (a) nil;
- (b) the nominal value of a Rank Share; or
- (c) such other price at the discretion of the Directors of Rank,

**SAVE THAT** if and to the extent that the Option is to be satisfied by the issue of new Rank Shares directly to the Option Holder, the exercise price of the Options shall be not less than the nominal value of a Rank Share.

In respect of a CSOP Option, the exercise price per Rank Share under CSOP Option to be paid by the CSOP Option Holder shall be not less than the market value of a Rank Share on the date of grant. If and to the extent that the exercise of the CSOP Option is to be satisfied by the issue of new Rank Shares, such exercise price shall be not less than the nominal value of a Rank Share.

## **9 RANKING OF AND RIGHTS ATTACHING TO RANK SHARES**

Rank Shares which are:

- (i) issued under the LTIP will rank equally in all respects with the Rank Shares then in issue, except that they shall not rank for any right attaching to Rank Shares by reference to a record date preceding the vesting date; and
- (ii) transferred under the LTIP, including treasury Rank Shares, shall not be entitled to any rights attaching to Rank Shares by reference to a record date preceding the vesting date.

An Option or a CSOP Option Holder has no right (including as to dividends or voting) in respect of the Rank Shares subject to his Option or CSOP Option prior to its vesting.

## **10 TRANSFERABILITY OF OPTIONS OR CSOP OPTIONS**

No Option or CSOP Option or any interest in it shall be capable of being sold, assigned and transferred and any attempt to sell, assign or transfer the Option or CSOP option shall cause the Option or CSOP Option to lapse automatically.

## **11 DURATION OF THE LTIP**

No Option or CSOP Option shall be granted under the LTIP more than ten years after the date on which the LTIP was approved by Rank, i.e. 22 April 2010.

## **12 AUTOMATIC LAPSE OF OPTIONS OR CSOP OPTIONS**

An Option or a CSOP Option shall lapse automatically, if it remains unexercised on its expiry.

If an Option Holder or a CSOP Option Holder ceases to be an Eligible Participant by reason of:

- (i) redundancy;
- (ii) injury, ill-health or disability (in each case evidenced to the satisfaction of the Directors of Rank) or dismissal for redundancy (but not for CSOP Option Holder);
- (iii) retirement, at the specified age or over (for CSOP Option Holder only);
- (iv) death;
- (v) the transfer or sale of the company or business or part of the business by which or in which he is employed and by virtue of which he is an Eligible Participant to a person other than a member of the Rank Group; or

- (vi) at the discretion of the Directors of Rank at the relevant time, the termination of his office or employment in circumstances other than those stated above,

the Directors of Rank shall, in their absolute discretion, acting fairly and reasonably, determine whether and on what basis his Option or CSOP Option shall vest (and where vesting is phased over time, whether and on what basis any vesting should be accelerated). To the extent the Option or CSOP Option does not vest, it shall lapse automatically. An Option or a CSOP Option, to the extent it vests, may be exercised during the period of six (or twelve in the event of the death of the Option Holder or CSOP Option Holder) months following the vesting date. At the end of the six (or twelve) months period, to the extent the Option or CSOP Option has not been exercised, it shall lapse automatically.

If an Option Holder or a CSOP Option Holder ceases to be an Eligible Participant, his Options or CSOP Options shall lapse automatically on the date of such cessation.

An Option or a CSOP Option shall forthwith lapse automatically in the event that the Option Holder or CSOP Option Holder is adjudicated bankrupt or a bankruptcy order is made against him pursuant to Chapter I of Part IX of the UK Insolvency Act 1986.

To the extent the Directors of Rank determine that a performance target has not been satisfied or is no longer capable of being satisfied, any Options or CSOP Options the vesting of which is stated to be conditional upon the satisfaction of that performance target will lapse automatically.

### **13 EFFECT OF ALTERATIONS TO CAPITAL**

Upon the occurrence of any variation in the share capital of Rank arising from any reduction, sub-division or consolidation of capital or issue of shares by way of capitalisation of profits or reserves or by way of rights, or any other variation of share capital of Rank, or, at the discretion of the Directors of Rank, in the case of Options (but not CSOP Options) a demerger (in whatever form), a distribution in specie or a special dividend (collectively, “Relevant Events”), the number or nominal value of Rank Shares comprised in each Option or CSOP Option and, where appropriate, the exercise price of the Options or CSOP Options thereunder may be adjusted in such manner (including retrospective adjustment where a Relevant Event occurs after the date of exercise of an Option or a CSOP Option but the record date relating to such Relevant Event precedes such date of exercise) as the Directors of Rank may deem appropriate, provided always that no material increase shall be made to the aggregate exercise price of the Options in respect of any Option or the aggregate exercise price of the CSOP Options in respect of any CSOP Option, as applicable.

In the event of a takeover, scheme of arrangement, demerger or winding up of Rank, the Directors of Rank will have discretion to determine whether and on what basis the Options or CSOP Options shall vest and be exercised or shall lapse at the end of the specified period.

No adjustment in relation to an Option or a CSOP Option can have the effect of reducing the exercise price of the Options or the CSOP Options to less than the nominal value of a Rank Share. Where an Option or a CSOP Option subsists over both issued and unissued Rank Shares, any such adjustment may only be made if the reduction in the exercise price of the Options or the CSOP Options in respect of both the issued and the unissued Rank Shares can be made to the same extent.

## 14 TERMINATION

Rank Shareholders in general meeting or the Directors of Rank may at any time resolve to terminate the LTIP in which event no further Awards shall be granted, but the provisions of the LTIP shall in relation to Awards then subsisting continue in full force and effect.

## 15 ALTERATION OF THE LTIP

The LTIP may be altered by the Directors of Rank from time to time subject to the following provisions:

- (a) At any time when Rank Shares are listed on the London Stock Exchange's market for listed securities, except with the prior sanction of Rank or Guoco (if required under the HK Listing Rules) in general meeting, no alteration shall be made to the LTIP to the advantage of Award Holders, including, among others, Option Holders or CSOP Option Holders (present or future) which relates to:
  - (i) who can be an Eligible Participant or an Award Holder;
  - (ii) the limits of the LTIP and/or the limits relating to the market value of the Rank Shares to which Awards granted to individual Award Holder may be subject to; and
  - (iii) the basis for determining the entitlement of an Award Holder and the terms on which Rank Shares or cash can be acquired under the LTIP,

**OTHER THAN** minor amendments to benefit the administration of the LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Eligible Participants, Rank or any member of the Rank Group.

- (b) No alteration shall be effective to abrogate or alter adversely any subsisting rights of Award Holders (including, among others, Option Holders or CSOP Option Holders) except with such consent or sanction on the part of the Award Holders as would be required under the provisions of Rank's articles of association for a variation of class rights if the Awards constituted a single class of shares.
- (c) No alteration or amendment to the LTIP, to the extent it applies to CSOP Options, shall take effect until approved in writing by HMRC if it is to a key feature of the LTIP.

So long as Rank remains a subsidiary of Guoco and the shares of Guoco remain listed on the HK Stock Exchange, no alteration shall be made to the LTIP without prior approval of Guoco Shareholders if such approval is required pursuant to the HK Listing Rules.

## 16 VALUE OF OPTIONS

The Board considers that it is not appropriate to state the value of all options that can be granted under the LTIP, as if they had been granted on the Latest Practicable Date, as a number of variables which are crucial for the calculation of the value of the Options or CSOP Options have not been determined. Such variables include the exercise price, option period, performance targets set (if any) and other relevant variables. The Board believes that any calculation of the value of the Options or CSOP Options as at the Latest Practicable Date would be based on a great number of speculative assumptions and would henceforth not be meaningful and be misleading to Guoco Shareholders.

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## NOTICE OF SPECIAL 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 a special general meeting of Guoco Group Limited (the “Company”) will be held at Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong at 12:30 p.m. on Tuesday, 24 November 2015 (or immediately after the conclusion or adjournment of the annual general meeting of the Company to be held at 12:00 noon on the same date) for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

### ORDINARY RESOLUTION

“**THAT** the Long Term Incentive Plan of The Rank Group Plc (a copy of the Scheme Document has been produced to this meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) be and is hereby approved.”

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

Hong Kong, 9 November 2015

*Principal office:*

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

*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 Friday, 20 November 2015 to Tuesday, 24 November 2015 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the special general meeting of the Company, all transfer documents, 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 19 November 2015.
4. If typhoon signal no. 8 or above, or a “black” rainstorm warning is in effect any time between 10:00 a.m. and the meeting time on the meeting date, the meeting will be postponed. The Company will post an announcement on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company’s website (<http://www.guoco.com>) to notify shareholders of the date, time and place of the rescheduled meeting.