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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Guoco Group Limited (“the Company”) will be held at Salons 1-2, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, 8 November 2022 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 2022.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of Directors for the year ended 30 June 2022. (Resolution 2)
4. a. To re-elect Mr. KWEK Leng San as Director. (Resolution 3a)
b. To re-elect Mr. David Michael NORMAN as Director. (Resolution 3b)
c. To re-elect Mr. Paul Jeremy BROUGH as Director. (Resolution 3c)
5. To re-appoint KPMG as auditor of the Company and to authorise the Directors to fix their remuneration. (Resolution 4)

As Special Business:

6. To consider and, if thought fit, pass the following as an ordinary resolution:

(Resolution 5)

“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;
- (b) the aggregate number of shares 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 and vesting of any share grant under the Company’s share 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 total number of issued shares of the Company 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).”

7. To consider and, if thought fit, pass with or without amendments, the following as (Resolution 6) an ordinary resolution:

“THAT subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, shares in the capital of the Company which may fall to be issued pursuant to the exercise of options or vesting of share grants under the Guoco Group Limited Executive Share Scheme 2022, as defined and summarised in the circular dated 13 October 2022 of the Company (the rules of which are contained in the document marked “A” produced to the meeting and signed by the Chairman of this meeting for the purposes of identification) (the “ESS 2022”), the ESS 2022 be and is hereby approved and adopted by the Company and that the directors of the Company be and are hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESS 2022 including but without limitation:

- (a) to administer the ESS 2022 in which new shares may be issued to the option holders or grant holders upon exercise of options or vesting of share grants;

- (b) to modify and/or amend the ESS 2022 from time to time provided that such modification and/or amendment is effected in accordance with the terms and provisions of the ESS 2022 relating to modification and/or amendment; and
 - (c) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued and allotted pursuant to the ESS 2022.”
8. To consider and, if thought fit, pass with or without amendments, the following as a (Resolution 7) special resolution:

“THAT:

- (a) the existing bye-laws of the Company be and are hereby amended in the manner as set out in Appendix III to the circular of the Company dated 13 October, 2022 (the “Circular”); and the new amended and restated bye-laws of the Company in the form produced to the meeting marked “B” and signed by the chairman of the meeting for the purpose of identification, which consolidates all the proposed amendments to the existing bye-laws mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect from the conclusion of the meeting; and
- (b) any one Director of the Company be and is hereby authorised to do all acts and things and to sign, execute and deliver all documents as he may deem necessary, expedient or appropriate to give effect to or otherwise in connection with the proposed amendments to the existing bye-laws and the proposed adoption of the new bye-laws of the Company.”

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

Hong Kong, 13 October 2022

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, Wanchai, 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 and in such event, the form of proxy shall be deemed to be revoked.
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 Thursday, 3 November 2022 to Tuesday, 8 November 2022 (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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 November 2022.
5. A final dividend of HK\$1.50 per share for the financial year ended 30 June 2022 payable on Thursday, 24 November 2022 to shareholders whose names appear on the register of members of the Company on Tuesday, 15 November 2022 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 Tuesday, 15 November 2022, 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 14 November 2022.
7. A total directors’ fees of HK\$1,511,506 for the year ended 30 June 2022 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 13 October 2022.
9. **Bad Weather Arrangements:** The Meeting will be held on Tuesday, 8 November 2022 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 Tuesday, 8 November 2022, the Meeting will be adjourned in accordance with the bye-laws of the Company and alternative meeting arrangements will be made. Shareholders may visit the website of the Company at www.guoco.com for details of the adjournment and alternative meeting arrangements.
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.

As at the date of this notice, the board of directors of the Company comprises Mr. KWEK Leng Hai as Executive Chairman; Mr. CHEW Seong Aun as Executive Director; Mr. KWEK Leng San as Non-executive Director; Mr. David M. NORMAN, Mr. Lester G. HUANG, SBS, JP and Mr. Paul J. BROUGH as Independent Non-executive Directors.