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銀娛GEG

GALAXY ENTERTAINMENT GROUP LIMITED

銀河娛樂集團有限公司

(incorporated in Hong Kong with limited liability)

(Stock Code: 27)

NOTICE OF 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2014 annual general meeting of shareholders of Galaxy Entertainment Group Limited (the “Company”) will be held at Ballroom, Level 3, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 11 June 2014 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and reports of the Directors and Auditor for the year ended 31 December 2013;
2. To re-elect Directors and fix the Directors’ remuneration;
3. To re-appoint Auditor and authorise the Directors to fix the Auditor’s remuneration;
4. As special business, to consider and, if thought fit, pass the following Resolutions as Ordinary Resolutions:

4.1 “THAT

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to purchase shares of the Company be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be purchased on The Stock Exchange of Hong Kong Limited or any other stock exchange recognised for this purpose by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited under the Hong Kong Code on Share Buy-backs pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate number of the issued shares of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and

(c) for the purpose 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 Companies Ordinance to be held; or
- (iii) the revocation or variation of the approval given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

4.2 “**THAT**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company, to grant rights to subscribe for, or convert any security into, additional shares in the capital of the Company (including the issue of any securities convertible into shares, or options, warrants or similar rights to subscribe for any shares) and to make or grant offers, agreements and options which might require the exercise of such powers either during or after the Relevant Period be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue;
 - (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;
 - (iii) any option scheme or similar arrangement for the time being adopted by the Company for the grant or issue of shares, or rights or options (and the exercise thereof) to acquire shares in the capital 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 Articles of Association of the Company,

shall not exceed the aggregate of: (aa) 20% of the aggregate number of the issued shares of the Company on the date of the passing of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into larger or smaller number of shares); (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of shares bought back by the Company subsequent to the passing of this Resolution (up to a maximum of 10% of the issued shares of the Company at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into larger or smaller number of shares)), and this approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the time of 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 Companies Ordinance to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares in the share capital of the Company or an offer or issue of warrants or options or similar instruments to subscribe for, or of securities convertible into, shares in the share capital of the Company open for a period fixed by the Directors of the Company to holders of shares of the Company (or, where appropriate, to holders of other securities of the Company entitled to the offer) or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares (or, where appropriate, such other securities) or class thereof (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).”

4.3 “**THAT** conditional upon the passing of the Resolutions numbered 4.1 and 4.2 in the notice convening this meeting, the general mandate granted to the Directors of the Company to exercise the powers of the Company pursuant to paragraph (a) of the Resolution numbered 4.2 be and is hereby extended by the addition thereto of a number representing the aggregate number of shares of the Company bought back by the Company under the authority granted by the Resolution numbered 4.1, provided that such number shall not exceed 10% of the aggregate number of the issued shares of the Company at the date of the passing of this Resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into larger or smaller number of shares).”

5. As special business, to consider and, if thought fit, pass the following Resolutions as Special Resolutions:

5.1 “**THAT** conditional upon the passing of the Resolution numbered 5.2 in the notice convening this meeting, the memorandum of association of the Company be deleted in its entirety”.

5.2 “**THAT** conditional upon the passing of the Resolution numbered 5.1 in the notice convening this meeting, the articles of association of the Company (the “**Articles**”) be amended as follows:

(a) Heading and Article 1

By deleting the existing header “Table A” and Article 1 and substituting therefor the following:

“Mandatory Articles

1. The name of the Company is “GALAXY ENTERTAINMENT GROUP LIMITED 銀河娛樂集團有限公司”. The liability of the members is limited and is limited to any amount unpaid on the shares held by the members.

Table A and Model Articles

1A. The regulations contained in Table A in the First Schedule to the predecessor Ordinance (as defined in the Companies Ordinance) and the model articles under Section 78 of the Companies Ordinance shall not apply to the Company.”

(b) Article 2

By adopting the following changes in the interpretation:

“associate” – By deleting the words “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and any amendments thereto for the time being in force” after the words “Rule 1.01 of the”, and substituting therefor the words “Listing Rules”.

“clearing house” – By deleting the word “Cap.” and substituting therefor the word “Chapter”.

“the Companies Ordinance” – By deleting the words “(Chapter 32 of the laws of Hong Kong)” and substituting therefor the words “(Chapter 622 of the Laws of Hong Kong) and any amendments thereto for the time being in force”.

“capital” – By deleting the interpretation in its entirety

“share” – By deleting the words “and includes stock except where a distinction between stock and shares is expressed or implied”.

“seal” – By adding the words “(if any)” after the words “of the Company”.

(c) Article 3

By adding the words “or be redeemable whether at the option of the Company or otherwise,” after the words “return of capital or otherwise,” and by deleting the words “and any preference share may, with the sanction of a special resolution, be issued on the terms that it is, or at the option of the Company or the holder thereof is liable, to be redeemed” and substituting therefor the words “. The Directors may determine the terms, conditions and manner of redemption of the shares”.

(d) Article 4

By deleting the second sentence in the existing Article 4.

(e) Article 5

By deleting the words “three-fourths in nominal value of the issued shares” after the words “the holders of not less than” and substituted therefor the words “75 per cent. of the total voting rights of holders of shares” and by deleting the words “in nominal value of the issued shares” in last sentence and substituting therefor the words “of the total voting rights of holders of shares” in the existing Article 5(A).

(f) Article 7

By deleting the words “, whether or not all the shares for the time being authorised shall have been issued and whether or not all the shares for the time being issued shall have been fully paid up,” and “and to be divided into shares of such respective amounts”.

(g) Article 11

By deleting the existing Article 11 in its entirety and substituting therefor the following:

“Subject to the provisions of the Companies Ordinance (and in particular Sections 140 and 141 thereof) and of these Articles, the Board may exercise a power to allot shares or to grant rights to subscribe for, or to convert any security into, shares to such persons, at such times, for such consideration and generally on such terms as the Board shall in its absolute discretion think fit.”

(h) Article 16

By deleting the words “without payment” and “HK\$2.5 or”.

(i) Article 17

By adding the words “if this is required so under the Companies Ordinance or the Listing Rules” after the words “seal of the Company” and by deleting the words “Section 73A of the Ordinance” and substituting therefor the words “Section 126 of the Companies Ordinance”.

(j) Article 18

By deleting the words “Section 57A of the Ordinance” and substituting therefor the words “Section 179 of the Companies Ordinance”.

(k) Article 20

By adding the words “or fees” after the word “fee” and by deleting the words “not exceeding HK\$2.5 or such fee or fees” in first sentence.

(l) Article 24

By deleting the words “(whether on account of the nominal value of the shares or by way of premiums)”.

(m) Article 27

By deleting the existing Article 27 in its entirety and substituting therefor the following:

“[Repealed].”

(n) Article 35

By deleting the words “, whether on account of the nominal value of the share and/or by way of premium,” in first sentence.

(o) Article 39

By deleting the words “The Board may, in its absolute discretion and without assigning any reason” and substituting therefor the words “Subject to the provisions of the Companies Ordinance, the Board may, in its absolute discretion”.

(p) Article 40

By deleting the words “a fee of HK\$2.5 or” in the existing Article 40(i).

(q) Article 43

By deleting all references to “without charge”.

(r) Article 53

By deleting the words “, whether on account of the nominal value of the share or by way of premium,” in ninth and tenth lines.

(s) Article 58

By deleting the words “, whether on account of the nominal value of the share or by way of premium,”.

(t) Heading and Articles 60 to 63

By deleting the heading “Stock” and Articles 60 to 63 in their entirety and substituting therefor in each of Articles 60 to 63 the following:

“[Repealed].”

(u) Article 64

By deleting the existing Article 64(A) in its entirety and substituting therefor the following:

“(A) The Company may from time to time alter its share capital by:

- (i) increasing its share capital by allotting and issuing new shares;
- (ii) increasing its share capital without allotment and issuing new shares, if the funds or other assets for the increase are provided by the members of the Company;
- (iii) capitalising its profits, with or without allotting and issuing new shares;
- (iv) allotting and issuing bonus shares with or without increasing its share capital;
- (v) converting all or any of its shares into larger or smaller number of shares; and
- (vi) cancelling shares that, at the date the resolution for cancellation is passed, having not been taken or agreed to be taken by any person or that have been forfeited,

in any manner authorised and subject to any conditions prescribed by law.”

By deleting the words “, any capital redemption reserve fund or any share premium account” in the existing Article 64(B).

(v) Article 65

By adding the words “in accordance with the Companies Ordinance” in second line after the word “year” and deleting the words “; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next”.

(w) Article 66

By deleting the existing Article 66 in its entirety and substituting therefor the following:

“All meetings of the members of the Company other than annual general meetings shall be called general meetings.”

(x) Article 67

By deleting the existing Article 67 in its entirety and substituting therefor the following:

“The Board may, whenever it thinks fit, call a general meeting, and general meetings shall also be convened on requisition as provided by the Companies Ordinance, or, in default, may be convened by the requisitionists as provided by the Companies Ordinance. If the Board thinks fit, the Company may hold a general meeting at two or more places using technology that enables the members of the Company who are not together at the same place to listen, speak and vote at the meeting in accordance with such rules and procedures as the Board may determine. In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.”

(y) Article 68

By deleting the existing Article 68 in its entirety and substituting therefor the following:

“An annual general meeting shall be called by twenty-one days’ notice in writing at the least, and a meeting of the Company other than an annual general meeting shall be called by at least fourteen days’ notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given; shall specify the place of the meeting (and if the meeting is to be held in two or more places, the principal place of the meeting and other place or places of the meeting), the date and the time of the meeting, the general nature of that business, comply with Section 576 of the Companies Ordinance and contain a statement specifying a member’s right to appoint a proxy under Section 596(1) and (3) of the Companies Ordinance; and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to

receive such notices, from the Company, provided that subject to the provisions of the Companies Ordinance, a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:–”

By deleting the existing Article 68(ii) in its entirety and substituting therefor the following:

“(ii) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent. of the total voting rights at the meeting of all the members.”

(z) Article 70

By deleting the existing Article 70 in its entirety and substituting therefor the following:

“[Repealed].”

(aa) Article 73

By adding the words “where a proxy may be elected to be the Chairman of such meeting by a resolution of the Company passed at the meeting” at the end before “.”.

(bb) Article 75

By deleting the word “three” and substituting therefor the word “five” in the existing Article 75(ii).

By deleting the words “one-tenth” and substituting therefor the words “five per cent.” and by deleting the words “; or” and substituting therefor “.” in the existing Article 75(iii).

By deleting the existing Article 75(iv) in its entirety.

(cc) Article 80

By deleting the word “A” in first line and substituting therefor the words “Subject to the provisions of the Companies Ordinance, a” in the existing Article 80.

(dd) Article 81

By deleting the words “Section 115” and substituting therefor the words “Sections 606 and 607 (where applicable)” and by adding the words “, or by proxy (unless such member appoints more than one proxy in which the proxies so appointed are not entitled to vote on the resolution on a show of hands)” after the words “Companies Ordinance” in fourth line.

(ee) Article 88

By deleting first sentence of the existing Article 88 and substituting therefor the following:

“The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be received by the Company at least forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) and for a poll taken more than forty-eight hours after it was demanded, at least twenty-four hours before the time appointed for taking the poll, and in default the instrument of proxy shall not be treated as valid.”

(ff) Article 90

By deleting the words “an extraordinary” in fourth line and substituting therefor the word “a” and by deleting the words “special business (determined as provided in Article 70)” in fourth and fifth lines and substituting therefor the words “any business”, and by deleting the word “special” in seventh line.

(gg) Article 91

By deleting the words “at its registered office, or at such other place as is referred to in Article 88,” in sixth line.

(hh) Article 92A

By adding the word “any meeting of the” after the word “and/or” in third line and by changing the word “warrantholders” to “warrantholders” in third line of the existing Article 92A.

(ii) Article 93

By deleting the words “in nominal value” in the existing Article 93(C).

(jj) Article 94

By deleting the word “daily” before the word “newspaper” in second and third lines and before the word “newspapers” in fourth line, and deleting the words “for the purpose of section 71A” and substituting therefor the words “under Section 203(2)” in the existing Article 94(A)(ii).

(kk) Article 104

By adding the words “or the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or is otherwise prohibited from being a Director by law” at the end of the existing Article 104(A)(iv).

By deleting the words “a special” and substituting therefor the words “an ordinary” in the existing Article 104(A)(vii).

(ll) Article 105

By deleting the existing Article 105(B)(ii)(c) in its entirety and substituting therefor the following:

“[Repealed].”

By deleting the words “or its associated companies” in the first and second lines of the existing Article 105(B)(ii)(d).

By deleting the existing Article 105(B)(v) in its entirety and substituting therefor the following:

“If a Director or an entity connected with the Director is in any way (directly or indirectly) interested in a transaction, arrangement or contract, or a proposed transaction, arrangement or contract, with the Company that is significant in relation to the Company’s business, and the Director’s or the entity’s interest is material, the Director must declare the nature and extent of the Director’s or the entity’s interest to the other Directors in accordance with Section 536 of the Companies Ordinance. A reference in this Article to an entity connected with a Director has the meaning given to it by Section 486 of the Companies Ordinance.”

(mm) Article 119

By adding the words “, subject to Section 534(1) of the Companies Ordinance,” after the word “decide” in the third line of the existing Article 119.

(nn) Article 123

By deleting the words “at par or at such premium” in the existing Article 123(B)(i).

(oo) Article 127

By adding the words “, subject to Section 534(1) of the Companies Ordinance” before “.” in the first sentence of the existing Article 127.

(pp) Article 142

By deleting the existing Article 142(A) in its entirety and substituting therefor the following:

“The Board may decide by what means and in what form a seal (if any) or official seal (whether for use for sealing certificates for shares or other securities issued by the Company or for use abroad under the provisions of

the Companies Ordinance) is to be used. The Board shall provide for the safe custody of the seal (if any) which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall, unless otherwise decided by the Board, be signed by one Director or by some other person appointed by the Board for the purpose, provided that the Board may either generally or in any particular case or cases resolve (subject to such restrictions as to the manner in which the seal may be affixed as the Board may determine) that such signature may be affixed to certificates for shares or debentures or representing any other form of security by some mechanical means other than autographic to be specified in such resolution or that such certificates need not be signed by any person. Every instrument executed in manner provided by this Article or otherwise in accordance with Section 128 of the Companies Ordinance shall be deemed to be executed as a deed with the authority of the Directors previously given.”

By deleting the words “Section 73A of the Ordinance” and substituting therefor the words “Section 126 of the Companies Ordinance” in second line and by deleting the words “under the seal” and substituting therefor the words “as a deed” in eighth line in the existing Article 142(B).

(qq) Article 144

By deleting the words “under the seal” and substituting therefor the words “as a deed” in first line of the existing Article 144(A).

By deleting the existing Article 144(B) in its entirety and substituting therefor the following:

“The Company may, by writing as a deed, empower any person, either generally or in respect of any specified matter, as its attorney to execute deeds and instruments on its behalf and to enter into contracts and sign the same on its behalf and every deed executed by such attorney on behalf of the Company shall bind the Company and have the same effect as if it were executed as a deed by the Company.”

(rr) Article 147

By deleting the words “; provided that for the purpose of this Article, any amount standing to the credit of share premium account may only be applied in the paying up of unissued shares to be issued to members of the Company as fully paid up shares” at the end of the existing Article 147(A) before “.” .

(ss) Article 148

By deleting the existing Article 148 in its entirety and substituting therefor the following:

“[Repealed].”

(tt) Article 153

By deleting the words “out of the amount standing to the credit of share premium account or” in sixth line and by deleting the words “equal to the aggregate nominal amount of shares to be allotted on such basis and apply the same” in ninth and tenth lines in the existing Article 153(A)(i)(e).

By deleting the existing Article 153(A)(i)(f) in its entirety.

By adding the words “in cash” after the word “payable” in second line, by deleting the words “share election has not” and substituting therefor “share election has” in second line, by deleting the words “out of the amount standing to the credit of share premium account or” and “equal to the aggregate nominal amount of shares to be allotted on such basis and apply the same” in fifth and sixth lines, and eighth and ninth lines, respectively, and by substituting “;” with “.” at the end of the existing Article 153(A)(ii)(e).

By deleting the existing Article 153(A)(ii)(f) in its entirety.

(uu) Article 168

By deleting all references to “relevant financial documents” and substituting therefor the words “reporting documents” in the existing Article 168.

By deleting the words “profit and loss accounts, balance sheets, group accounts” and substituting therefor the words “statements of comprehensive income, statements of financial position, group financial statements” in the existing Article 168(A).

By deleting the words “balance sheet” and substituting therefor the words “statement of financial position” in the existing Article 168(B).

By deleting the reference to “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” and substituting therefor the words “Listing Rules” and deleting the words “computer network” and substituting therefor the word “website” in the existing Article 168(C).

(vv) Article 171

By deleting the words “statement of accounts” and substituting therefor the words “financial statement”.

(ww) Article 172

By deleting the existing Article 172 in its entirety and substituting therefor the following:

“Any notice or document to be given or issued under these Articles shall be in writing, and may be served by or on behalf of the Company on any member by any of the following means subject to and to such extent permitted by and in accordance with the Companies Ordinance, the Listing Rules and any other applicable laws, rules and regulations from time to time in force:

- (i) personally by hand in hard copy form or in electronic form (other than by website);
- (ii) by sending or supplying it by post in hard copy form or in electronic form (other than by website), in a prepaid letter, envelope or wrapper to an address specified by the recipient (or an address which a provision of the Companies Ordinance authorises or requires the same to be sent or supplied) or an address as shown in the register of members;
- (iii) by delivering or leaving it by hand, in hard copy form or in electronic form (other than by website), at such address as aforesaid;
- (iv) by sending or supplying by, electronic means in an electronic form (other than by website) to an address specified by the recipient (or, where the recipient is a company, an address specified for the purpose or regarded under a provision of the Companies Ordinance as having been so specified);
- (v) by making it available on the Company’s website, giving access to such website to the recipient and giving to such recipient a notification of the availability of such notice or document;
- (vi) by advertisement in one English language newspaper and one Chinese language newspaper circulating generally in Hong Kong or such other newspapers as required by the Companies Ordinance; or
- (vii) by such other means as may be permitted under the Companies Ordinance, the Listing Rules and any other applicable laws, rules and regulations.

For the purpose of this Article and Article 174, (a) a notice or document is considered to be in an electronic form if it is stored on a CD, diskette, USB storage device or other similar media, and (b) a notice or document is considered to have been sent or supplied by electronic means if it is sent or supplied in the form of an electronic record to an information system (as defined in the Companies Ordinance). A member may revoke his agreement that notices or documents may be sent or supplied to such member in an electronic form or by electronic means or made available to such member on the Company’s website by sending a notice of revocation to the Company within such period and in such manner as may be specified under the Companies Ordinance, the Listing Rules and any other applicable laws, rules and regulations from time to time in force.”

(xx) Article 172A

By adding the following as a new Article 172A after the existing Article 172:

“In the case of joint holders of a share, all notices or documents shall be given to that one of the joint holders whose name stands first in the register and notice so given shall be sufficient notice to all the joint holders and document so given shall be regarded as having been given to all the joint holders.”

(yy) Article 173

By deleting the last sentence in the existing Article 173.

(zz) Article 174

By deleting the existing Article 174 in its entirety and substituting therefor the following:

“Subject to and to such extent permitted by and in accordance with the Companies Ordinance, the Listing Rules and any other applicable laws, rules and regulations from time to time in force, any notice or document:

- (i) if sent or supplied by hand, shall be deemed to have been received at the time when the notice or document is delivered;
- (ii) if sent or supplied by post, shall be deemed to have been received on the second business day after the day on which the envelope or wrapper containing the same is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof;
- (iii) if sent or supplied by electronic means (other than by making it available on the Company’s website), shall be deemed to be received twenty four hours after the time it is transmitted from the server of the Company or its agent;
- (iv) if made available on the Company’s website, shall be deemed to have been received twenty four hours after whichever is the later of (a) the time when such notice or document is first made available on the website; and (b) the time when the recipient receives the notification of availability; and
- (v) if published as an advertisement in a newspaper, shall be deemed to have been received on the day on which the advertisement first so appears.”

(aaa) Article 174(A)

By deleting the words “Subject to applicable legislation and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong

Limited” and substituting therefor the words “Subject to the Companies Ordinance, the Listing Rules and any other applicable laws, rules and regulations”, and by deleting the words “relevant financial documents” and substituting therefor the words “reporting documents”.

(bbb) Article 182

By deleting the word “daily” before the word “newspaper” in eleventh line in the existing Article 182.

(ccc) Article 183

By deleting the words “(including any such liability as is mentioned in Section 165 of the Companies Ordinance)” in the existing Article 183(A).

By deleting the words “Subject to Section 165 of the Companies Ordinance, if” and substituting therefor the word “If” in first line, and by adding the words “, provided that this Article shall only have effect in so far as its provisions are not avoided by the Companies Ordinance” at the end before “.” in the existing Article 183(B).

- 5.3 **“THAT** conditional upon the passing of the Resolutions numbered 5.1 and 5.2 in the notice convening this meeting, the articles of association of the Company in the form of the document marked “A” and produced to this meeting and for the purpose of identification signed by the Chairman of the meeting, which has (i) consolidated all of the proposed amendments referred to in Resolutions numbered 5.1 and 5.2 in the notice convening this meeting; (ii) re-arranged the defined terms in the interpretation section as set out in Article 2 in alphabetical order; and (iii) consolidated all previous amendments made pursuant to the relevant resolutions passed by the members of the Company in general meetings, be and are hereby approved and adopted as the new articles of association of the Company in substitution for and to the exclusion of the existing memorandum and articles of association of the Company with immediate effect.

By Order of the Board
Galaxy Entertainment Group Limited
Jenifer Sin Li Mei Wah
Company Secretary

Hong Kong, 17 April 2014

Notes:

1. Any shareholder entitled to attend and to speak and vote at the meeting is entitled to appoint one or more proxies to attend and to speak and vote at the 2014 annual general meeting on his/her behalf. A proxy need not be a shareholder of the Company.

2. A proxy form for use in connection with the meeting is enclosed with the circular dated 17 April 2014 (the “Circular”). To be valid, the proxy forms shall be deposited at the registered office of the Company (marked for the attention of the Company Secretary) not less than 48 hours before the time appointed for holding the meeting or adjourned meeting or, in the case of a poll taken more than 48 hours after it was demanded, 24 hours before the time appointed for the taking of the poll. A shareholder may appoint separate proxies to represent respectively the number of the shares held by such shareholder that is specified in the proxy form.
3. The register of members of the Company will be closed from Monday, 9 June 2014 to Wednesday, 11 June 2014, both days inclusive, during which period no transfer of shares will be effected. In order to determine the entitlement to attend and vote at the 2014 annual general meeting, all share certificates with completed transfer documents must be lodged with the Company’s share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 6 June 2014.
4. Concerning agenda item 2 above, Ms. Paddy Tang Lui Wai Yu and Dr. William Yip Shue Lam will retire by rotation at the meeting and, being eligible, will offer themselves for re-election. Details of these Directors are set out in Appendix I to the Circular.
5. Concerning agenda item 4.1 above, approval is being sought from shareholders for increasing flexibility and providing discretion to the Directors in the event that it becomes desirable to buy-back shares on The Stock Exchange of Hong Kong Limited. An explanatory statement to provide relevant information in respect of the proposed granting of the buy-back mandate to the Directors is set out in Appendix II to the Circular.
6. Concerning agenda item 4.2 above, approval is being sought from shareholders for a general mandate to the Directors to allot, issue and deal in additional shares in the capital of the Company for increasing flexibility and providing discretion to the Directors in managing the Company’s capital base and in particular enabling the Company to maintain financing flexibility.
7. Concerning agenda item 5 above, approval is being sought from shareholders for the amendments to the articles of association of the Company in order to bring the articles of association in line with the new Companies Ordinance (Chapter 622 of the Laws of Hong Kong), and to make certain housekeeping and other amendments proposed by the Board. An explanatory statement on the proposed amendments to the articles of association are set out in Appendix III to the Circular.

As at the date of this announcement, the executive Directors of GEG are Dr. Lui Che Woo (Chairman), Mr. Francis Lui Yiu Tung, Mr. Joseph Chee Ying Keung and Ms. Paddy Tang Lui Wai Yu; the non-executive Director of GEG is Mr. Anthony Thomas Christopher Carter; and the independent non-executive Directors of GEG are Mr. James Ross Ancell, Dr. William Yip Shue Lam and Professor Patrick Wong Lung Tak.

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