GuocoLeisure Limited

A Member of the Hong Leong Group
(Continued in Bermuda as an exempted company)
(Co. Reg. No. EC27568)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 53rd Annual General Meeting ("**Meeting**") of GuocoLeisure Limited ("**Company**") will be held at Orchard Hotel Singapore, Orchard Ballroom 3, Level 3, 442 Orchard Road, Singapore 238879 on Friday, 17 October 2014 at 11.30 a.m. for the following purposes:

ORDINARY BUSINESS

1. To lay before the Meeting the Audited Financial Statements of the Company together with the Auditors' Report thereon for the financial year ended 30 June 2014.

2. To approve a first and final dividend of S$0.02 per share for the financial year ended 30 June 2014. **(Resolution 1)**

3. To re-elect Mr Kwek Leng Hai, who will be retiring by rotation pursuant to Bye-law 86 of the Company's Bye-laws and who, being eligible, offers himself for re-election. **(Resolution 2)**

4. To approve the payment of Directors' fees of S$320,000 for the financial year ended 30 June 2014 (2013: S$349,715). **(Resolution 3)**

5. To re-appoint KPMG LLP as the auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

SPECIAL BUSINESS

To consider and, if thought fit, to approve with or without modifications the following resolutions as Ordinary Resolutions:

6. THAT approval be and is hereby given to the Directors of the Company to:

   (a) issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

   (b) make or grant offers, agreements or options (collectively "**Instruments**") which might or would require Shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares as well as adjustments to such warrants, debentures or other instruments, notwithstanding that the authority conferred by this resolution may have ceased to be in force at the time such Shares are issued

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may at their absolute discretion deem fit,

   Provided that:

   (1) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued pursuant to the Instruments) ("**Aggregate Shares**") does not exceed fifty per cent (50%) of the Issued Shares (defined in sub-paragraph (2) below), of which the Aggregate Shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per cent (20%) of the Issued Shares;

   (2) "**Issued Shares**" means the total number of issued Shares of the Company (excluding treasury Shares) at the time at which this resolution is passed, after adjusting for:

      (i) new Shares arising from the conversion or exercise of any convertible securities;

      (ii) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time at which this resolution is passed granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

      (iii) any bonus issue, consolidation or sub-division of Shares;

   (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company; and

   (4) unless revoked or varied by the Company in general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier. **(Resolution 5)**

7. THAT approval be and is hereby given to the Directors to:

   (a) offer and grant options ("**Options**") in accordance with the provisions of "The GuocoLeisure Limited Executives' Share Option Scheme 2008" ("**Scheme**"); and

   (b) issue and allot from time to time such number of Shares as may be required to be issued and allotted pursuant to the exercise of the Options (notwithstanding that such exercise or such allotment and issue may occur after the conclusion of the next or any subsequent Annual General Meeting of the Company),

   Provided that:

   (1) the aggregate of:

      (i) Shares in respect of which the committee administering the Scheme ("**Committee**") may on any date grant Options ("**Grant Date**"); and

      (ii) Shares which are transferred and to be transferred, and new Shares which are issued and allotted and to be issued and allotted, pursuant to all Options under the Scheme

   shall not exceed fifteen per cent (15%) of the total number of issued Shares of the Company (excluding treasury Shares) on the day preceding the Grant Date ("**Scheme Limit**");

   (2) for so long as the Company is a subsidiary of Guoco Group Limited ("**GGL**") and GGL is listed on the Hong Kong Stock Exchange ("**HKSE**") but subject always to the Scheme Limit:

      (i) the aggregate of:

         (a) new Shares to be issued and allotted and over which the Committee may on any date grant Options; and

         (b) new Shares issued and allotted and to be issued and allotted pursuant to all Options granted under the Scheme

      shall not exceed ten per cent (10%) of the total number of issued Shares as at 21 November 2008 (being the date of approval of the Scheme by the shareholders of GGL) or such other limit as may be prescribed or permitted by the HKSE from time to time; and

   (3) the aggregate number of Shares to be offered under the Scheme to selected confirmed employees of the Company or any of its subsidiaries (including executive directors of the Company or any of its subsidiaries) (subject to adjustments, if any, made under the Scheme) shall not exceed such limits or (as the case may be) sub-limits as may be prescribed in the Scheme. **(Resolution 6)**

8. To transact any other ordinary business that may be transacted at an Annual General Meeting.

NOTICE OF BOOK CLOSURE DATE FOR FIRST AND FINAL DIVIDEND

NOTICE IS HEREBY GIVEN THAT subject to shareholders of the Company approving the proposed payment of the first and final dividend of S$0.02 per ordinary share ("**Dividend**") at the Annual General Meeting to be held on 17 October 2014, the share transfer books and register of members of the Company will be closed on 31 October 2014 for the preparation of dividend warrants.

Duly completed instruments of transfer received by the Company's share registrar in Singapore, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902 up to 5.00 p.m. on 30 October 2014 (Singapore time) will be registered to determine shareholders' entitlements to the Dividend.

Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with shares in the capital of the Company as at 5.00 p.m. on 30 October 2014 will be entitled to the Dividend.

The Dividend, if so approved by shareholders, will be paid on 17 November 2014.

By Order of the Board

SUSAN LIM
Group Company Secretary
30 September 2014
Singapore

EXPLANATORY NOTES ON BUSINESSES TO BE TRANSACTED

1. In relation to Ordinary Resolution 2, Mr Kwek Leng Hai will upon re-election, continue to serve as a member of the Audit Committee. Mr Kwek is considered a non-independent Director. Please refer to the section on Board of Directors in the Annual Report for further details on Mr Kwek.

2. Resolution 5, if passed, will (unless revoked or varied by the Company in general meeting) empower the Directors from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, to issue shares, make or grant Instruments convertible into shares, and to issue shares pursuant to such Instruments, up to an amount not exceeding in total 50% of the total number of issued shares (excluding treasury shares), provided that the total number of issued shares (excluding treasury shares) which may be issued other than on a pro rata basis to shareholders of the Company does not exceed 20%.

   For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that Resolution 5 is passed, after adjusting for (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities or employee share options or the vesting of share awards which are outstanding or subsisting at the time that Resolution 5 is passed, and (b) any subsequent consolidation or sub-division of shares.

3. Resolution 6, if passed, will empower the Directors to allot and issue shares in the capital of the Company of up to a number not exceeding in total 15% of the total number of issued shares (excluding treasury shares, if any) in the capital of the Company from time to time pursuant to the exercise of options under the Scheme, with a sub-limit of 10% of the total number of issued shares in the capital of the Company as at 21 November 2008 applicable for as long as the Company is a subsidiary of Guoco Group Limited ("**GGL**") and GGL is listed on the Hong Kong Stock Exchange, and such other applicable sub-limits as are prescribed by the rules of the Scheme and described in the Company's Circular to Shareholders dated 29 September 2008.

NOTES

(a) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.

(b) Proxies must be lodged at the office of the Company's share registrar in Singapore, M & C Services Private Limited at 112 Robinson Road #05-01 Singapore 068902 not later than 11.30 a.m. on 15 October 2014.