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NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Guoco Group Limited (“the Company”) will be held at 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 have 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;
- (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.

“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

(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 (Resolution 7) 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.”

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.
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.

As at the date of this notice, the board of directors of the Company comprises Mr. KWEK Leng Hai as Executive Chairman; Mr. Christian K. NOTHHAFT as Executive Director & CEO; Mr. KWEK Leng San as Non-executive Director; Mr. Lester G. HUANG, SBS, JP, Mr. Paul J. BROUGH and Ms. Melissa WU Mao Chin as Independent Non-executive Directors.