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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 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 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.



**NOTICE OF ANNUAL GENERAL MEETING
RE-ELECTION OF DIRECTORS
GENERAL MANDATE TO ISSUE SHARES
PROPOSED DIMINUTION OF THE AUTHORISED SHARE CAPITAL
AND
PROPOSED ADOPTION OF THE RANK GROUP PLC
2020 LONG-TERM INCENTIVE PLAN**

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the annual general meeting of Guoco Group Limited to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 6 November 2020 at 12:00 noon is set out on pages 22 to 26 of this circular. Whether or not you are able to attend the annual 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 the annual 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 annual general meeting should you so wish.

Hong Kong, 7 October 2020

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DEFINITIONS

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

“2010 LTIP”	the long-term incentive plan of Rank which was approved by Rank’s shareholders on 22 April 2010 with amendments thereto approved on 22 April 2015
“2020 LTIP”	2020 Long-Term Incentive Plan of Rank
“AGM”	the annual general meeting of the Company to be held at Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 6 November 2020 at 12:00 noon, and any adjournment thereof
“BARMC”	the Board Audit and Risk Management Committee of the Company
“BNC”	the Board Nomination Committee of the Company
“Board”	the board of Directors
“Bye-Laws”	Bye-Laws of the Company
“CGP Code”	Code on Corporate Governance Practices of the Company
“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 Stock Exchange (Stock Code: 00053)
“Director(s)”	the director(s) of the Company
“Diminution of Authorised Share Capital”	the proposed diminution of the authorised share capital of the Company from US\$500,000,000 to US\$400,000,000 by cancelling 200,000,000 unissued Shares of par value US\$0.50 each and diminishing the authorised share capital of US\$100,000,000 being the amount of the unissued Shares so cancelled
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HLCM”	Hong Leong Company (Malaysia) Berhad, the Company’s ultimate holding company
“Hong Leong Group”	HLCM and its subsidiaries
“Latest Practicable Date”	29 September 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“London Stock Exchange”	The London Stock Exchange Plc
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Rank”	The Rank Group Plc, a 52.03% owned subsidiary of the Company, whose shares are listed on the London Stock Exchange
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of the Share(s)
“Share Issue Mandate”	the general and unconditional mandate to exercise the powers of the Company to issue, allot and deal with additional Shares of not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the resolution
“Share(s)”	ordinary share(s) of par value US\$0.50 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	the lawful currency of the United States of America
“UK”	the United Kingdom



國浩集團有限公司
Guoco Group Limited

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

Executive Chairman:
KWEK Leng Hai

President & CEO:
TANG Hong Cheong

Non-executive Director:
KWEK Leng San

Independent Non-executive Directors:
Roderic N. A. SAGE
David Michael NORMAN
Lester G. HUANG, *SBS, JP*

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

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

7 October 2020

Dear Shareholder(s),

**NOTICE OF ANNUAL GENERAL MEETING
RE-ELECTION OF DIRECTORS
GENERAL MANDATE TO ISSUE SHARES
PROPOSED DIMINUTION OF THE AUTHORISED SHARE CAPITAL
AND
PROPOSED ADOPTION OF THE RANK GROUP PLC
2020 LONG-TERM INCENTIVE PLAN**

1. INTRODUCTION

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the AGM, including (i) the re-election of Directors, (ii) the grant of Share Issue Mandate to the Directors, (iii) the Diminution of the Authorised Share Capital, (iv) the proposed adoption of 2020 LTIP of Rank and other relevant information regarding the AGM. The notice of the AGM is also enclosed in this circular.

2. RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99 of the Bye Laws and Code A.4.2 of the CGP Code, Messrs. KWEK Leng San (“Mr. Kwek”) and David Michael NORMAN (“Mr. Norman”) shall retire from office by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to Bye-Law 102 of the Bye-Laws and Code A.4.2 of the CGP Code, Mr. Lester G. HUANG, *SBS, JP* (“Mr. Huang”), who has been appointed as an independent non-executive director of the Company after the conclusion of the annual general meeting held on 18 November 2019, shall hold office until the AGM and being eligible, will offer himself for re-election at the AGM.

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

The BNC has recommended to the Board that Mr. Kwek, Mr. Norman and Mr. Huang are suitable to be re-elected and their re-election be proposed for Shareholders’ approval at the AGM. The recommendation was made in accordance with the procedure and criteria set out in the Nomination Policy of the Company after reviewing their length of service, education background, qualification, skill, experience, number of other directorships, meeting attendance and participation in the affairs of the Company and after taking into account the Board’s composition as well as various diversity aspects as set out in the Board Diversity Policy of the Company. The annual confirmation of independence made by Mr. Norman and Mr. Huang pursuant to Rule 3.13 of the Listing Rules were also reviewed by the BNC. During their tenure as independent non-executive directors of the Company, they have not been involved in any executive management of the Company nor in any relationship or circumstances which would materially interfere with their exercise of impartial judgement.

The Board, having considered the recommendation of the BNC, is of the view that the three retiring Directors, with their valuable knowledge, experience, diversity of skill sets and understanding of the businesses of the Group, will continue to make significant contribution to the Company and the Shareholders as a whole.

Procedures for a Shareholder to propose a person for election as a Director is disclosed at the Company’s website at www.guoco.com.

3. DIRECTORS’ FEES

A total directors’ fees of HK\$1,451,367 for the financial year ended 30 June 2020 for the independent non-executive directors of the Company is proposed for approval by the Shareholders at the AGM.

4. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 18 November 2019, an ordinary resolution was passed to grant a general mandate to the Directors to issue Shares. Such general mandate will lapse at the conclusion of the AGM. The Company would like to seek approval from the Shareholders to grant to the Directors a new Share Issue Mandate. Details of the proposed Share Issue Mandate are set out in resolution no. 5 of the notice of the AGM on pages 22 to 23 of this circular. The Share Issue Mandate is limited to 10% of the number of the Shares in issue as at the date of the passing of the resolution and is significantly lower than the permissible size of 20% under the Listing Rules. The Share Issue Mandate is sought to give the Directors certain flexibility to issue and allot Shares where they believe it to be in the best interest of the Company and the Shareholders as a whole. The Directors wish to state that, as at the Latest Practicable Date, they have no immediate plans to issue any new Shares pursuant to the Share Issue Mandate.

LETTER FROM THE BOARD

5. PROPOSED DIMINUTION OF THE AUTHORISED SHARE CAPITAL

The authorised share capital of the Company is set at US\$500,000,000 divided into 1,000,000,000 Shares.

As of the Latest Practicable Date, the issued and paid-up share capital of the Company is US\$164,525,686.50, representing 329,051,373 Shares.

The Directors propose to seek approval from the Shareholders by way of an ordinary resolution to diminish the authorised share capital from US\$500,000,000 to US\$400,000,000 by cancelling 200,000,000 unissued Shares of par value US\$0.50 each and diminishing the authorised share capital of US\$100,000,000 being the amount of the unissued Shares so cancelled. The par value of US\$0.50 of the Shares will not be affected and will remain unchanged.

The Board considers that the existing authorised share capital of the Company of US\$500,000,000, which has been in effect since 25 May 1990, exceeds the needs of the Company and the Diminution of the Authorised Share Capital by cancellation of the unissued share capital would be in the interests of the Company and the Shareholders as a whole, after taking into consideration (a) the existing issued and paid up share capital; (b) the maximum number of new Shares which may be issued and allotted pursuant to the Share Issue Mandate and the Executive Share Option Scheme 2012; (c) the Company having no present intention to raise capital to the maximum amount so authorised; and (d) the savings which would be achieved as a result of lower annual Bermuda Government fee which is calculated based on, among others, the authorised share capital of the Company after the Diminution of Authorised Share Capital.

The Diminution of Authorised Share Capital will not, of itself, alter the issued share capital of the Company or the interests of the Shareholders. It is a cancellation in respect of the authorised but unissued share capital and will not constitute a reduction in issued share capital within the meaning of the Companies Act 1981 of Bermuda.

6. THE RANK GROUP PLC 2020 LONG-TERM INCENTIVE PLAN

The 2010 LTIP of Rank was approved by Rank's shareholders on 22 April 2010 with amendments thereto approved on 22 April 2015. It was further approved by the Shareholders pursuant to Chapter 17 of the Listing Rules on 24 November 2015. Since the establishment of the 2010 LTIP and up to the Latest Practicable Date, no option had been granted pursuant to the 2010 LTIP. The 2010 LTIP became closed to further awards in April 2020 upon reaching the end of its ten-year life.

In view of the expiry of the 2010 LTIP, Rank proposed to seek approval from its shareholders at its annual general meeting to be held on 11 November 2020 on the proposed adoption of the 2020 LTIP. The 2020 LTIP provides for a scheme in compliance with the applicable law in UK for granting awards including conditional awards and/or options to Rank's employees including executive directors, the vesting/exercise of which would entitle the Participants to be issued new Rank shares or to be transferred Rank shares in issue pursuant to the terms and conditions therein. The 2020 LTIP is designed to align the interests of the Rank's employees (including executive directors) and shareholders through the creation of shareholder value over the long-term and to motivate the employees of Rank to achieve business goals and performance through share ownership.

LETTER FROM THE BOARD

Based on the total number of 390,683,521 Rank shares in issue as at the Latest Practicable Date and presuming there are no changes in the issued share capital of Rank from the Latest Practicable Date to the date of the AGM, the maximum number of new Rank shares which may be issued upon exercise of the options and vesting of share awards granted pursuant to the 2020 LTIP and other schemes, if any, is 39,068,352, being 10% of total issued share capital of Rank as at the Latest Practicable Date.

As Rank is a subsidiary of the Company, the 2020 LTIP which allows the grant of, among others, options over newly issued Rank shares shall comply with the requirements under Chapter 17 of the Listing Rules. The 2020 LTIP will be subject to the approval by the Shareholders at the AGM. For avoidance of doubt, the allotment and issuance of any new Rank shares under the 2020 LTIP does not require approval from the Shareholders. Rank will apply for blocklisting from the UK Financial Conduct Authority in respect of such new Rank shares.

Pursuant to the 2020 LTIP, the option price per Rank share to be paid by an option holder on the exercise of an option shall be a nominal amount determined by the remuneration committee of Rank, which shall be (a) nil; (b) the nominal value of a Rank share; or (c) such other price at the discretion of the remuneration committee of Rank. As the option price payable, if any, is only nominal, an option is similar to a free conditional Award under the 2020 LTIP. Given the provisions on the maximum entitlement of each eligible participant under the 2020 LTIP by reference to his/her annual salary and prevailing market value of the Rank shares, the Board is of the view that the provisions relating to the option price under the 2020 LTIP are fair and reasonable.

As at the Latest Practicable Date, Rank's current intention is to grant conditional awards (and not options) under the 2020 LTIP within 6 weeks of the later of (i) Rank's shareholders approving the 2020 LTIP at its annual general meeting to be held on 11 November 2020 and (ii) the Shareholders approving the 2020 LTIP at the AGM. The details of such grant have not yet been determined.

An overview of the 2020 LTIP is set out in Appendix II to this circular. A copy of the 2020 LTIP 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 22 October 2020 up to and including 6 November 2020 and at the AGM.

7. AGM

A notice convening the AGM is set out on pages 22 to 26 to this circular.

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. Where the chairman of the AGM, 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 Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, 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 AGM.

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.

LETTER FROM THE BOARD

8. CLOSURE OF REGISTER OF MEMBERS

For determining entitlements of Shareholders to the right to attend and vote at the AGM:

Closure dates of register of members (both days inclusive)	3 November 2020 (Tuesday) to 6 November 2020 (Friday)
Latest time to lodge transfers AGM	4:30 p.m. on 2 November 2020 (Monday) 6 November 2020 (Friday)

For determining entitlements of Shareholders to the right to the proposed final dividend*:

Closure date of register of members	13 November 2020 (Friday)
Latest time to lodge transfers	4:30 p.m. on 12 November 2020 (Thursday)
Record date	13 November 2020 (Friday)
Payment date of proposed final dividend	25 November 2020 (Wednesday)

(* subject to Shareholders' approval at the AGM)

During the periods of the closure of register of members, no share transfers will be registered. For registration, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong before the relevant latest time as shown above.

9. RECOMMENDATION

The Directors consider that the above proposals are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all resolutions set out in the notice of the AGM on pages 22 to 26 of this circular.

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

Yours faithfully,
By Order of the Board
KWEK Leng Hai
Executive Chairman

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

1. Mr. KWEK Leng San (“Mr. Kwek”), aged 65, is a Non-executive Director since 1990. He graduated from University of London with a Bachelor of Science (Engineering) and also holds a Master of Science (Finance) from City University London. He has extensive experience in various business sectors, including financial services and manufacturing.

Mr. Kwek is a director and a shareholder of HLCM, the Company’s ultimate holding company. He is also the Chairman of Malaysian Pacific Industries Berhad, Hong Leong Industries Berhad, Hume 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, a controlling shareholder and the former Chairman of the Company, and Mr. KWEK Leng Hai, the Executive Chairman 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. Mr. Kwek is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Bye-Laws and the CGP Code. Mr. Kwek will retire and, being eligible, 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 2020 pursuant to the Company’s policy that salaried director of any Group company or Hong Leong Group company 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 the 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. David Michael NORMAN (“Mr. Norman”), aged 64, was appointed as an Independent Non-executive Director and a member of the BARMC in July 2013 and as a member of the BNC on 18 November 2019 after the conclusion of the annual general meeting held on even day. Mr. Norman studied philosophy and psychology at Oxford University in the United Kingdom and was admitted as a solicitor in the United Kingdom and Hong Kong in 1981 and 1984 respectively. 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 was appointed as the Chairman of the Share Registrars’ Disciplinary Committee of the SFC for a term from 1 April 2019 to 31 March 2021. He was also reappointed as a member of both the Takeovers Appeal Committee and Takeovers and Mergers Panel of the SFC for a term from 1 April 2020 to 31 March 2022. He is also a non-executive director of South China Holdings Company Limited, listed in Hong Kong. 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.

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. Mr. Norman is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Bye-Laws and the CGP Code. Mr. Norman will retire and, being eligible, offer himself for re-election at the AGM. The proposed Director’s fee of Mr. Norman for the financial year ended 30 June 2020 is HK\$448,525 and 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 the 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. Lester G. HUANG, *SBS, JP* (“Mr. Huang”), aged 60, was appointed as an Independent Non-executive Director and a member of both the BARMC and Board Remuneration Committee of the Company on 18 November 2019 after the conclusion of the annual general meeting held on even date.

Mr. Huang graduated with a Bachelor of Laws degree from the University of Hong Kong in 1982 and a Master of Education degree from the Chinese University of Hong Kong in 2006. Mr. Huang became a qualified solicitor of Hong Kong in March 1985 and has over 30 years of post-qualification experience. Mr. Huang is a practising solicitor and notary public, and is currently the Managing Partner and Co-Chairman of P. C. Woo & Co., a solicitor firm in Hong Kong.

In 2002, the Government of the Hong Kong Special Administrative Region (“The Government of HKSAR”) appointed Mr. Huang as a Justice of the Peace. In July 2018, The Government of HKSAR awarded him a Silver Bauhinia Star for his public services.

Mr. Huang is a non-executive director of the SFC. He also chairs the Investor and Financial Education Council (a subsidiary of the SFC). Mr. Huang’s public roles also include serving as the Chairman of the Council of City University of Hong Kong, Chairman of the Social Welfare Advisory Committee of the Labour and Welfare Bureau, Chairman of the Standing Committee on Language Education and Research and an ex-officio member of the Education Commission. He has also been appointed as a director of Faithful Servant Charitable Foundation Limited since August 2019 and a Steward of The Hong Kong Jockey Club since April 2020.

Previously, Mr. Huang was the President of the Law Society of Hong Kong from 2007 to 2009. He was also a member of the Hospital Authority, the Hong Kong Monetary Authority’s Exchange Fund Advisory Committee and a non-executive director of the Urban Renewal Authority. He also served as a member of the Standing Committee on Judicial Salaries and Conditions of Service and other public positions.

Mr. Huang is an independent non-executive director of Lam Soon (Hong Kong) Limited (a member of Hong Leong Group and listed in Hong Kong) and Kidsland International Holdings Limited (listed in Hong Kong). Save as disclosed above, he had not held any directorship in other public listed companies in the last three years prior to the Latest Practicable Date.

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

As at the Latest Practicable Date, Mr. Huang 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. Huang and the Company. Mr. Huang is not appointed for a specific term but is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Bye-Laws and the CGP Code. Mr. Huang will retire and, being eligible, offer himself for re-election at the AGM. The proposed Director’s fee of Mr. Huang for the financial year ended 30 June 2020 is HK\$284,044 and is subject to Shareholders’ approval at the AGM.

Save as disclosed above, there are no other matters concerning Mr. Huang 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.

DEFINITIONS

Except where the context specifies, the following definitions apply throughout this Appendix:

“2020 LTIP”	2020 Long-Term Incentive Plan of Rank
“Associate”	has the meaning given in the HKEX Listing Rules
“Award”	an Option or a Conditional Award
“Cessation”	a Participant ceasing to be an employee of a Group Member, except where: <ul style="list-style-type: none">(i) the Participant remains an employee of any other Group Member; or(ii) the Participant retains a statutory right to return to work
“Committee”	the remuneration committee of the board of directors of Rank
“Conditional Award”	a conditional right to acquire Rank shares granted under the 2020 LTIP which is designated as a conditional award by the Committee
“Dealing Day”	a day on which the London Stock Exchange is open for business
“Employees’ Share Scheme”	has the meaning given by section 1166 of the UK Companies Act 2006
“Exercise Period”	the period commencing on the date on which an Option Vests and ending on the date determined under paragraph 7.2(d) during which an Option may be exercised subject to lapsing earlier under the 2020 LTIP
“Grant Date”	the date on which an Award is granted
“Group Member”	<ul style="list-style-type: none">(i) a Participating Company or a body corporate which is Rank’s holding company (within the meaning of section 1159 of the UK Companies Act 2006) or a Subsidiary of Rank’s holding company;(ii) a body corporate which is a subsidiary undertaking (within the meaning of section 1162 of the UK Companies Act 2006) of a body corporate within paragraph (i) above and has been designated by the board of directors of Rank for this purpose; and(iii) any other body corporate in relation to which a body corporate within paragraph (i) or (ii) above is able (whether directly or indirectly) to exercise 20% or more of its equity voting rights and has been designated by the board of directors of Rank for this purpose

“Guoco”	Guoco Group Limited
“HKEX Listing Rules”	The Rules Governing the Listing of Securities on the Hong Kong Stock Exchange
“Holding Period”	the period starting on the date on which an Award Vests and ending on the earliest of the dates as specified in the rule of 2020 LTIP during which a Participant is required not to sell, transfer, assign or dispose of their net Vested Rank shares in accordance with the rules in 2020 LTIP
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“London Stock Exchange”	London Stock Exchange plc
“Option”	a conditional right to acquire Rank shares which is designated as an option by the Committee under paragraph 7.2(b)
“Option Price”	the nominal amount, if any, determined under paragraph 7.2(c) as payable per Rank share on the exercise of an Option (including any Rank shares acquired in respect of a benefit calculated by reference to dividends paid on Rank shares), provided that the Committee may reduce or waive this Option Price on or prior to the exercise of the Option
“Participant”	a person who holds an Award, including their personal representatives
“Participating Company”	Rank or any subsidiary of Rank
“Performance Condition”	a condition (or conditions) related to performance which is specified by the Committee under paragraph 7.2(e)
“Rank”	The Rank Group Plc, the shares of which are listed on the London Stock Exchange
“Subsidiary”	a body corporate which is a subsidiary (within the meaning of section 1159 of the UK Companies Act 2006)
“Substantial Shareholder”	has the meaning given in the HKEX Listing Rules
“Vest”	(i) in relation to an Option, it becoming exercisable; and (ii) in relation to a Conditional Award, a Participant becoming entitled to have Shares transferred to them, in each case subject to the rules in the 2020 LTIP and Vesting shall be construed accordingly
“Vested Rank shares”	those Shares in respect of which an Award Vests

The following is an overview of the 2020 LTIP of Rank:

1 Purposes

The 2020 LTIP provides for a scheme for granting Awards to Rank's employees (including executive directors), the vesting/exercise of which would entitle the Participants to be issued new Rank shares or to be transferred Rank shares in issue pursuant to the terms and conditions therein.

The purpose of the 2020 LTIP is to align the interests of the Rank's employees (including executive directors) and shareholders through the creation of shareholder value over the long-term and to motivate the employees in Rank to achieve business goals and performance through share ownership.

2 Administration

The 2020 LTIP shall be administered by the Committee in its absolute discretion with such powers and duties as are conferred on it by the board of directors of Rank. The Committee comprises independent non-executive directors of Rank.

3 Eligibility

An individual is eligible to be granted an Award only if they are an employee (including an executive director) of a Participating Company.

4 Limits of the 2020 LTIP

- 4.1 For so long as the Rank is a subsidiary of Guoco, the total number of unissued Rank shares in respect of which Awards may be granted under the 2020 LTIP shall not, when aggregated with the number of Rank shares issued, or capable of issue, pursuant to options, awards or rights granted under any other Employees' Share Scheme adopted by Rank, exceed 10% of Rank's share capital in issue as at the date of approval of the 2020 LTIP by the shareholders of Guoco and, for the avoidance of doubt, Awards that have lapsed in accordance with the 2020 LTIP will not be counted for the purposes of calculating this 10% limit. In the event that Rank cancels an Award held by an Award holder and offers new Awards to the same person, the grant of such new Award must be within the aforesaid limit.
- 4.2 Pursuant to the 2020 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 AGM, the total number of new Rank shares which can be issued pursuant to the Awards granted under the 2020 LTIP or any other Employees' Share Scheme adopted by Rank shall not exceed 39,068,352 shares.
- 4.3 Where there is a variation of the share capital of Rank (including sub-division or consolidation of share capital), the number of Rank shares issued, or capable of issue, pursuant to options, awards or rights granted under the 2020 LTIP and any other Employees' Share Scheme adopted by Rank and the total number of Rank's shares in issue as at the date of approval of the 2020 LTIP by the shareholders of Guoco shall be adjusted pertaining to such capital variation so that the 10% limit shall remain unchanged.

- 4.4 The aforesaid limit may only be exceeded if the shareholders of Guoco approve the grant of the Awards that would cause that limit to be exceeded in accordance with the HKEX Listing Rules and provided that, notwithstanding any other provision of the 2020 LTIP, the total number of unissued Rank Shares in respect of which Awards may be granted under the 2020 LTIP does not, when aggregated with the number of Rank shares capable of issue pursuant to options, awards or rights granted under any other Employees' Share Scheme adopted by Rank, exceed 30% of Rank's share capital from time to time.

5 Maximum Entitlement for Each Eligible Participant

- 5.1 An Award may not be granted to an employee Participant if:
- (a) the maximum total market value of Rank shares (calculated as set out in this paragraph) over which an Award may be granted to an employee in respect of any financial year of Rank exceeds 200% of his/her annual salary; and
 - (b) the new Rank shares to be issued under such Award (together with any Award granted in the preceding 12 months) shall exceed such number that represent more than 1% of the share capital of Rank in issue at that time unless the grant of such Award is made subject to the approval of the shareholders of Guoco in accordance with the HKEX Listing Rules.
- 5.2 "Market value" of the Rank shares over which an Award is to be granted shall ordinarily be taken to be an amount equal to the closing middle-market quotation of such Rank shares (as derived from the London Stock Exchange Daily Official List) on the last Dealing Day before the Grant Date, or the average of the closing middle market quotations during a period determined by the Committee of up to 5 days ending with the last Dealing Day before the Grant Date provided such Dealing Day(s) do not fall within any period when dealing in the Rank shares is prohibited under the share dealing code of Rank.

6 Restriction on Grants to Individuals

- 6.1 Each grant of an Award under the 2020 LTIP to a proposed Participant who is also a director (including an independent non-executive director), chief executive or Substantial Shareholder of Guoco, or any of their respective Associates must be approved by the independent non-executive directors of Guoco (excluding any independent non-executive director who is the proposed Participant of the Awards).

6.2 Where any grant of an Award to a Substantial Shareholder or an independent non-executive director of Guoco, or any of their respective Associates would result in the new Rank shares issued and to be issued upon exercise/Vesting of all Awards already granted and to be granted under the 2020 LTIP (including Awards exercised/vested, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant:

- (i) representing in aggregate over 0.1% of the Rank shares in issue; and
- (ii) having an aggregate value, based on the closing price of the Rank shares at the date of each grant, in excess of HK\$5 million or equivalent in other currency,

such grant of Awards must be approved by the shareholders of Guoco in general meeting. Any shareholder of Guoco who is interested in the grant of such Award must abstain from voting in favour of the relevant resolution.

7 Grant of Awards

7.1 The Committee may resolve to grant an Award on:

- (a) the terms set out in the 2020 LTIP; and
- (b) any additional terms (whether a Performance Condition and/or any other terms) that the Committee proposes,

to any person who is eligible to be granted an Award under paragraph 3 above. No payment is required for the grant of an Award.

7.2 The Committee shall (or may, as appropriate) determine:

- (a) the number of Rank shares over which the Award is granted;
- (b) whether the Award shall be an Option or a Conditional Award, provided that if no determination is made it shall be an Option;
- (c) if an Award is an Option, the Option Price (if any), provided that if no determination is made it shall have a nil Option Price;
- (d) if an Award is an Option, the date at the end of which the Exercise Period shall (subject to the term of the 2020 LTIP) expire, provided that if no such determination is made that day shall be the day immediately preceding the tenth anniversary of the Grant Date;
- (e) the Performance Condition and any other additional conditions (if any) applicable to the Award;
- (f) the date to be specified for the purposes of time of Vesting; and

- (g) whether the relevant Participant shall be entitled to a benefit calculated by reference to dividends paid on Rank shares or increase in the number of Rank shares comprised within their Award pursuant to the rule of 2020 LTIP.

Each of the determinations noted in paragraphs (a) to (g) above shall be made by the Committee on or before the Award's Grant Date save that, at the discretion of the Committee, a Performance Condition proposed for an Award may instead be determined (or finalised as relevant) by the Committee within six months of the Award's Grant Date. Where such aforementioned discretion in respect of determining a Performance Condition is used, the related Award shall not be capable of Vesting to any extent (if at all) under the 2020 LTIP or its Performance Condition until all details of its Performance Condition are determined by the Committee.

- 7.3 Pursuant to the remuneration policy of Rank, when determining the Performance Condition, the Committee will consider factors including the strategic plan, the annual budget, economic conditions, individual's areas of responsibility, the Committee's expectations over the relevant period and input from the major shareholders¹.

8 Timing of Grant

No Award may be granted under the 2020 LTIP until the 2020 LTIP is approved by the shareholders of Rank in general meeting and also by the shareholders of Guoco in accordance with HKEX Listing Rules.

An Award may only be granted thereafter:

- (a) within the period of 6 weeks commencing on the date on which the 2020 LTIP is approved by shareholders of Rank or the shareholders of Guoco in accordance with the HKEX Listing Rules, whichever is later;
- (b) within the period of 6 weeks beginning with the dealing day after the date on which Rank announces its results for any period; or
- (c) at any other time when the Committee considers that circumstances are sufficiently exceptional to justify its grant,

but an Award may not be granted after the expiry of the 10 year period beginning with the date on which the 2020 LTIP is approved by the shareholders.

The grant of any Award shall be subject to obtaining any approval or consent required under any applicable laws and any share dealing code of Rank².

¹ "Input from the major shareholders" includes, among others, input on the appropriateness of the Performance Condition based on the aforesaid factors.

² Under the applicable laws and the share dealing code of Rank, no grant of Award would be made during Rank's closed period (i.e. 30 calendar days before the announcement of its results for any period or when Rank has come to knowledge of any inside information until it is published.

9 Vesting of Awards

9.1 An Award shall Vest on the later of:

- (a) its vesting date determined under paragraph 7.2(f) above; and
- (b) if any Performance Condition and any other condition has been imposed on the Vesting of the Award, the date on which the Committee determines whether or not it has been wholly or partly satisfied,

if the Vesting of the Award under this paragraph would otherwise occur on a day which is not a Dealing Day, the Award will Vest on the first Dealing Day immediately following such date unless otherwise determined by the Committee.

9.2 An award, if vested, may be satisfied:

- (a) by the issue of new Rank shares; and/or
- (b) by the transfer of treasury shares of Rank; and/or
- (c) by the transfer of Rank shares (other than the transfer of treasury shares of Rank).

The Committee may decide to change the way in which it is intended that an Award may be satisfied after it has been granted, having regard to the provisions of paragraph 4.

10 Exercise of Options

A Vested Option shall be exercisable for a 12-month period commencing on the date on which the Award Vests (or, if shorter, until the expiry of the Exercise Period) or such other period that the Committee specifies and, to the extent that the Option is not exercised, it shall lapse at the end of that period.

11 Option Price

In respect of an Option, the Option 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 Committee save that if and to the extent that the Option is to be satisfied by the issue of Rank shares directly to the Option holder, the Option Price shall be not less than the nominal value of a Rank share. For the avoidance of doubt, no Option Price is payable for the Vesting of Rank shares under a Conditional Award.

12 Rights of Rank Shares

All new Rank shares allotted under the 2020 LTIP shall rank equally in all respects with Rank shares then in issue except for any rights attaching to Rank shares by reference to a record date before the date of the allotment.

Where Vested Rank shares are transferred, Participants shall be entitled to all rights attaching to those Rank shares by reference to a record date on or after the date of such transfer.

13 Non-Transferability and Bankruptcy

An Award granted to any person:

- (a) shall not be transferred, assigned, charged or otherwise disposed of (except on their death to their personal representatives) and shall lapse immediately on any attempt to do so; and
- (b) shall lapse immediately if they are declared bankrupt (unless the Committee determines otherwise).

14 Lapse of Awards

14.1 An Award shall lapse:

- (a) in accordance with the rules of the 2020 LTIP; or
- (b) to the extent it does not Vest.

14.2 If a Participant ceasing to be an employee before the vesting date of an Award due to:

- (a) the Participant's death;
- (b) the Participant's ill-health, injury or disability (evidenced to the satisfaction of the Committee);
- (c) the Participant's redundancy;
- (d) the Participant's retirement with the agreement of the Committee;
- (e) the Participant's office or employment being either with a company which ceases to be a Group Member or relating to a business or part of a business which is transferred to a person who is not a Group Member; or
- (f) in any other circumstances where the Committee determines that this paragraph shall apply in relation to the Award,

then, that Award shall Vest on the Vesting date unless the Committee determines it shall Vest on the early Vesting date.

In either case, Vesting may be subject to any additional conditions that the Committee specifies. Where the Award is an Option, paragraph 10 above shall also apply.

14.3 Where a Cessation occurs on or after the Vesting date for a reason specified in paragraph 14.2 above, any unexercised Options held by the Participant shall continue to be exercisable for a 12 month period commencing on the date of Cessation (or, if shorter, until the expiry of the Exercise Period) and, to the extent it is not exercised, it shall lapse at the end of that period.

14.4 If a Cessation occurs for any reason other than those specified in paragraphs 14.2 or 14.3 above, any Award (including any Vested but unexercised Option) held by the relevant Participant shall lapse immediately regardless of whether that Cessation was lawful or unlawful.

15 Cancellation of Award

In the event of an internal reorganisation where at least 75% of the shares in the company acquiring the control of Rank are expected to be held by substantially the same persons who were shareholders of Rank, the Committee, with the consent of the acquiring company, may decide that an Award shall not Vest but shall be automatically cancelled in consideration for the grant of a new award.

16 Variation of Capital Structure

16.1 In the event of:

- (a) a variation of the share capital of Rank (including capitalisation issue, rights issue, sub-division or consolidation of capital or reduction of capital); or
- (b) a demerger, special dividend or other similar event which affects the market price of Rank shares to a material extent,

the Committee may make such adjustments³ as it considers appropriate under paragraph 16.2 below.

16.2 An adjustment made under this paragraph shall be made to one or more of:

- (a) the number of Rank shares comprised in an Award;
- (b) subject to paragraph 16.3 below, the Option Price; and
- (c) where any Award has Vested or Option has been exercised but no Rank shares have been transferred or allotted after such Vesting or exercise, the number of Rank shares which may be so transferred or allotted and (if relevant) the price at which they may be acquired.

16.3 An adjustment under paragraph 16.2 above may reduce the price at which Rank shares may be subscribed for on the exercise of an Option to less than their nominal value, but only if and to the extent that the board of directors is authorised:

- (a) to capitalise from the reserves of Rank a sum equal to the amount by which the nominal value of the Rank shares in respect of which the Option is exercised and which are to be allotted after such exercise exceeds the price at which the Rank shares may be subscribed for; and
- (b) to apply that sum in paying up that amount on those Rank shares,

so that on exercise of any Option in respect of which such a reduction has been made the board of directors of Rank shall capitalise that sum (if any) and apply it in paying up that amount.

³ Adjustments as a result of an issue of securities with a price-dilutive element will be made by reference to the scrip factor set out in the Supplementary Guidance on Rule 17.03(13) of the HKEX Listing Rules issued by the Hong Kong Stock Exchange on 5 September 2005 (“Supplementary Guidance”). The Company will comply with the guidance set out in the Supplementary Guidance.

17 Alteration of the 2020 LTIP

- 17.1 Except as described in paragraphs 17.2 and 17.4 below, the Committee may at any time alter the 2020 LTIP or the terms of the Award.
- 17.2 Without the prior approval by ordinary resolution of the members of the Rank in general meeting, no alteration to the advantage of an individual to whom an Award has been or may be granted shall be made under paragraph 17.1 above to the provisions concerning:
- (a) eligibility;
 - (b) the individual limits on participation;
 - (c) the overall limit on the issue of Rank shares or the transfer of Rank treasury shares;
 - (d) the basis for determining a Participant's entitlement to, and the terms of, Rank shares or cash provided under the 2020 LTIP;
 - (e) the adjustments that may be made in the event of any variation of capital; and
 - (f) the terms of this paragraph.
- 17.3 Paragraph 17.2 above shall not apply to:
- (a) any minor alteration to benefit the administration of the 2020 LTIP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for Participants or any Group Member; or
 - (b) any alteration relating to the Performance Condition made under paragraph 17.5 below.
- 17.4 No alteration to the material disadvantage of Participants (other than a change to any Performance Condition) shall be made under paragraph 17.1 unless:
- (a) the board of directors of Rank has invited every relevant Participant to indicate whether or not they approve the alteration; and
 - (b) the alteration is approved by a majority of those Participants who have given such an indication.

- 17.5 The Committee may amend any Performance Condition without prior Rank's shareholder approval if:
- (a) an event has occurred which causes the Committee reasonably to consider that it would be appropriate to amend the Performance Condition;
 - (b) the altered Performance Condition will not be materially less challenging to satisfy than the unaltered Performance Condition would have been but for the event in question; and
 - (c) the Committee shall act fairly and reasonably in making the alteration.

So long as Rank remains a subsidiary of Guoco and the shares of Guoco remain listed on the Hong Kong Stock Exchange, no alteration shall be made without prior approval of Guoco's shareholders if such approval is required pursuant to the HKEX Listing Rules.

18 Duration and Termination of the 2020 LTIP

No Award shall be granted under the 2020 LTIP after the expiry of the 10-year period beginning with the date on which the 2020 LTIP is approved by the Rank shareholders.

Rank shareholders in general meeting or the directors of Rank may at any time resolve to terminate the 2020 LTIP in which event no further Awards shall be granted, but the provisions of the 2020 LTIP shall in relation to Awards then subsisting continue in full force and effect.

19 Value of Options

The board of directors of Guoco considers that it is not appropriate to state the value of all options that can be granted under the 2020 LTIP, as if they had been granted on the Latest Practicable Date, since a number of variables which are crucial for the calculation of the value of the Options have not been determined. Such variables include the Option Price, option period, performance targets set (if any) and other relevant variables. It is believed that any calculation of the value of the 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.

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 Boardroom 6, Mezzanine Floor, Renaissance Harbour View Hotel Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Friday, 6 November 2020 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 Report of the Directors and Independent Auditor’s Report for the year ended 30 June 2020.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of Directors for the year ended 30 June 2020. (Resolution 2)
4. A. To re-elect Mr. KWEK Leng San as a Director. (Resolution 3)
B. To re-elect Mr. David Michael NORMAN as a Director. (Resolution 4)
C. To re-elect Mr. Lester G. HUANG as a Director. (Resolution 5)
5. To re-appoint KPMG as Auditor of the Company and to authorise the 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 an ordinary resolution: (Resolution 7)

“THAT:

- (a) subject to paragraph (b), pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and all applicable laws, the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to issue, allot and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (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 (as defined hereinafter);
 - (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, the issue of which warrants and other securities has been previously been approved by shareholders of the Company;
 - (iii) the exercise of any option under the Company's share option schemes or similar arrangement for the time being adopted for the grant or issue to eligible persons of shares or rights to acquire shares; 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
- (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).”

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7. To consider and, if thought fit, pass with or without amendments the following as an ordinary resolution: (Resolution 8)

“**THAT** in accordance with section 45(1) of the Companies Act 1981 of Bermuda the authorised share capital of the Company be diminished from US\$500,000,000 to US\$400,000,000 by cancelling 200,000,000 authorised but unissued shares of par value US\$0.50 each in the authorised share capital of the Company such that the authorised share capital of the Company will become US\$400,000,000 divided into 800,000,000 shares of US\$0.50 each.”

8. To consider and, if thought fit, pass with or without amendments the following as an ordinary resolution: (Resolution 9)

“**THAT** The Rank Group Plc 2020 Long-Term Incentive Plan (the “Rank LTIP”, a copy of which has been produced to the meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) be and is hereby approved and adopted and that the Directors of the Company be authorised to execute such documents and/or take such action as they deem appropriate to implement and to give full effect to the Rank LTIP.”

By Order of the Board
LO Sze Man, Stella
Company Secretary

Hong Kong, 7 October 2020

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A shareholder entitled to attend and vote at the meeting convened by this notice (the “Meeting”) is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not 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 Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, 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 a shareholder from attending and voting at the Meeting (or any adjourned meeting thereof) should the shareholder so wish.
3. Where there are joint registered holders of any share, any one of such persons may vote at the Meeting, either personally or by proxy in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders is present at the Meeting personally or by proxy, such person so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. The register of members of the Company will be closed from Tuesday, 3 November 2020 to Friday, 6 November 2020 (both days inclusive), during which period no transfers of shares will be registered. To determine the entitlement to attend and vote at the Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 2 November 2020.
5. A final dividend of HK\$1.50 per share for the financial year ended 30 June 2020 payable on Wednesday, 25 November 2020 to shareholders whose names appear on the register of members of the Company on Friday, 13 November 2020 is recommended for approval of the shareholders of the Company at the Meeting.
6. Subject to the approval of the payment of the final dividend by the shareholder of the Company, the register of members of the Company will be closed on Friday, 13 November 2020, on such date no transfer of shares will be registered. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 12 November 2020.
7. A total directors’ fees of HK\$1,451,367 for the year ended 30 June 2020 for the independent non-executive directors of the Company is proposed for approval by the shareholders of the Company at the Meeting.
8. The biographical details of the Directors who offer themselves for re-election at the Meeting are set out in the circular to the shareholders of the Company dated 7 October 2020.
9. Bad Weather Arrangements: The Meeting will be held on Friday, 6 November 2020 as scheduled regardless of whether or not an amber or red rainstorm warning signal is in force in Hong Kong at any time on that day. Shareholders should make their own decision as to whether they would attend the Meeting under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution. However, if a black rainstorm warning signal or a tropical cyclone warning signal no. 8 or above is in force in Hong Kong at 9:00 a.m. on Friday, 6 November 2020, the Meeting will not be held on that day and alternative meeting arrangements will be made. Shareholders may visit the website of the Company at www.guoco.com for details of the postponement and alternative meeting arrangements.

NOTICE OF ANNUAL GENERAL MEETING

10. In the event that social distancing measures to combat the COVID-19 pandemic are in place on or around the date of the Meeting, the Company may implement, as appropriate, the following precautionary measures to minimise the potential risk of contracting and possible spreading COVID-19 at the Meeting, including, without limitation, (i) compulsory body temperature checks on every attendee; (ii) each attendee being required to complete and submit a health declaration form; (iii) all attendees being required to wear surgical face masks on entry to and throughout the Meeting; (iv) attendees being required to sit at a distance from other attendees; and (v) no refreshment or drink being served.

To ensure the safety of attendees at the Meeting and consistent with the guidelines on the prevention of COVID-19, the Company reserves the right to decline entry into or require any person to leave the venue if such person (a) refuses to comply with any of the above precautionary measures; (b) is having a body temperature of over 37.5 degree Celsius; (c) is exhibiting any fever or respiratory symptoms; or (d) is subject to any quarantine prescribed by the Government of the Hong Kong Special Administrative Region. The Company would like to remind the Shareholders that physical attendance at the Meeting is not necessary for the purpose of exercising their voting rights. Shareholders are encouraged to appoint the chairman of the Meeting as their proxies to attend and vote on their behalf by completing and returning the proxy form in accordance with the instructions printed thereon.

Subject to the development of COVID-19 situation, the Company may implement other measures without prior notice, if necessary.