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國浩集團有限公司 Guoco Group Limited

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

PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

The board of directors (the "**Board**") of Guoco Group Limited (the "**Company**") proposes to make certain amendments ("**Proposed Amendments**") to the existing Bye-Laws of the Company (the "**Bye-Laws**") and to adopt a set of amended and restated new Bye-Laws in order to (i) bring the Bye-Laws in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") which took effect on 1 January 2022; (ii) allow general meetings to be convened and held as electronic or hybrid meetings; and (iii) make house-keeping and consequential amendments in line with the major proposed amendments. The Proposed Amendments are subject to approval by the shareholders of the Company (the "**Shareholders**") at the forthcoming annual general meeting of the Company to be held on 8 November 2022 (the "**AGM**").

A summary of major areas of the Proposed Amendments is set out below:

- (a) to bring the provision relating to an annual general meeting of the Company to be held in each financial year in alignment with paragraph 14(1) of Appendix 3 of the Listing Rules which provides that such meeting must be held within six months after the end of the Company's financial year;
- (b) to bring the provision relating to the Shareholders' right to speak and vote at a general meeting (except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration) in alignment with paragraph 14(3) of Appendix 3 of the Listing Rules;
- (c) to bring the provision relating to right of the Shareholder(s) holding not less than one-tenth of the paid-up capital of the Company to request, by written requisition, a general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition in alignment with paragraph 14(5) of Appendix 3 of the Listing Rules;
- (d) to bring the provisions relating to the appointment of the auditor of the Company (the "**Auditor**") by an ordinary resolution and the removal of the Auditor at any time before the expiration of his term of office by an extraordinary resolution in alignment with paragraph 17 of Appendix 3 of the Listing Rules;

- (e) to bring the provision relating to the right of any representatives authorised by a clearing house to attend any meeting of the Company to be equivalent to the rights of other Shareholders, including the right to speak and vote, in alignment with paragraph 19 of Appendix 3 of the Listing Rules;
- (f) to bring the provision relating to the right of the Shareholders to inspect the principal register or branch register without charge in alignment with paragraph 20 of Appendix 3 of the Listing Rules;
- (g) to allow all general meetings to be held as a physical meeting in any part of the world at one or more locations, or as an electronic meeting or as a hybrid meeting, as may be determined by the Board in its absolute discretion, and to provide for the proceedings of general meetings, the powers of the Board and the chairman of the meeting in relation thereto;
- (h) to provide that votes may be casted by such means, electronic or otherwise, as the chairman of the meeting may determine;
- (i) to provide capitalisation issue of shares by the Board to employees (including directors) of the Company and/or its affiliates or trustee of any trust to whom shares are to be allotted by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement; and
- (j) to insert, update and tidy up definitions and other references, and to make certain housekeeping and consequential amendments in line with the above amendments to the Bye-Laws.

Subject to the approval of the Shareholders by way of a special resolution at the AGM, the Proposed Amendments will take effect from the conclusion of the AGM.

A circular containing, among other matters, details of the Proposed Amendments and a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 12 October 2022

As at the date of this announcement, the Board 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.