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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.



國浩集團有限公司
Guoco Group Limited

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

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATE TO ISSUE SHARES,
AMENDMENTS TO THE BYE-LAWS AND
ADOPTION OF THE NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Wednesday, 13 November 2024 at 12:00 noon is set out on pages 16 to 19 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 and in such event, the form of proxy shall be deemed to be revoked.

No refreshment or drink would be served in the annual general meeting.

Hong Kong, 17 October 2024

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	3
APPENDIX I — DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED.	8
APPENDIX II — PROPOSED AMENDMENTS TO THE BYE-LAWS.	10
NOTICE OF ANNUAL GENERAL MEETING	16

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 at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Wednesday, 13 November 2024 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
“BRC”	the Board Remuneration Committee of the Company
“Bye-Laws”	Bye-Laws of the Company
“CG Code”	Corporate Governance Code 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
“GCAL”	GuoLine Capital Assets Limited, the ultimate holding company of the Company
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Leong Group”	Hong Leong Company (Malaysia) Berhad and GCAL and their subsidiaries from time to time
“INED(s)”	Independent Non-executive Director(s) of the Company
“Latest Practicable Date”	10 October 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“New Bye-Laws”	the amended and restated bye-laws of the Company proposed to be adopted at the AGM
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of par value US\$0.50 each in the share capital of the Company
“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 total number of Shares in issue as at the date of passing the relevant resolution granting the Share Issue Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent or percent or percentage



國浩集團有限公司
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(Incorporated in Bermuda with limited liability)
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Executive Chairman:
KWEK Leng Hai

Executive Director:
Christian K. NOTHHAFT – Chief Executive Officer

Non-executive Director:
KWEK Leng San

Independent Non-executive Directors:
David M. NORMAN
Lester G. HUANG, SBS, JP
Paul J. BROUGH

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

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

17 October 2024

Dear Shareholder(s),

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
GENERAL MANDATE TO ISSUE SHARES,
AMENDMENTS TO THE BYE-LAWS AND
ADOPTION OF THE NEW BYE-LAWS
AND
NOTICE OF ANNUAL GENERAL MEETING**

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 the re-election of Directors, the grant of Share Issue Mandate to the Directors, the proposed amendments to the Bye-Laws and adoption of the New Bye-Laws, 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 B.2.2 of the CG Code, Messrs. David M. NORMAN (“Mr. Norman”) and Paul J. BROUGH (“Mr. Brough”) shall retire from office by rotation at the AGM. Mr. Norman has indicated his intention not to offer himself for re-election while Mr. Brough, being eligible, will offer himself for re-election at the AGM.

LETTER FROM THE BOARD

Pursuant to Bye-Law 102 of the Bye-Laws, Mr. Christian K. NOTHHAFT (“Mr. Nothhaft”), who has been appointed as Executive Director and Chief Executive Officer of the Company on 15 April 2024, shall hold office until the AGM and being eligible, will offer himself for re-election at the AGM.

Brief biographical details of the 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 assessed the suitability of Mr. Nothhaft and Mr. Brough for re-election in accordance with the procedure and criteria set out in the Nomination Policy of the Company by 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 taking into account various diversity aspects as set out in the Board Diversity Policy of the Company.

Mr. Brough, a retiring INED, possesses extensive knowledge and experience including but not limited to accounting, finance and risk management, and contributes significantly to Board diversity. He participates actively in the Board and Board committee meetings and provides valuable and constructive advice to facilitate the Board’s decision-making process. The annual confirmation of independence made by Mr. Brough pursuant to Rule 3.13 of the Listing Rules was also reviewed by the BNC. During his tenure as an INED, he was not involved in the executive management of the Group nor in any relationship or circumstances which would materially interfere with his exercise of impartial judgement. Mr. Brough continues to provide independent, balanced and objective view and advice to the Board and the Board committees and the BNC believes that he would continue to be independent.

The BNC had evaluated the performance of both Mr. Nothhaft and Mr. Brough and is of the view that they possess the required character, integrity, knowledge and experience to fulfill the role of an executive director and an INED respectively, and has recommended to the Board for proposing Mr. Nothhaft and Mr. Brough to be re-elected at the AGM. Mr. Brough, being a member of the BNC, has abstained from voting when his suitability for re-election was considered.

The Board, having considered the recommendation of the BNC, is of the view that the valuable knowledge, experience, diversity of skill sets of Mr. Nothhaft and Mr. Brough and their understanding of the businesses of the Group will continue to contribute 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\$1,510,000 for the financial year ended 30 June 2024 for the INEDs is proposed for approval by the Shareholders at the AGM.

LETTER FROM THE BOARD

4. SHARE ISSUE MANDATE

At the annual general meeting of the Company held on 16 November 2023, an ordinary resolution was passed to grant a general mandate to the Directors to issue, allot and deal with such number of additional Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the resolution. 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 16 to 19 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.

Based on the total number of 329,051,373 Shares in issue as at the Latest Practicable Date and presuming no change in the issued share capital of Guoco from the Latest Practicable Date to the date of the AGM, the maximum number of new Shares which may be issued pursuant to the Share Issue Mandate is 32,905,137, being 10% of total number of Shares in issue as at the Latest Practicable Date.

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.

5. PROPOSED AMENDMENTS TO BYE-LAWS AND ADOPTION OF NEW BYE-LAWS

The Board proposes certain amendments be made to the Bye-Laws by way of adopting the New Bye-Laws for the purpose of (i) bringing the Bye-Laws in line with the latest regulatory requirements in relation to the expanded paperless listing regime and other relevant amendments made to the Listing Rules which took effect on 31 December 2023; and (ii) making consequential changes in line with the aforesaid proposed amendments and other house-keeping revisions.

Subject to the approval of the Shareholders by way of a special resolution at the AGM, the amendments to the Bye-Laws and the adoption of the New Bye-Laws will take effect from the conclusion of the AGM.

The full text of the proposed amendments to the Bye-Laws is set out in Appendix II to this circular. The Chinese translation of the proposed amendments set out in the Chinese version of this circular is for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

The legal adviser to the Company as to Hong Kong laws has confirmed that the proposed amendments to the Bye-Laws comply with the requirements of the Listing Rules and the legal adviser to the Company as to Bermuda laws has confirmed that the proposed amendments to the Bye-Laws do not violate the laws of Bermuda. The Company also confirms that there is nothing unusual about the proposed amendments to the Bye-Laws for a company listed on the Stock Exchange.

LETTER FROM THE BOARD

6. AGM

A notice convening the AGM is set out on pages 16 to 19 to this circular.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except 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 by a show of hands. 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.

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, Wanchai, 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 you intend to be present at the AGM. 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 and in such event, the form of proxy shall be deemed to be revoked.

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.

7. CLOSURE OF REGISTER OF MEMBERS

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

Closure of register of members (both days inclusive)	8 November 2024 (Friday) to 13 November 2024 (Wednesday)
Latest time to lodge transfers	4:30 p.m. on 7 November 2024 (Thursday)
AGM	12:00 noon on 13 November 2024 (Wednesday)

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

Closure of register of members	21 November 2024 (Thursday)
Latest time to lodge transfers	4:30 p.m. on 20 November 2024 (Wednesday)
Record date	21 November 2024 (Thursday)
Payment date of proposed final dividend*	3 December 2024 (Tuesday)

(* 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, Wanchai, Hong Kong before the relevant latest time as shown above.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Board considers that the above proposals are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions set out in the notice of the AGM on pages 16 to 19 of this circular.

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
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. Christian Karl NOTHHAFT (“Mr. Nothhaft”), aged 59, was appointed as Executive Director and Chief Executive Officer of Guoco since April 2024.

Mr. Nothhaft serves as a non-executive director of Lam Soon (Hong Kong) Limited (a Hong Leong Group subsidiary listed on the Stock Exchange).

Mr. Nothhaft graduated from Munich University of Applied Science in Germany with a Bachelor of Arts Degree in Hospitality and Tourism Management and also holds a Human Resources/Payroll Management Degree from DGFP (German Association for Human Resource Management). He has also attended the Harvard University Young Presidents Organisation (YPO) Program. Mr. Nothhaft has extensive experience in business management and advisory, strategic planning, retail, consumer products, network rollouts, e-commerce, digital transformation, people management, ESG and compliance.

Mr. Nothhaft is currently an independent non-executive director and a member of the Remuneration and Nominations Committees of DFI Retail Group Holdings Limited, with primary listing on London Stock Exchange and secondary listings in Singapore and Bermuda. He was the chief executive officer of Watsons Personal Care Stores, China and the managing director of Watsons Wine and Fortress Hong Kong. Before that, he was the regional managing director of Movenpick (Asia Restaurants Group).

Save as disclosed above, he had not held any directorship in other public listed companies during the past three years prior to the Latest Practicable Date.

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

As at the Latest Practicable Date, Mr. Nothhaft did not have any interest in Shares within the meaning of Part XV of the SFO.

Mr. Nothhaft has entered into a service contract with a wholly owned subsidiary of the Company with no fixed term of appointment. Under the service contract, he is entitled to emoluments of approximately HK\$10 million per annum inclusive of basic salary, allowances and pension contributions. He is also eligible to a performance related discretionary bonus. His emoluments were determined by reference to the remuneration benchmark in the industry, his qualifications and experience as well as performance of the Company and his personal achievement. Such emoluments were reviewed and approved by the BRC and will be subject to annual review thereafter. Mr. Nothhaft’s office as Executive Director is subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Bye-Laws and the CG Code.

Save as disclosed above, there are no other matters concerning Mr. Nothhaft 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. Paul Jeremy BROUGH (“Mr. Brough”), aged 67, was appointed as an Independent Non-executive Director of Guoco since November 2021 and Chairman of the BARMC and a member of each of the BRC and BNC of Guoco.

Mr. Brough graduated with a Bachelor’s Degree (Honours) in Business Studies. He is an associate member of the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. Mr. Brough joined KPMG Hong Kong in 1983 and held appointments as Head of Consulting in 1995 and as Head of Financial Advisory Services in 1997. In 1999, he was appointed the Asia Pacific Head of KPMG’s Financial Advisory Services and a member of its global advisory steering group. He held the position of Regional Senior Partner of KPMG Hong Kong from 2009 before retiring in March 2012.

Mr. Brough is currently an independent non-executive director and the chairman of each of the audit committee, and the remuneration and nomination committee of Vitasoy International Holdings Limited (listed on the Stock Exchange), as well as an independent non-executive director, the chairman of the audit committee and a member of the risk committee of The Hongkong and Shanghai Banking Corporation Limited. He is also an independent non-executive director and the chairman of the audit committee of The Executive Centre Limited; an independent non-executive director of Eagle Investments Holdco (the investment holding company of The LYCRA Company) and Pacific Primary Health Care Holdings Limited as well as a director of Blue Willow Limited, all being privately-owned companies. He also serves as a director of Run Hong Kong Limited, a Hong Kong-based non-profit organisation serving the needs of refugees and asylum seekers.

Mr. Brough was an independent non-executive director of Toshiba Corporation (delisted from the Tokyo Stock Exchange, Inc. and Nagoya Stock Exchange, Inc. on 20 December 2023) until he resigned on 22 December 2023. He was also an independent non-executive director and the chairman of the board risk and credit committee of Habib Bank Zurich (Hong Kong) Limited (a Hong Kong based restricted-licence bank) up to 28 February 2023 and the chairman of the general committee of The Hong Kong Club up to 11 May 2023.

Save as disclosed above, he had not held any directorship in other public listed companies during the past three years prior to the Latest Practicable Date.

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

As at the Latest Practicable Date, Mr. Brough 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. Brough and the Company. Mr. Brough 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 CG Code. Mr. Brough will retire and, being eligible, offer himself for re-election at the AGM. The proposed Director’s fee of Mr. Brough for the financial year ended 30 June 2024 is HK\$540,000 and is subject to Shareholders’ approval at the AGM. His Director’s fee was determined with reference to the market benchmark and his responsibilities in the Company.

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

Details of the proposed amendments to the Bye-Laws are set out below. All capitalised terms in the proposed amendments contained in this Appendix are terms defined in the Bye-Laws which shall have the corresponding meanings ascribed to them in the Bye-Laws.

1. By inserting or amending the following paragraphs in the existing Bye-Law 1:

The following paragraph be inserted immediately following paragraph (F):

- “1. (G) References to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by digital signature or electronic signature or by electronic communication or by any other method to the extent permitted by and in accordance with applicable laws and regulations, and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

The following existing paragraphs be amended as follows:

- “1. ~~(G)~~(H) A reference to a meeting shall mean a meeting convened and held in any manner permitted by these Bye-Laws and any shareholder or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Bye-Laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly.
- ~~(H)~~(I) References to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote (whether by means of electronic facilities or not), be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Bye-Laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly.
- ~~(I)~~(J) References to electronic facilities include, without limitation, online platforms, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise).
- ~~(J)~~(K) Where a shareholder is a corporation, any reference in these Bye-Laws to a shareholder shall, where the context requires, refer to a duly authorised representative of such shareholder.
- ~~(K)~~(L) References to the right of a shareholder to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made to all persons present at the meeting, either orally or in writing using electronic facilities.”

2. The existing Bye-Law 83(B) be amended as follows:

“83. (B) The instrument appointing a proxy and (if required by the Directors) the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be (i) delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Registered Office, as may be appropriate); or (ii) if the Company has provided an electronic address or electronic means in accordance with the preceding paragraph, shall be received at the electronic address or electronic means specified, in each case not less than forty eight (48) hours before the time appointed for holding the meeting or adjourned meeting or postponed meeting at which the person named in the instrument proposes to vote. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date of its execution, except at an adjourned meeting or a postponed meeting in a case where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or upon the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.”

3. The existing Bye-Law 121 be amended as follows:

“121. A Director may, and the Secretary shall, on the request of a Director, at any time summon a meeting of the Board which may be held in any part of the world provided that no such meeting shall be summoned to be held outside the territory in which the Head Office is for the time being situate without the prior approval of the Directors. Notice thereof shall be given to each Director and alternate Director either in writing or by telephone or by telex or telegram at the address from time to time notified to the Company by such Director or by electronic means or in such other manner as the Board may from time to time determine. A Director absent or intended to be absent from the territory in which the Head Office is for the time being situate may request the Board that notices of Board meetings shall during his absence be sent in writing to him at his last known address or any other address given by him to the Company for this purpose, but such notices need not be given any earlier than notices given to Directors not so absent and in the absence of any such request it shall not be necessary to give notice of a Board meeting to any Director who is for the time being absent from such territory. A Director may waive notice of any meeting either prospectively or retrospectively.”

4. The existing Bye-Laws 162(B) to 162(C) be amended as follows:

“162. (B) Every balance sheet of the Company shall be signed on behalf of the Board by two of the Directors and a copy of every balance sheet (including every document required by law to be comprised therein or annexed thereto) and profit and loss account which is to be laid before the shareholders at the annual general meeting, together with a copy of the Directors’ report and a copy of the Auditors’ report, or alternatively summary financial statements in such form and such manner and to the extent permitted by the Statutes and other relevant legislation, regulations, the Listing Rules and any rules prescribed by the stock exchange in the Relevant Territory, shall not less than twenty-one days before the date of the meeting be sent ~~by post to the registered address of every shareholder of, and every holder of debentures of, the Company and every other person entitled to receive notices of general meetings of the Company or by post,~~ electronic means to the email address supplied for the purpose by such person under the provisions of or any means in compliance with the Listing Rules, the Companies Act or these Bye-Laws, provided that this Bye-Law shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures, but any shareholder or holder of debentures to whom a copy of those documents has not been sent shall be entitled to receive a copy free of charge on application at the Head Office or the Registration Office. If all or any of the shares or debentures of the Company shall for the time being be (with the consent of the Company) listed or dealt in on any stock exchange, there shall be forwarded to the appropriate officer of such stock exchange such number of copies of such documents as may for the time being be required under its regulations or practice.

(C) For the purposes of this Bye-Law, ~~where a shareholder of the Company, in accordance with the Statutes and any rules prescribed by the stock exchange in the Relevant Territory from time to time, has consented to treat the publication of those documents to be sent to shareholders of the Company in paragraph (B) above on the Company’s computer network~~ website shall be treated as discharging the Company’s obligations under the Companies Act to send a copy of those documents, then subject to compliance with the publication and notification requirements of the Statutes and any rules prescribed by the stock exchange in the Relevant Territory from time to time, publication by the Company on the Company’s website of those documents at least 21 ~~twenty-one~~ days before the date of the annual general meeting shall, in relation to each such shareholder of the Company, be deemed to discharge the Company’s obligations under paragraph (B) above.”

5. The existing Bye-Law 167(A) be amended as follows:

“167. (A)(i) Any notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Bye-Laws from the Company to a shareholder shall be in writing or other form of electronic transmission or electronic communication and, subject to compliance with the Statutes, the Listing Rules and other applicable laws, rules and regulations, any such notice and document may be given or issued by the following means:

- (a) by serving it personally on the relevant person;
 - (b) by sending it through the post in a prepaid envelope addressed to such shareholder at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;
 - (c) by delivering or leaving it at such address as aforesaid;
 - (d) by placing an advertisement in appropriate newspapers or other publication and where applicable, in accordance with the requirements of the stock exchange in the Relevant Territory;
 - (e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-Law 167(A)(iv), subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person without the need for any additional consent or notification;
 - (f) by publishing it on the Company’s website to which the relevant person may have access with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s website (a “notice of availability”) or the website of the stock exchange in the Relevant Territory without the need for any additional consent or notification; or
 - (g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes, the Listing Rules and other applicable laws, rules and regulations.
- (ii) ~~The notice of availability may be given to the shareholder by any of the means set out above other than by posting it on a website.~~

- (iii) In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
 - (iviii) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share.
 - (iv) Every shareholder or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-Laws may register with the Company an electronic address to which notices can be served upon him.
 - (vi) Subject to any applicable laws, rules and regulations and the terms of these Bye-Laws, any notice, document or publication, including but not limited to the documents referred to in Bye-Laws 162(B), 162(C) and 167 may be given in the English language only, in the Chinese language only, or in both the English language and the Chinese language.”
6. The existing Bye-Law 169 be amended as follows:

“169. Any notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Directors that the envelope or wrapper containing the notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication (other than making it available on the Company’s website or the website of the stock exchange in the Relevant Territory), shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. ~~A notice placed on the Company’s website or the website of the stock exchange in the Relevant Territory, is deemed given by the Company to a shareholder on the day following that on which a notice of availability is deemed served on the shareholder;~~
- (c) if published on the Company’s website, shall be deemed to have been given or served on the day on which the notice, document or publication first so appears on the Company’s website ~~to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or~~

~~delivered to such person under these Bye-Laws, whichever is later~~ or the website of the stock exchange in the Relevant Territory, unless the rules of the stock exchange of the Relevant Territory specify a different date. In such cases, the deemed date of service shall be as provided or required by the rules of the stock exchange of the Relevant Territory;

- (d) if served or delivered in any other manner contemplated by these Bye-Laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch~~, or transmission or publication~~; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Directors as to the fact and time of such service, delivery, despatch~~, or transmission or publication~~ shall be conclusive evidence thereof; and
- (e) if published as an advertisement in a newspaper or other publication permitted under these Bye-Laws, shall be deemed to have been served on the day on which the advertisement first so appears.”

7. The existing Bye-Law 170 be amended as follows:

“170. A notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a shareholder by sending it via electronic means or through the post in a prepaid envelope or wrapper ~~or by electronic means~~ addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such ~~an~~ electronic or postal address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.”

8. The existing Bye-Law 172 be amended as follows:

“172. Any notice or document delivered or sent ~~by post to, or left at the registered address of, or by electronic means to the email address of any shareholder in pursuance of these presents,~~ in any manner permitted by these Bye-Laws shall notwithstanding that such shareholder be then deceased or bankrupt and whether or not the Company has notice of his death or bankruptcy, be deemed to have been duly served in respect of any registered shares whether held solely or jointly with other persons by such shareholder until some other person be registered in his stead as the holder or joint holder thereof, and such service shall for all purposes of these presents be deemed a sufficient service of such notice or document on his personal representatives and all persons (if any) jointly interested with him in any such shares.”

9. The existing Bye-Law 173 be amended as follows:

“173. The signature to any notice or document to be given by the Company may be written ~~or,~~ printed or in electronic form.”

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 Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Wednesday, 13 November 2024 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 2024.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of Directors for the year ended 30 June 2024. (Resolution 2)
4. a. To re-elect Mr. Christian Karl NOTHHAFT as Director. (Resolution 3a)
b. To re-elect Mr. Paul Jeremy BROUGH as Director. (Resolution 3b)
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;

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT:

- (a) the existing bye-laws of the Company be and are hereby amended in the manner as set out in Appendix II to the circular of the Company dated 17 October, 2024 (the “Circular”); and the new amended and restated bye-laws of the Company in the form produced to the meeting marked “A” and signed by the chairman of the meeting for the purpose of identification, which consolidates all the proposed amendments to the existing bye-laws of the Company 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, 17 October 2024

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 Friday, 8 November 2024 to Wednesday, 13 November 2024 (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 Thursday, 7 November 2024.
5. A final dividend of HK\$2.70 per share for the financial year ended 30 June 2024 payable on Tuesday, 3 December 2024 to shareholders whose names appear on the register of members of the Company on Thursday, 21 November 2024 is recommended for approval by the shareholders of the Company at the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

6. Subject to the approval of the payment of the final dividend by the shareholders of the Company, the register of members of the Company will be closed on Thursday, 21 November 2024, 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 Wednesday, 20 November 2024.
7. A total directors' fees of HK\$1,510,000 for the year ended 30 June 2024 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 17 October 2024.
9. Bad Weather Arrangements: The Meeting will be held on Wednesday, 13 November 2024 at 12:00 noon 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, or "extreme conditions" caused by a super typhoon announced by The Government of the Hong Kong Special Administrative Region is/are in force in Hong Kong at 9:00 a.m. on Wednesday, 13 November 2024, 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.