
LETTER TO SHAREHOLDERS

GUOCOLAND LIMITED

Company Registration No. 197600660W
(Incorporated in the Republic of Singapore)

Directors

Quek Leng Chan, *Non-Independent Non-Executive Chairman*
Cheng Hsing Yao, *Group Managing Director & Group Chief Executive Officer*
Kwek Leng Hai, *Non-Independent Non-Executive Director*
Saw Kok Wei, *Independent Non-Executive Director*
Wee Lieng Seng, *Independent Non-Executive Director*
Madeleine Lee Suh Shin, *Independent Non-Executive Director*
Quek Kon Sean, *Non-Independent Non-Executive Director*
Sharon Wee Hsu Oon, *Independent Non-Executive Director*
Christine Fellowes, *Independent Non-Executive Director*

Registered Office

1 Wallich Street
#31-01 Guoco Tower
Singapore 078881

25 September 2024

To: The Shareholders of GuocoLand Limited (the “**Company**”)

Dear Sir/Madam

1. INTRODUCTION

1.1 **Background.** We refer to:

- (a) the Notice of the 48th Annual General Meeting (“**AGM**”) of the Company dated 25 September 2024 (the “**Notice**”), convening the 48th AGM to be held on 24 October 2024 (“**2024 AGM**”); and
- (b) Ordinary Resolution No. 9 in the Notice relating to the proposed renewal of the Share Purchase Mandate¹.

1.2 **Letter to Shareholders.** The purpose of this Letter is to provide shareholders of the Company (“**Shareholders**”) with information relating to Ordinary Resolution No. 9 proposed in the Notice (the “**Proposal**”).

1.3 **SGX-ST.** The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the accuracy of any of the statements made, opinions expressed or reports contained in this Letter.

1.4 **Advice to Shareholders.** Shareholders, who are in any doubt as to the course of action that they should take, should consult their stockbroker, bank manager, solicitor, accountant or other professional advisers immediately.

2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

2.1 **Background and Shareholders’ approval.** At the last AGM of the Company held on 27 October 2023 (“**2023 AGM**”), Shareholders had approved, *inter alia*, the renewal of the Share Purchase Mandate to enable the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”).

As the authority conferred pursuant to the renewal of the Share Purchase Mandate at the 2023 AGM will expire on the date of the 2024 AGM, the approval of Shareholders is being sought for the proposed renewal of the Share Purchase Mandate at the 2024 AGM.

¹ “Share Purchase Mandate” is the general mandate given by Shareholders to authorise the Directors to purchase Shares in accordance with the terms set out in this Letter as well as the rules and regulations set forth in the Companies Act and the Listing Manual.

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2.2 **Rationale for the Share Purchase Mandate.** The purchase by a company of its issued shares is one of the ways in which the return on equity of a company may be improved, thereby increasing Shareholders' value. By obtaining a Share Purchase Mandate, the Company will have the flexibility to undertake purchases of Shares, during the period when the Share Purchase Mandate is in force to achieve, in appropriate circumstances, any of the following:

- (a) enhance the earnings per Share;
- (b) manage the Company's capital structure, dividend payout and cash reserves; and/or
- (c) return surplus cash in excess of the Group's¹ capital requirements, if any, in an expedient and cost-effective manner.

The Directors will decide whether to effect the share purchases after taking into account, *inter alia*, the amount of surplus cash available, the financial position of the Group and the prevailing market conditions. The Directors do not propose to carry out purchases pursuant to the Share Purchase Mandate to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company and the Group.

2.3 **Authority and limits of the Share Purchase Mandate.** The authority and limitations placed on purchases of Shares by the Company under the proposed Share Purchase Mandate are summarised below:

2.3.1 Maximum number of Shares

The proposed Share Purchase Mandate, when granted, will authorise the Company, from time to time, to purchase such number of Shares, which represent up to a maximum of ten per cent. (10%) of the total number of issued Shares as at the date of the 2024 AGM at which the renewal of the Share Purchase Mandate is approved. Treasury shares² and subsidiary holdings³ will be disregarded for the purposes of computing the ten per cent. (10%) limit. As at 2 September 2024 (the "**Latest Practicable Date**"), the Company had no treasury shares and no subsidiary holdings.

2.3.2 Duration of authority

Purchases of Shares may be made, at any time and from time to time, by the Company from the date of the 2024 AGM at which the renewal of the Share Purchase Mandate is approved up to the earlier of:

- (a) the date on which the next AGM of the Company is held or required by law to be held;
- (b) the date on which the share purchases are carried out to the full extent mandated; or
- (c) the date when such mandate is revoked or varied by the Shareholders of the Company in a general meeting.

The Share Purchase Mandate may be renewed at each AGM or other general meeting of the Company.

¹ "Group" refers to the Company and its subsidiaries.

² "treasury shares" shall have the meaning ascribed to it in Section 4 of the Companies Act.

³ "subsidiary holdings" is defined in the Listing Manual to mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.

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2.3.3 Manner of purchases of Shares

Purchases of Shares may be effected by the Company by way of:

- (a) on-market purchases on the SGX-ST ("**Market Purchases**"); and/or
- (b) off-market purchases ("**Off-Market Purchases**"), otherwise than on a securities exchange, in accordance with an equal access scheme.

Market Purchases refer to purchases of Shares by the Company transacted on the SGX-ST, and through one or more duly licenced stockbrokers appointed by the Company for the purpose.

In an Off-Market Purchase, the Directors may impose such terms and conditions, which are not inconsistent with the proposed renewal of the Share Purchase Mandate, the Listing Manual of the SGX-ST ("**Listing Manual**"), the Companies Act 1967 (the "**Companies Act**") and other applicable laws and regulations, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes.

An equal access scheme must, however, satisfy the following conditions:

- (i) offers for the purchase of Shares shall be made to every person who holds Shares to purchase the same percentage of their Shares;
- (ii) all of those persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers are the same, except that there shall be disregarded (1) differences in consideration attributable to the fact that the offers may relate to Shares with different accrued dividend entitlements, (2) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid (if applicable); and (3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

If the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document containing at least, the following information:

- (1) the terms and conditions of the offer;
- (2) the period and procedures for acceptances; and
- (3) the information required under Rules 883(1),(2),(3),(4),(5) and (6) of the Listing Manual.

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2.3.4 Maximum purchase price

The purchase price to be paid for the Shares will be determined by the Directors, provided that such purchase price must not exceed the maximum price ("**Maximum Price**") as set out below:

- (a) in the case of a Market Purchase, five per cent. (5%) above the average of the closing market prices of the Shares over the last five (5) Market Days¹, on which transactions in the Shares were recorded, before the day on which the Market Purchase is made by the Company, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days period and the day on which the purchases are made; and
- (b) in the case of an Off-Market Purchase, twenty per cent. (20%) above the average of the closing market prices of the Shares over the five (5) Market Days, on which transactions in the Shares were recorded, before the day on which the Company announces its intention to make an offer for an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days period and the day on which the offer is made, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase,

in either case, excluding related expenses of the purchase.

2.4 **Status of purchased Shares.** A Share which is purchased by the Company is deemed cancelled immediately on purchase (and all rights and privileges attached to that Share will expire on such cancellation) unless such Share is held by the Company as a treasury share. Accordingly, the total number of issued Shares will be diminished by the number of Shares purchased by the Company, which are cancelled and are not held as treasury shares.

2.5 **Treasury shares.** Under the Companies Act, Shares purchased by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

2.5.1 Maximum holding

The number of Shares held as treasury shares² cannot at any time exceed ten per cent. (10%) of the total number of issued Shares.

2.5.2 Voting and other rights

The Company shall not exercise any right in respect of the treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of the treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of the treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller amount is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

¹ "Market Day" is a day on which the SGX-ST is open for trading in securities.

² For these purposes, "treasury shares" shall be read as including shares held by a subsidiary under Sections 21(4B) or 21(6C) of the Companies Act.

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2.5.3 Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to an employees' share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

The Company, upon undertaking any sale, transfer, cancellation and/or use of treasury shares, will comply with Rule 704(28) of the Listing Manual, which provides that an issuer must make an immediate announcement thereof. Such announcement must include details of the date and purpose of the sale, transfer, cancellation and/or use of treasury shares, the number of treasury shares which have been sold, transferred, cancelled and/or used, the number of treasury shares before and after such sale, transfer, cancellation and/or use, the percentage of the number of treasury shares against the total number of issued shares (of the same class as the treasury shares) which are listed before and after such sale, transfer, cancellation and/or use, and the value of the treasury shares if they are used for a sale or transfer, or cancelled.

- 2.6 **Source of funds.** The Company may only apply funds for share purchases as provided in its Constitution and in accordance with the applicable laws in Singapore. The Company may purchase Shares out of capital, as well as from its distributable profits.

The Company will use internal sources of funds and/or external borrowings to finance purchases of Shares. The Directors do not propose to exercise the Share Purchase Mandate in a manner and to such an extent that would materially affect the working capital requirements of the Company and the Group.

The Listing Manual specifies that a listed company shall report all purchases of its shares to the SGX-ST not later than 9.00 a.m. (a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was effected, and (b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptances of the offer. The notification of such purchases to the SGX-ST shall be in such form, and shall include such details, as may be prescribed by the SGX-ST in the Listing Manual.

- 2.7 **Dealings in Shares.** The Listing Manual does not expressly prohibit any purchase of shares by a listed company during any particular time(s). However, as the Company would be regarded as an "insider" in relation to any proposed purchase of its Shares, the Company will not undertake any purchase of Shares pursuant to the Share Purchase Mandate in the following circumstances:

- (a) at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of a decision of the board of Directors until the price-sensitive information has been publicly announced; and
- (b) in the case of Market Purchases, during the close periods of the Company commencing one (1) month immediately preceding the announcement of the Company's half-yearly results or annual results, as the case may be, up to and including the date of announcement of the relevant results.

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- 2.8 **Listing status of the ordinary shares.** Under Rule 723 of the Listing Manual, a listed company should ensure that at least ten per cent. (10%) of the total number of issued shares (excluding treasury shares, preference shares and convertible equity securities) in a class that is listed is at all times held by the public. The “public”, as defined under the Listing Manual, are persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of the Company or its subsidiaries, as well as the associates of such persons.

Before deciding to effect a purchase of Shares pursuant to the Share Purchase Mandate, the Directors will use their best efforts to ensure that sufficient float in the hands of the public will be maintained such that the purchase of Shares will not affect the listing status of the Shares on the SGX-ST, cause market illiquidity or affect the orderly trading of the Shares.

As at the Latest Practicable Date, there are 224,441,413 representing approximately 18.97% Shares held in the hands of the public. To comply with the requirement of the Listing Manual, the Company will only purchase Shares as may be available through Market Purchases up to such number of Shares so as to ensure that the number of Shares in the hands of the public would not fall below 118,337,328 Shares, representing approximately ten per cent. (10%) of 1,183,373,276 Shares.

- 2.9 **Financial effects.** The financial effects on the Company and the Group arising from purchases of Shares which may be made pursuant to the proposed Share Purchase Mandate will depend on, *inter alia*, whether the Shares are purchased out of profits and/or capital of the Company, the number of Shares purchased, the price paid for such Shares and whether the Shares purchased are held in treasury or cancelled.

Under the Companies Act, purchases of Shares by the Company may be made out of the Company’s profits and/or capital so long as the Company is solvent. Where the consideration paid by the Company for the purchase of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The financial effects of the proposed Share Purchase Mandate on the Company and the Group are based on the audited financial statements of the Company and the Group for the financial year ended 30 June 2024 and on the assumptions set out below:

- (a) Based on the issued Shares as at 30 June 2024;
- (b) **CASE 1** Assuming further that the Company purchases 118,337,327 Shares (the maximum number of shares representing approximately ten per cent. (10%) of the number of issued Shares of 1,183,373,276 as authorised by the proposed Share Purchase Mandate), the maximum amount of funds required (excluding ancillary expenses such as brokerage, goods and services tax, stamp duties and other related expenses) is approximately:
 - (i) in the case of Market Purchases, S\$188,156,000 based on the maximum price of S\$1.59 per Share being the price equivalent to five per cent. (5%) above the average of the closing market prices of the Shares, over the last five (5) market days on which the Shares were traded on the SGX-ST immediately preceding* 2 September 2024; and

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- (ii) in the case of Off-Market Purchases, S\$214,191,000 based on the maximum price of S\$1.81 per Share being the price equivalent to twenty per cent. (20%) above the average of the closing market prices of the Shares, over the last five (5) market days on which the Shares were traded on the SGX-ST immediately preceding* 2 September 2024.

* assuming Market Purchases/Announcement of Off-Market Purchase (as the case may be) was made on 2 September 2024 and deemed to be adjusted for any corporate action that occurs during the relevant 5 market days and the day on which the Purchases were made/offer was made (as the case may be).

- (c) **CASE 2** Assuming further that the Company purchases 106,104,085 Shares (the maximum number of shares to ensure that the number of Shares in the hands of the public does not fall below 10% of the issued Shares of 1,183,373,276), the maximum amount of funds required (excluding ancillary expenses such as brokerage, goods and services tax, stamp duties and other related expenses) is approximately:

- (i) in the case of Market Purchases, S\$168,705,000 based on the maximum price of S\$1.59 per Share being the price equivalent to five per cent. (5%) above the average of the closing market prices of the Shares, over the last five (5) market days on which the Shares were traded on the SGX-ST immediately preceding* 2 September 2024; and

- (ii) in the case of Off-Market Purchases, S\$192,048,000 based on the maximum price of S\$1.81 per Share being the price equivalent to twenty per cent. (20%) above the average of the closing market prices of the Shares, over the last five (5) market days on which the Shares were traded on the SGX-ST immediately preceding* 2 September 2024.

* assuming Market Purchases/Announcement of Off-Market Purchase (as the case may be) was made on 2 September 2024 and deemed to be adjusted for any corporate action that occurs during the relevant 5 market days and the day on which the Purchases were made/offer was made (as the case may be).

- (d) Purchase of the Shares is financed solely by external borrowings.

For illustration purposes only, on the basis of the assumptions set out in subparagraphs (a), (b), (c) and (d) above, the financial effects of the purchase of the Shares by the Company pursuant to the proposed Share Purchase Mandate:

- (i) by way of purchases held as treasury shares; and
- (ii) by way of purchases made out of capital and profits and cancelled,

on the audited financial statements of the Company and the Group for the financial year ended 30 June 2024 are set out hereinafter:

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CASE 1

(i) Purchases held as treasury shares

(A) Market purchases

	Group Before Share Purchase	Group After Share Purchase	Company Before Share Purchase	Company After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 30 June 2024</u>				
Shareholders' Funds ⁽¹⁾	4,334,323	4,326,797	2,151,218	2,143,692
Less: Treasury Shares	-	(188,156)	-	(188,156)
	4,334,323	4,138,641	2,151,218	1,955,536
Current Assets	4,551,299	4,551,299	1,262	1,262
Current Liabilities	3,018,199	3,213,881	922	196,604
Total Borrowings ⁽²⁾	5,267,467	5,455,623	-	188,156
Cash and Cash Equivalents	984,155	984,155	106	106
Number of Shares ('000) ⁽³⁾	1,111,387	993,050	1,111,387	993,050
<u>Financial Ratios</u>				
Net Asset Value per Share (S\$) ⁽⁴⁾	3.90	4.17	1.94	1.97
Gearing (times) ⁽⁵⁾	0.99	1.08	-	0.10
Current Ratio (times) ⁽⁶⁾	1.51	1.42	1.37	0.01
Earnings per Share (cents) ⁽⁷⁾	9.95	10.37	5.41	5.30

(B) Off-market purchases

	Group Before Share Purchase	Group After Share Purchase	Company Before Share Purchase	Company After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 30 June 2024</u>				
Shareholders' Funds ⁽¹⁾	4,334,323	4,325,755	2,151,218	2,142,650
Less: Treasury Shares	-	(214,191)	-	(214,191)
	4,334,323	4,111,564	2,151,218	1,928,459
Current Assets	4,551,299	4,551,299	1,262	1,262
Current Liabilities	3,018,199	3,240,958	922	223,681
Total Borrowings ⁽²⁾	5,267,467	5,481,658	-	214,191
Cash and Cash Equivalents	984,155	984,155	106	106
Number of Shares ('000) ⁽³⁾	1,111,387	993,050	1,111,387	993,050
<u>Financial Ratios</u>				
Net Asset Value per Share (S\$) ⁽⁴⁾	3.90	4.14	1.94	1.94
Gearing (times) ⁽⁵⁾	0.99	1.09	-	0.11
Current Ratio (times) ⁽⁶⁾	1.51	1.40	1.37	0.01
Earnings per Share (cents) ⁽⁷⁾	9.95	10.27	5.41	5.19

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CASE 1

(ii) Purchases made out of capital and profits and cancelled

(A) Market purchases

	Group Before Share Purchase	Group After Share Purchase	Company Before Share Purchase	Company After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 30 June 2024</u>				
Shareholders' Funds ⁽¹⁾	4,334,323	4,138,641	2,151,218	1,955,536
Current Assets	4,551,299	4,551,299	1,262	1,262
Current Liabilities	3,018,199	3,213,881	922	196,604
Total Borrowings ⁽²⁾	5,267,467	5,455,623	-	188,156
Cash and Cash Equivalents	984,155	984,155	106	106
Number of Shares ('000) ⁽³⁾	1,111,387	993,050	1,111,387	993,050
<u>Financial Ratios</u>				
Net Asset Value per Share (S\$) ⁽⁴⁾	3.90	4.17	1.94	1.97
Gearing (times) ⁽⁵⁾	0.99	1.08	-	0.10
Current Ratio (times) ⁽⁶⁾	1.51	1.42	1.37	0.01
Earnings per Share (cents) ⁽⁷⁾	9.95	10.37	5.41	5.30

(B) Off-market purchases

	Group Before Share Purchase	Group After Share Purchase	Company Before Share Purchase	Company After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 30 June 2024</u>				
Shareholders' Funds ⁽¹⁾	4,334,323	4,111,564	2,151,218	1,928,459
Current Assets	4,551,299	4,551,299	1,262	1,262
Current Liabilities	3,018,199	3,240,958	922	223,681
Total Borrowings ⁽²⁾	5,267,467	5,481,658	-	214,191
Cash and Cash Equivalents	984,155	984,155	106	106
Number of Shares ('000) ⁽³⁾	1,111,387	993,050	1,111,387	993,050
<u>Financial Ratios</u>				
Net Asset Value per Share (S\$) ⁽⁴⁾	3.90	4.14	1.94	1.94
Gearing (times) ⁽⁵⁾	0.99	1.09	-	0.11
Current Ratio (times) ⁽⁶⁾	1.51	1.40	1.37	0.01
Earnings per Share (cents) ⁽⁷⁾	9.95	10.27	5.41	5.19

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CASE 2

(i) Purchases held as treasury shares

(A) Market purchases

	Group Before Share Purchase	Group After Share Purchase	Company Before Share Purchase	Company After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 30 June 2024</u>				
Shareholders' Funds ⁽¹⁾	4,334,323	4,327,575	2,151,218	2,144,470
Less: Treasury Shares	-	(168,705)	-	(168,705)
	4,334,323	4,158,870	2,151,218	1,975,765
Current Assets	4,551,299	4,551,299	1,262	1,262
Current Liabilities	3,018,199	3,193,652	922	176,375
Total Borrowings ⁽²⁾	5,267,467	5,436,172	-	168,705
Cash and Cash Equivalents	984,155	984,155	106	106
Number of Shares ('000) ⁽³⁾	1,111,387	1,005,283	1,111,387	1,005,283
<u>Financial Ratios</u>				
Net Asset Value per Share (S\$) ⁽⁴⁾	3.90	4.14	1.94	1.97
Gearing (times) ⁽⁵⁾	0.99	1.07	-	0.09
Current Ratio (times) ⁽⁶⁾	1.51	1.43	1.37	0.01
Earnings per Share (cents) ⁽⁷⁾	9.95	10.32	5.41	5.31

(B) Off-market purchases

	Group Before Share Purchase	Group After Share Purchase	Company Before Share Purchase	Company After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 30 June 2024</u>				
Shareholders' Funds ⁽¹⁾	4,334,323	4,326,641	2,151,218	2,143,536
Less: Treasury Shares	-	(192,048)	-	(192,048)
	4,334,323	4,134,593	2,151,218	1,951,488
Current Assets	4,551,299	4,551,299	1,262	1,262
Current Liabilities	3,018,199	3,217,929	922	200,652
Total Borrowings ⁽²⁾	5,267,467	5,459,515	-	192,048
Cash and Cash Equivalents	984,155	984,155	106	106
Number of Shares ('000) ⁽³⁾	1,111,387	1,005,283	1,111,387	1,005,283
<u>Financial Ratios</u>				
Net Asset Value per Share (S\$) ⁽⁴⁾	3.90	4.11	1.94	1.94
Gearing (times) ⁽⁵⁾	0.99	1.08	-	0.10
Current Ratio (times) ⁽⁶⁾	1.51	1.41	1.37	0.01
Earnings per Share (cents) ⁽⁷⁾	9.95	10.23	5.41	5.22

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CASE 2

(ii) Purchases made out of capital and profits and cancelled

(A) Market purchases

	Group Before Share Purchase	Group After Share Purchase	Company Before Share Purchase	Company After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 30 June 2024</u>				
Shareholders' Funds ⁽¹⁾	4,334,323	4,158,870	2,151,218	1,975,765
Current Assets	4,551,299	4,551,299	1,262	1,262
Current Liabilities	3,018,199	3,193,652	922	176,375
Total Borrowings ⁽²⁾	5,267,467	5,436,172	-	168,705
Cash and Cash Equivalents	984,155	984,155	106	106
Number of Shares ('000) ⁽³⁾	1,111,387	1,005,283	1,111,387	1,005,283
<u>Financial Ratios</u>				
Net Asset Value per Share (S\$) ⁽⁴⁾	3.90	4.14	1.94	1.97
Gearing (times) ⁽⁵⁾	0.99	1.07	-	0.09
Current Ratio (times) ⁽⁶⁾	1.51	1.43	1.37	0.01
Earnings per Share (cents) ⁽⁷⁾	9.95	10.32	5.41	5.31

(B) Off-market purchases

	Group Before Share Purchase	Group After Share Purchase	Company Before Share Purchase	Company After Share Purchase
	S\$'000	S\$'000	S\$'000	S\$'000
<u>As at 30 June 2024</u>				
Shareholders' Funds ⁽¹⁾	4,334,323	4,134,593	2,151,218	1,951,488
Current Assets	4,551,299	4,551,299	1,262	1,262
Current Liabilities	3,018,199	3,217,929	922	200,652
Total Borrowings ⁽²⁾	5,267,467	5,459,515	-	192,048
Cash and Cash Equivalents	984,155	984,155	106	106
Number of Shares ('000) ⁽³⁾	1,111,387	1,005,283	1,111,387	1,005,283
<u>Financial Ratios</u>				
Net Asset Value per Share (S\$) ⁽⁴⁾	3.90	4.11	1.94	1.94
Gearing (times) ⁽⁵⁾	0.99	1.08	-	0.10
Current Ratio (times) ⁽⁶⁾	1.51	1.41	1.37	0.01
Earnings per Share (cents) ⁽⁷⁾	9.95	10.23	5.41	5.22

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Notes:

- (1) Shareholders' funds refer to equity attributable to ordinary equity holders of the Company.
- (2) Total borrowings comprise liabilities arising from borrowings from banks and other financial institutions and outstanding debt securities.
- (3) Number of Shares is derived after deducting the Shares acquired by the Trust (established in respect of the Company's share scheme for its executives) and treasury shares purchased from the number of Shares in issue.
- (4) Net asset value per Share is calculated by dividing the shareholders' funds by the number of Shares.
- (5) Gearing equals total borrowings after deducting cash and cash equivalents divided by shareholders' funds.
- (6) Current ratio equals current assets divided by current liabilities.
- (7) Basic earnings per Share is calculated by dividing profit attributable to ordinary equity holders of the Company by the weighted average number of Shares after deducting the Shares acquired by the Trust (established in respect of the Company's share scheme for its executives) and treasury shares purchased. Profit attributable to ordinary equity holders of the Company is decreased by the interest expense on the external borrowings for the Shares purchased.

Shareholders should note that the financial effects set out above are for illustrative purposes only (based on the aforementioned assumptions). The actual impact will depend on the number and price of the Shares purchased (if any). In any event, the Directors do not intend to exercise the Share Purchase Mandate to such an extent that it would have a material adverse effect on the working capital requirements of the Company. The purchase of the Shares will only be effected after considering relevant factors such as the working capital requirement, availability of financial resources, the expansion and investment plans of the Company and the prevailing market conditions.

2.10 **The Singapore Code on Take-over and Merger ("Take-over Code") implications.** Appendix 2 of the Take-over Code ("**Appendix 2**") contains the Share Buy-Back Guidance Note. The take-over implications arising from any purchase by the Company of its Shares are set out below.

2.10.1 **Obligation to make a Take-over offer**

The resultant increase in the percentage of voting rights held by a Shareholder and persons acting in concert with him, following the purchase of Shares by the Company, will be treated as an acquisition for the purpose of Rule 14 of the Take-over Code ("**Rule 14**"). Consequently, depending on the number of Shares purchased by the Company and the Company's issued share capital at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make an offer under Rule 14.

2.10.2 **Persons acting in concert**

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company. Unless the contrary is established, the Take-over Code presumes, *inter alia*, the following individuals and companies to be persons acting in concert with each other:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, and any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;

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- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts); and
- (c) an individual, his close relatives, his related trusts and any person who is accustomed to act in accordance with his instructions, companies controlled by any of the foregoing persons, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the aforesaid for the purchase of voting rights.

For this purpose, ownership or control of at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of a company will be regarded as the test of associated company status.

2.10.3 Effect of Rule 14 and Appendix 2

The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 after a purchase of Shares by the Company are set out in Rule 14 and Appendix 2.

In general terms, the effect of Rule 14 and Appendix 2 is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing Shares, the voting rights of such Directors and their concert parties would increase to thirty per cent. (30%) or more, or, if the voting rights of such Directors and their concert parties fall between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than one per cent. (1%) in any period of six (6) months. In calculating the percentages of voting rights of such Directors and their concert parties, treasury shares shall be excluded.

Under Appendix 2, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing its Shares, the voting rights of such Shareholder would increase to thirty per cent. (30%) or more, or, if such Shareholder holds between thirty per cent. (30%) and fifty per cent. (50%) of the Company's voting rights, the voting rights of such Shareholder would increase by more than one per cent. (1%) in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution to approve the renewal of the Share Purchase Mandate.

Shareholders are advised to consult their professional advisers and/or the Securities Industry Council and/or other relevant authorities at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Share purchases by the Company.

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2.11 **Directors' and substantial shareholders' interests.** Based on the Register of Directors' Shareholdings and Register of Substantial Shareholders as at the Latest Practicable Date, the shareholdings of the Directors and Substantial Shareholders in the Company are set out below:

SHARES

	No. of Shares		%(¹)
	Direct Interest	Deemed Interest	
DIRECTORS			
Quek Leng Chan	-	850,285,371 ⁽⁵⁾	71.85
Cheng Hsing Yao	590,474	-	0.05
Kwek Leng Hai	35,290,914	-	2.98
Saw Kok Wei	-	-	-
Wee Lieng Seng	-	-	-
Madeleine Lee Suh Shin	-	-	-
Quek Kon Sean	258,667	-	0.02
Sharon Wee Hsu Oon	-	-	-
Christine Fellowes	-	-	-
SUBSTANTIAL SHAREHOLDERS			
GuocoLand Assets Pte. Ltd.	790,507,734	-	66.80
Fairbury Pte. Ltd. ⁽²⁾	73,604,933	-	6.22
Guoco Group Limited	-	790,507,734 ⁽³⁾	66.80
GuoLine Overseas Limited	-	790,507,734 ⁽³⁾	66.80
GuoLine Capital Assets Limited	-	822,969,052 ⁽⁴⁾	69.54
Hong Leong Investment Holdings Pte. Ltd.	-	824,368,452 ⁽⁴⁾	69.66
Quek Leng Chan	-	850,285,371 ⁽⁵⁾	71.85

SHARE GRANT

Share Grant pursuant to the GuocoLand Limited ("GLL")
Executive Share Scheme 2018 ("ESS 2018")

Cheng Hsing Yao	937,360 ⁽⁶⁾	-	Not Applicable
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Share Grant pursuant to the Executive Share Scheme 2023
("ESS 2023") of HL Management Co Sdn Bhd ("HLMC")

Quek Kon Sean	153,333 ⁽⁷⁾	-	Not Applicable
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Notes:

- (1) The percentage is calculated based on 1,183,373,276 Shares.
- (2) Trust established in respect of the Company's share scheme for its executives.
- (3) Deemed interest arising through GuocoLand Assets Pte. Ltd. by virtue of the operation of Section 7 of the Companies Act.
- (4) Deemed interest arising through GuocoLand Assets Pte. Ltd. and a company in which the substantial shareholder has interest by virtue of the operation of Section 7 of the Companies Act.
- (5) Deemed interest arising through GuocoLand Assets Pte. Ltd. and 3 companies in which the substantial shareholder has interest by virtue of the operation of Section 7 of the Companies Act.
- (6) Share grants comprising 243,589 Shares and 1,284,245 Shares were granted to Mr Cheng Hsing Yao on 20 January 2023 ("**Jan 2023 Share Grant**") and 29 December 2023 ("**Dec 2023 Share Grant**") respectively, pursuant to the ESS 2018, to be vested over 3 years in 3 tranches. The first tranche of the Jan 2023 Share Grant comprising 81,196 Shares was vested and transferred to Mr Cheng on 1 February 2023. The second tranche of the Jan 2023 Share Grant and the first tranche of the Dec 2023 Share Grant comprising an aggregate of 509,278 Shares were further vested to Mr Cheng and such Shares were transferred to him on 31 January 2024. The remaining tranches of the share grants comprising an aggregate of 937,360 Shares will be vested to Mr Cheng by 2026.
- (7) Share grant comprising 230,000 Shares were granted to Mr Quek Kon Sean on 3 April 2024, pursuant to the ESS 2023 of HLMC, to be vested over 3 years in 3 tranches. The first tranche of the said share grant comprising 76,667 Shares was vested and transferred to Mr Quek on 15 April 2024. The remaining tranches of the share grant comprising an aggregate of 153,333 Shares will be vested to Mr Quek by 2026.

Based on the information set out on page 14, as at the Latest Practicable Date, none of the Directors will become obligated to make a mandatory offer in the event that the Company purchases the maximum number of 118,337,327 Shares under the Share Purchase Mandate. Based on the Register of Substantial Shareholders of the Company as at the Latest Practicable Date, the Directors are not aware of any Substantial Shareholder (together with persons acting in concert with them) who may become obligated to make a mandatory offer in the event that the Company purchases the maximum number of 118,337,327 Shares under the Share Purchase Mandate.

- 2.12 **Details of Shares purchased in the last 12 months.** The Company did not purchase any Shares in the 12 months preceding the Latest Practicable Date.

3. DIRECTORS' RECOMMENDATION

The Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of Ordinary Resolution No. 9 being the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate, as set out in the Notice of the 2024 AGM.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Letter and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Letter constitutes full and true disclosure of all material facts about the proposed renewal of the Share Purchase Mandate, and the Company and its subsidiaries which are relevant to the Proposal, and the Directors are not aware of any facts the omission of which would make any statement in this Letter misleading. Where information in this Letter has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Letter in its proper form and context.

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5. INSPECTION OF DOCUMENTS

The following documents may be accessed at <https://www.guocoland.com.sg/annualgm.shtml>:

- (a) the annual report of the Company for the financial year ended 30 June 2024; and
- (b) the Letter to Shareholders dated 25 September 2024.

Yours faithfully
For and on behalf of the Board of Directors of
GUOCOLAND LIMITED

QUEK LENG CHAN
Chairman