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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,
RE-APPOINTMENT OF AUDITORS,
GENERAL MANDATE TO ISSUE AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 8 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 Friday, 13 November 2026 at 12:00 noon is set out on pages 14 to 18 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, 20 October 2026

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Friday, 13 November 2026 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
“Buy-back Mandate”	the general and unconditional mandate to exercise the powers of the Company to buy back Shares of not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing the relevant resolution granting the Buy-back Mandate
“Bye-Laws”	the bye-laws of the Company
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“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
“Executive Chairman”	the Executive Chairman 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

DEFINITIONS

“Hong Kong”	the 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”	13 October 2026, 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
“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 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 (excluding Treasury Shares, if any) as at the date of passing the relevant resolution granting the Share Issue Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“Treasury Shares”	shall have the meaning ascribed to it by the Listing Rules
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

LETTER FROM THE BOARD



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

Executive Director:
Christian K. NOTHHAFT – Chief Executive Officer

Non-executive Director:
KWEK Leng San

Independent Non-executive Directors:
Lester G. HUANG, SBS, JP
Paul J. BROUGH
Melissa WU Mao Chin

Registered Office:
Richmond House
12 Par-la-Ville Road
Hamilton HM 08
Bermuda

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

20 October 2026

Dear Shareholder(s),

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS,
RE-APPOINTMENT OF AUDITORS,
GENERAL MANDATE TO ISSUE AND BUY BACK SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the AGM, including the re-election of Directors, re-appointment of auditors, grant of the Share Issue Mandate and Buy-back Mandate, and other relevant information regarding the AGM. The notice of the AGM is also enclosed in this circular.

RE-ELECTION OF DIRECTORS

In accordance with Bye-Law 99 of the Bye-Laws, Messrs. KWEK Leng Hai (“Mr. Kwek”) and Paul J. BROUGH (“Mr. Brough”) shall retire from office by rotation at the AGM and being eligible, will offer themselves 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.

LETTER FROM THE BOARD

The BNC has assessed the suitability of Mr. Kwek 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 experience in areas including finance, accounting, banking, risk management, international transactions / M&A and restructuring practice. His broad range of professional expertise and knowledge enhances the Board's diversity and complements the collective competencies of the Board. He has demonstrated his capacity to devote sufficient time and attention to the Company's affairs. By actively participating in and contributing to the Board and Board committee meetings, Mr. Brough offers valuable perspective and constructive advice that enhances 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 neither involved in the executive management of the Group nor in any relationships or circumstances which would materially interfere with his exercise of impartial judgement. Mr. Brough continues to provide independent, balanced and objective views and advice to the Board and the Board committees and the BNC believes that he would continue to be independent.

The BNC has evaluated the performance of Mr. Kwek and Mr. Brough and is of the view that each of them possesses the requisite knowledge, skills and experience to effectively discharge his duties as a director. Accordingly, the BNC has recommended to the Board for proposing Mr. Kwek and Mr. Brough to be re-elected at the AGM. Mr. Kwek and Mr. Brough, being the chairman and member of the BNC respectively, abstained from voting when each of their own suitability for re-election was considered.

The Board, having considered the recommendation of the BNC, is of the view that the valuable knowledge, experience, diverse skill sets of Mr. Kwek and Mr. Brough, together with their understanding of the Group's businesses, will continue to contribute significantly to the Company and the Shareholders as a whole. On this basis, the Board recommended both of them to stand for re-election at the AGM. The above Directors abstained from voting when the relevant resolution was discussed at the Board meeting.

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

LETTER FROM THE BOARD

DIRECTORS' FEES

A total directors' fees of HK\$1,635,000 for the financial year ended 30 June 2026 for the INEDs is proposed for approval by the Shareholders at the AGM.

RE-APPOINTMENT OF AUDITOR

The financial statements of the Group for the year ended 30 June 2026 were audited by KPMG whose term of office will expire upon the conclusion of the AGM.

Upon the recommendation of the BARMC, the Board proposed to re-appoint KPMG as the auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company. At the AGM, an ordinary resolution will be proposed for the re-appointment of auditor of the Company and to authorise the Directors to fix the remuneration of the auditor.

The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 30 June 2027 is expected to be in the range of approximately HK\$3,100,000 to HK\$3,300,000 (audit fee for the financial year ended 30 June 2026: HK\$3,083,900).

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiations between the Company and KPMG. The estimation takes into account various factors, including among others, (i) the scale and complexity of the Group's operations and reporting structure; (ii) the planned scope of statutory and group audit procedures; (iii) the expected level of involvement of partners, managers, audit staff, and specialists; (iv) the expected audit timetable and reporting deadlines; (v) audit quality and regulatory compliance requirements; and (vi) prevailing market conditions affecting the cost of professional audit resources.

Furthermore, the estimated audit fee is based on the assumption that (i) there will be no material changes to the Group's existing corporate structure; (ii) no significant acquisitions, disposals, restructurings, or other major transactions; (iii) no material expansion in the number of reporting entities or operating jurisdictions; (iv) no significant changes in applicable accounting standards, auditing standards, listing rules, or regulatory requirements that would substantially increase audit effort; (v) timely availability of management, audit evidence, and supporting documentation; (vi) no significant deficiencies identified that would require extensive additional audit procedures; and (vii) the audit timetable remains substantially consistent with the prior year. The estimated audit fee is a fair and reasonable assessment based on the facts and circumstances currently known, and may be subject to adjustment if there is any material change in the relevant circumstances prior to the final determination of the audit fee. In the event of any material change, the Company will make further disclosure as appropriate.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND BUY-BACK SHARES

At the annual general meeting of the Company held on 14 November 2025, 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. Unless otherwise renewed, such general mandate will lapse at the conclusion of the AGM.

At the AGM, separate ordinary resolutions will be proposed relating to the following general mandates:

- (i) authorising the Directors to allot, issue and otherwise deal with additional Shares (including any sale or transfer of Treasury Shares) not exceeding 10% of the total number of Shares in issue of the Company (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution;
- (ii) authorising the Directors to buy back Shares not exceeding 10% of the total number of Shares in issue of the Company (excluding Treasury Shares, if any) as at the date of passing of the relevant resolution; and
- (iii) authorising the addition to the mandate to issue new Shares (referred to in (i) above) of those Shares bought back by the Company pursuant to the Buy-back Mandate (referred to in (ii) above).

As at the Latest Practicable Date, the total number of Shares in issue was 329,051,373 Shares and the Company did not hold any Treasury Shares. Assuming that there is no change in the total number of issued Shares during the period from the Latest Practicable Date to the date of passing of the resolution approving the mandate to issue new Shares (referred to in (i) above), the maximum number of Shares which may be issued pursuant to the mandate would be 32,905,137 Shares (including any sale or transfer of Treasury Shares but excluding any additional new Shares which may be issued pursuant to the mandate referred to in (iii) above). This represents 10% of the number of Shares in issue (excluding Treasury Shares, if any) as at the date of the passing of the resolution, which is well below the maximum limit of 20% permitted under the Listing Rules.

On the assumption that there is no change to the total number of issued Shares during the period from the Latest Practicable Date to the date of passing of the resolution approving the Buy-back Mandate, the maximum number of Shares which may be bought back by the Company pursuant to the Buy-back Mandate would be 32,905,137 Shares.

Such numbers of Shares referred to above shall, in each case and where applicable, be adjusted in the event that the Shares in issue as at the date of passing the resolutions are, at any time thereafter, converted into a larger or smaller number of Shares.

The Directors wish to state that, as at the date hereof, they have no immediate plans to buy back any existing Shares or to issue any new Shares (including any sale or transfer of Treasury Shares) pursuant to the relevant mandates.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Buy-back Mandate is set out in Appendix II to this circular. The explanatory statement contains information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the AGM.

LETTER FROM THE BOARD

The Share Issue Mandate and the Buy-back Mandate, if granted at the AGM, will remain in effect until the earliest 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 applicable law or the Bye-Laws to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

AGM

A notice convening the AGM is set out on pages 14 to 18 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. It can also be downloaded from the websites of the Stock Exchange and the Company. 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 AGM 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.

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)	10 November 2026 (Tuesday) to 13 November 2026 (Friday)
Latest time to lodge transfers	4:30 p.m. on 9 November 2026 (Monday)
Record date	13 November 2026 (Friday)
AGM	12:00 noon on 13 November 2026 (Friday)

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

Closure of register of members	20 November 2026 (Friday)
Latest time to lodge transfers	4:30 p.m. on 19 November 2026 (Thursday)
Record date	20 November 2026 (Friday)
Payment date of proposed final dividend*	2 December 2026 (Wednesday)

(* subject to Shareholders' approval at the AGM)

LETTER FROM THE BOARD

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.

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 14 to 18 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. KWEK Leng Hai (“Mr. Kwek”), aged 73, is the Executive Chairman of the Board, the Chairman of the BNC and a member of the BRC since 1 September 2016. He was appointed to the Board in 1990 and assumed the position of the President, Chief Executive Officer of the Company from 1995 up to 1 September 2016.

Mr. Kwek is also a non-executive director of GuocoLand Limited (Guoco’s subsidiary listed on the Singapore Exchange Securities Trading Limited). He is a director and shareholder of GCAL and GuoLine Investment Assets Limited (formerly known as GSL Holdings Limited, which has interests in Guoco required to be disclosed pursuant to Part XV of the SFO). He serves as a non-executive director of Hong Leong Bank Berhad (“HLBB”, a listed subsidiary of Hong Leong Financial Group Berhad (Guoco’s associated company listed on Bursa Malaysia Securities Berhad)) and Bank of Chengdu Co., Ltd. (an associated company of HLBB and listed on the Shanghai Stock Exchange) and as the chairman of Lam Soon (Hong Kong) Limited (a Hong Leong Group subsidiary listed on the Stock Exchange).

Mr. Kwek qualified as a chartered accountant of the Institute of Chartered Accountants in England and Wales. He has extensive experience in various business sectors, including but not limited to finance, investment, manufacturing and real estate.

Mr. Kwek is a brother of Mr. QUEK Leng Chan, the former Chairman and a controlling shareholder of the Company, and Mr. KWEK Leng San, a Non-executive Director of the Company. He is also a cousin of Mr. KWEK Leng Kee, a substantial shareholder of the Company.

Save as disclosed above, Mr. Kwek (i) has not held any directorship in other public listed companies during the past three years prior to the Latest Practicable Date; and (ii) does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Kwek had a personal interest of 3,800,775 Shares within the meaning of Part XV of the SFO.

Mr. Kwek has entered into a service contract with a wholly owned subsidiary of the Company under which he is entitled to emoluments of approximately HK\$13.5 million per annum inclusive of basic salary, allowances and benefits in kind. He is also eligible to a performance related discretionary bonus. His emoluments are determined by reference to the remuneration benchmark in the industry and the prevailing market conditions as well as profitability of the Group and his personal performance, and are subject to review and approval of the BRC. Mr. Kwek is not appointed for a specific term but subject to retirement by rotation and re-election at the annual general meetings pursuant to the Bye-Laws and the CG Code.

Save as disclosed above, there is no other matter concerning Mr. Kwek that needs 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 69, was appointed as an INED and Chairman of the BARMC and a member of each of the BRC and BNC of the Company since November 2021.

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. He has extensive experience in areas including finance, accounting, banking, risk management, international transactions / M&A and restructuring practice.

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 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 (“ECL”) and a director of certain group companies of ECL; an independent non-executive director of Pacific Primary Health Care Holdings Limited, KS Asia Absolute Return Fund IC, Stonepeak Oceanview Taiwan Co., Ltd. (“Stonepeak”) and certain group companies of Stonepeak, as well as a director of Blue Willow Limited, all being private 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 of Eagle Investments Holdco (the investment holding company of The LYCRA Company) up to 28 November 2025 and an independent member of the advisory committee and chairman of the audit committee of Stonepeak SRE Holdings LP up to 31 July 2026.

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

Mr. Brough does not have any relationship with 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 2026 is HK\$590,000 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 is no other matter concerning Mr. Brough that needs 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.

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Buy-back Mandate to be proposed at the AGM.

1. Buy-back Mandate

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to exercise all the powers of the Company to buy back on the Stock Exchange the issued and fully paid Shares. Under the Buy-back Mandate, the number of Shares that the Company may buy back shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares, if any) on the date of passing the said resolution.

As at the Latest Practicable Date, the total number of Shares in issue was 329,051,373 Shares and the Company did not hold any Treasury Shares. Assuming that there is no change in the total number of Shares in issue during the period from the Latest Practicable Date to the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 32,905,137 Shares, representing 10% of the total number of Shares in issue (excluding Treasury Shares, if any) as at the date of passing the said resolution.

2. Reasons for Buy-back of Shares

The Directors consider that the Buy-back Mandate will afford the Company the flexibility to conduct share buy-backs as such times as may be appropriate and in the interests of the Company and its Shareholders. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share.

3. Funding of Buy-backs

Buy-backs must be made from internal resources, borrowings and/or other funds legally available for such purposes in accordance with the Bye-Laws, the Listing Rules and all applicable laws and regulations of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position of the Company disclosed in the audited consolidated financial statements for the financial year ended 30 June 2026 contained in the 2026 Annual Report) in the event that the Buy-back Mandate was to be exercised in full at anytime during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital of the Company or its gearing level.

4. General

The Directors will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Bye-Laws, the Listing Rules and the applicable laws and regulations of Bermuda.

Neither this explanatory statement nor the Buy-back Mandate has any unusual features.

5. Status of Shares Bought Back

If the Company buys back Shares pursuant to the Buy-back Mandate, the Company may (i) cancel such buy-back Shares and/or (ii) hold them as Treasury Shares, subject to prevailing market conditions and the Group's capital management needs at the relevant time of the buy-backs.

If the Company holds Shares in treasury, any disposal or transfer of Shares in treasury will be made pursuant to the terms of the Share Issue Mandate as set out in Resolutions Nos. 5 and 7 of the notice of the AGM and in accordance with the Listing Rules and the applicable laws and regulations of Bermuda.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. These measures may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

The listing of all those Shares bought back but not held as Treasury Shares will be automatically cancelled upon buy-back and the corresponding share certificates will be cancelled and destroyed as soon as reasonably practicable following settlement of any such buy-back under the Listing Rules.

6. Directors, Their Close Associates and Core Connected Persons

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined under the Listing Rules) have any present intention to sell any Shares to the Company if the Buy-back Mandate is approved by the Shareholders.

No core connected persons (as defined under the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

7. Effect of the Takeovers Code

If on the exercise of the power of buy-back Shares pursuant to the Buy-back Mandate, the proportionate interest in the voting rights of the Company of a Shareholder or a group of Shareholders acting in concert increases, such increase will be treated as an acquisition of voting rights and may give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, GuoLine Overseas Limited ("GuoLine"), a wholly-owned subsidiary of GCAL, the ultimate holding company of the Company, held a beneficial interest of 236,524,930 Shares, representing approximately 71.88% of the total number of issued Shares.

In the event of the Directors exercise the powers to buy back Shares in full pursuant to the Buy-back Mandate, assuming that no Share is sold by GuoLine, the shareholding of GuoLine in the Company would be increased to approximately 79.87%. The Directors are not aware of any general offer obligation which will arise under Rules 26 and 32 of the Takeovers Code as a result of any buy-backs made under the Buy-back Mandate.

8. Share Buy-back Made by the Company

The Company has not bought back any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

9. Share price

During each of the twelve months preceding the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

		Price per Share	
		Highest (HK\$)	Lowest (HK\$)
2025	October	79.00	76.25
	November	80.50	74.00
	December	75.05	68.60
2026	January	73.50	68.80
	February	76.70	71.20
	March	75.30	67.30
	April	69.90	68.00
	May	73.70	69.05
	June	70.60	66.50
	July	70.80	66.85
	August	72.40	70.00
	September	72.45	70.00
	October (up to the Latest Practicable Date)	72.00	69.05

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 Friday, 13 November 2026 at 12:00 noon for the following purposes:

As Ordinary Business:

1. To lay before the meeting the Audited Financial Statements together with the Report of the Directors and Independent Auditor’s Report for the year ended 30 June 2026.
2. To declare a final dividend. (Resolution 1)
3. To fix the fees of Directors for the year ended 30 June 2026. (Resolution 2)
4. a. To re-elect Mr. KWEK Leng Hai 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 with or without amendments, the following as ordinary resolutions:
 - A. “**THAT:** (Resolution 5)
 - (a) subject to paragraphs (c) and (d), 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 (including any sale or transfer of treasury shares (which shall having the meaning ascribed thereto under the Listing Rules) (the “Treasury Shares”)) and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

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- (c) 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) of this resolution, 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) any share scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of shares or rights to acquire shares of the Company; 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 the shares of the Company in issue (excluding Treasury Shares, if any) on the date of passing this resolution and this approval shall be limited accordingly;

- (d) any shares of the Company to be issued and allotted (whether wholly or partly for cash or otherwise) pursuant to the approval in paragraph (a) of this resolution shall not be at a discount of more than 10% to the Benchmarked Price (as defined hereinafter) of such shares of the Company; and
- (e) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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.

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“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares of the Company on the register of members 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).

“Benchmarked Price” means the price which is the higher of:

- (i) the closing price of the shares of the Company as quoted on The Stock Exchange of Hong Kong Limited on the date of the agreement involving the relevant proposed issue of shares of the Company; and
- (ii) the average closing price as quoted on The Stock Exchange of Hong Kong Limited of the shares of the Company for the five trading days immediately preceding the earliest of:
 - (iia) the date of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company;
 - (iib) the date of the agreement involving the relevant proposed issue of shares of the Company; and
 - (iic) the date on which the price of shares of the Company that are proposed to be issued is fixed.”

B. **“THAT:**

(Resolution 6)

- (a) subject to paragraph (b), the exercise by the Directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to buy back shares in the capital of the Company on The Stock Exchange of Hong Kong Limited, subject to and in accordance with the Listing Rules and all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company which may be bought back pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate number of the shares of the Company in issue (excluding Treasury Shares, if any) on the date of passing of this resolution and the said approval shall be limited accordingly; and

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(c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest 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.”

C. “**THAT** conditional upon the passing of the resolution nos. 5 and 6 set out in the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue or deal with additional shares pursuant to resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of the aggregate number of the shares of the Company bought back by the Company under the authority granted pursuant to resolution no. 6 set out in the notice convening this meeting, provided that such number shall not exceed 10% of the total number of the shares of the Company in issue (excluding Treasury Shares, if any) at the date of passing of this resolution.” (Resolution 7)

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

Hong Kong, 20 October 2026

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.

NOTICE OF ANNUAL GENERAL MEETING

4. The record date for determining the eligibility of shareholders to attend and vote at the Meeting is Friday, 13 November 2026. The register of members of the Company will be closed from Tuesday, 10 November 2026 to Friday, 13 November 2026 (both days inclusive), during which period no transfers of shares will be registered. To be entitled 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 Monday, 9 November 2026.
5. A final dividend of HK\$2.90 per share for the financial year ended 30 June 2026 payable on Wednesday, 2 December 2026 to shareholders whose names appear on the register of members of the Company on Friday, 20 November 2026 (the record date) is recommended for approval by the shareholders of the Company at the 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 Friday, 20 November 2026, 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 Thursday, 19 November 2026.
7. A total directors' fees of HK\$1,635,000 for the year ended 30 June 2026 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 20 October 2026.
9. Bad Weather Arrangements: The Meeting will be held on Friday, 13 November 2026 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 Friday, 13 November 2026, 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.