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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
RE-ELECTION OF DIRECTORS
GRANT OF OPTION BY GUOCOLAND (MALAYSIA) BERHAD
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the annual 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 on Tuesday, 24 November 2015 at 12:00 noon is set out on pages 12 to 15 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.

20 October 2015

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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 24 November 2015 at 12:00 noon
“Board”	the board of directors of the Company
“Bye-Laws”	the Bye-Laws of the Company
“Company”	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
“GLM”	GuocoLand (Malaysia) Berhad, a 65% controlled indirect subsidiary of the Company, whose shares are listed on Bursa Malaysia Securities Berhad
“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”	13 October 2015, 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
“RM”	Malaysian Ringgit, the lawful currency of Malaysia
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Law of Hong Kong)
“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 Buy-backs 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)

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

20 October 2015

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
RE-ELECTION OF DIRECTORS
GRANT OF OPTION BY GUOCOLAND (MALAYSIA) BERHAD
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the AGM for (i) the granting of general mandates to the Directors to issue and repurchase Shares; (ii) the re-election of Directors; and (iii) the grant of option by GLM, 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 2014, 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 the 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 12 to 15 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 the 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 the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions 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. Kwek Leng San, Volker Stoeckel and David Michael Norman will retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM. Messrs. Volker Stoeckel and David Michael Norman have made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules.

Mr. Volker Stoeckel, as an independent non-executive Director, has served the Board for more than nine years. In accordance with Code A.4.3 of the Code of Corporate Governance Practices of the Company, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by the Shareholders. Reasons must be given why the Board believes he is still independent and should be re-elected. During the tenure of Mr. Stoeckel as an independent non-executive Director, he has not engaged in any executive management of the Group. The Board has benefited greatly from the presence of Mr. Stoeckel who has over time provided objective view and independent guidance to the Group. The Board believes that Mr. Stoeckel is still independent and his continued tenure will bring considerable stability to the Board. Separate resolution will be proposed for his re-election to be approved by the Shareholders at the AGM.

The Board Nomination Committee of the Company reviewed the profile, meeting attendance and participation in the affairs of the Company of each of Messrs. Kwek Leng San, Volker Stoeckel and David Michael Norman and the confirmation of independence of each of Messrs. Volker Stoeckel and David Michael Norman and concluded that they are suitable to stand for re-election as Directors. Accordingly, the Board recommended their re-election at the AGM.

Brief biographical details of the retiring Directors proposed for re-election at the AGM are set out in Appendix II to this circular pursuant to the Listing Rules.

GRANT OF OPTION BY GLM

GLM has established the Executive Share Scheme (the “Scheme”) to allow the grant of, amongst others, options over newly issued and/or existing shares of GLM to eligible executives and/or directors of GLM and its subsidiaries to provide an opportunity for them who have contributed to the growth and development of GLM and its subsidiaries to participate in the equity of GLM. The maximum number of new GLM shares available for issue over which options under the Scheme may be granted is 70,045,851, which represents approximately 10% of the issued and paid-up ordinary share capital of GLM as at the Latest Practicable Date. The Scheme shall continue to be in force for a period of 10 years commencing from the effective date of the Scheme till 20 March 2022.

On 7 July 2015 (“Date of Grant”), GLM had offered and granted an option in respect of up to 10,000,000 GLM shares to Mr. Tan Lee Koon (the “Grantee”), the managing director of GLM, pursuant to the Scheme. The grant of option to the Grantee provides an incentive to the Grantee to contribute towards the results of GLM through achieving the performance criteria set as a vesting condition of the option. The Grantee is not a director, chief executive or substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them.

LETTER FROM THE BOARD

The grant of option pursuant to the Scheme is subject to Chapter 17 of the Listing Rules. Pursuant to the Listing Rules and the Scheme, the maximum entitlement of any participant in respect of the total number of new GLM shares issued and to be issued upon the exercise of options offered in any 12-month period shall not exceed 1% of the share capital of GLM in issue as at any date of offer to grant. The underlying 7,004,585 GLM shares under the option granted to the Grantee were within the 1% limit stipulated by the Listing Rules and the Scheme. The grant of option in respect of the remaining 2,995,415 GLM shares (“Excess Grant”) is conditional on the approval of Shareholders at the AGM as required under the Listing Rules and the Scheme. In the event that the Excess Grant has not been approved by the Shareholders, the grant of option for 7,004,585 GLM shares to the Grantee will still remain valid.

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

1. Date of Grant : 7 July 2015
2. Exercise price per GLM share, being the 5-day weighted average market price per GLM share preceding the Date of Grant : RM1.31
3. Number of GLM shares under the option : Up to 10,000,000 GLM shares^{Note}
4. Validity period of the option : The option shall be vested subject to the achievement of certain performance criteria by the Grantee over two performance periods concluding at the end of the financial years ending 30 June 2016 and 30 June 2018 respectively. The achievement of the performance targets and the number of GLM shares (if any) to be vested shall be determined at the end of the aforesaid two financial years respectively. The exercise period of the vested option will be up to the 30th month from the respective vesting dates to be determined.

Note: The grant of option in respect of the excess 2,995,415 GLM shares is conditional on the approval of the Shareholders.

RECOMMENDATION

The Directors believe that the proposed grant of the New General Mandates, the re-election of the said retiring Directors and Excess Grant by GLM to the Grantee are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions set out in the notice of the AGM on pages 12 to 15 of this circular.

LETTER FROM THE BOARD

AGM

A notice convening the AGM is set out on pages 12 to 15 to this circular.

The Excess Grant by GLM will be approved by the Shareholders at the AGM and the Grantee and his associates (as defined under the Listing Rules) (if any of them holds any voting right in respect of any Shares) will abstain from voting in respect of the relevant proposed resolution on the Excess Grant. Apart from that, no Shareholder is materially interested in the proposed resolutions to be considered at the AGM and therefore none of the Shareholders is required to abstain from voting in respect of such resolutions. As at the Latest Practicable Date, the Grantee and his associates (as defined under the Listing Rules) did not hold any voting right in respect of the Shares.

Pursuant to the Listing Rules, any vote of the 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. Where the chairman of the meeting in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted, such resolution will be decided by a show of hands.

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 or the adjourned meeting thereof as the case may be, 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
Kwek Leng Hai
President, CEO

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.

The 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 close associates (as defined under the Listing Rules), has a present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company on the Stock Exchange.

No persons who are core connected persons (the directors, chief executive or substantial shareholders of the Company or any of its subsidiaries or their close associates (as defined under 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 power 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 71.88% 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 79.87%. 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 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 2015 (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 repurchase 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>
2014		
October	97.10	94.00
November	96.90	92.00
December	92.90	88.00
2015		
January	92.00	87.70
February	94.70	90.50
March	94.10	89.35
April	95.00	90.50
May	95.50	93.40
June	96.00	92.05
July	94.30	86.30
August	89.30	82.30
September	90.90	83.35
October (up to the Latest Practicable Date)	89.45	87.00

APPENDIX II DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

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. Kwek Leng San (“Mr. Kwek”), aged 60, 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, Hume Industries Berhad (formerly known as Narra Industries Berhad) and Southern Steel 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 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 has 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. He 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 2015 pursuant to the Company’s policy that salaried director of any of HLCM and its subsidiaries will not be paid a 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.

APPENDIX II DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

2. Mr. Volker Stoeckel (“Mr. Stoeckel”), aged 70, has been an Independent Non-executive Director since 2004 and is the Chairman of the Board Remuneration Committee of the Company and a member of both the Board Audit Committee (“BAC”) and the Board Nomination Committee of the Company.

Mr. Stoeckel graduated from the University of Munich in economics and holds a diploma in banking. He was the 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. Before that he held various senior banking positions in Asia for over 26 years. He was the Senior Executive Vice President and Chief Executive of Asia Pacific of Bayerische Landesbank, Regional Head Office, in Hong Kong until 2004. He 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 a consultant for major companies in Asia for projects in Europe. Mr. Stoeckel had not held any directorship in listed public companies during the past three years prior to the Latest Practicable Date.

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.

There is no service contract being executed between Mr. Stoeckel and the Company. He 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’s fee of HK\$420,000 payable to Mr. Stoeckel for the financial year ended 30 June 2015 is subject to 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 the Shareholders and there is no other information to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

APPENDIX II DETAILS OF PROPOSED DIRECTORS TO BE RE-ELECTED

3. Mr. David Michael Norman (“Mr. Norman”), aged 59, was appointed as an Independent Non-executive Director and a member of the BAC 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 Company Limited (listed in Hong Kong) (formerly known as South China (China) Limited). He was a non-executive director of South China Land Limited (listed in Hong Kong) until 12 August 2015. Save as disclosed, 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 has 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. He 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. The proposed Director’s fee of HK\$370,000 payable to Mr. Norman for the financial year ended 30 June 2015 is subject to Shareholders’ approval at the AGM.

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 Joint Professional Centre, Unit 1, G/F., The Center, 99 Queen’s Road Central, Hong Kong on Tuesday, 24 November 2015 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 Auditor thereon for the year ended 30 June 2015.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of the Directors for the year ended 30 June 2015. (Resolution 2)
4. A. To re-elect Mr. Kwek Leng San as a non-executive director (Resolution 3)
B. To re-elect Mr. Volker Stoeckel, who has served the Company for more than nine years, as an independent non-executive director (Resolution 4)
C. To re-elect Mr. David Michael Norman as an independent non-executive director (Resolution 5)
5. To appoint Auditor 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

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.

“Rights 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 approve the grant of option in respect of the excess 2,995,415 shares of GuocoLand (Malaysia) Berhad (“GLM”) by GLM to Mr. Tan Lee Koon, the managing director of GLM, in accordance with the terms of its Executive Share Scheme. (Resolution 10)

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 20 October 2015

NOTICE OF ANNUAL GENERAL MEETING

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 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, 19 November 2015.
4. In addition, the Register of Members of the Company will also be closed on Tuesday, 1 December 2015, 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, 30 November 2015.