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JOINT ANNOUNCEMENT

**(1) REVISED VOLUNTARY CASH OFFER
BY STANDARD CHARTERED BANK (HONG KONG) LIMITED
ON BEHALF OF GUOLINE OVERSEAS LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES IN THE SHARE CAPITAL OF
GUOCO GROUP LIMITED
(OTHER THAN THOSE ALREADY HELD BY GUOLINE OVERSEAS LIMITED)**

AND

(2) RESUMPTION OF TRADING

Financial Adviser to GuoLine Overseas Limited



Standard Chartered Bank (Hong Kong) Limited

SUMMARY

The Revised Offer

The Offeror intends to amend the proposed terms of the Offer, the effect of which will be to make a revised unconditional cash offer and a new conditional cash offer in parallel to Guoco Shareholders. Pursuant to the Revised Offer, Standard Chartered Bank on behalf of the Offeror will offer to acquire the Offer Shares on the basis of the Unconditional Offer Alternative or the Conditional Offer Alternative.

Pursuant to the Unconditional Offer Alternative, the Offeror will offer to acquire the Offer Shares at the Basic Offer Price of HK\$88.00 per Share plus, if the Privatisation Condition is satisfied or waived, the Additional Cash Consideration of HK\$12.00 per Share.

Pursuant to the Conditional Offer Alternative, the Offeror will offer to acquire the Offer Shares, subject to the Privatisation Condition being satisfied or waived, at the Enhanced Offer Price of HK\$100.00 per Share.

Guoco Shareholders accepting the Revised Offer may tender their acceptances under the Unconditional Offer Alternative or the Conditional Offer Alternative, and they may do so in respect of some or all of their Shares.

Guoco Shareholders tendering their acceptances under the Unconditional Offer Alternative will conclude a sale in respect of their Shares regardless of whether or not the Privatisation Condition is satisfied or waived. If the Privatisation Condition is not satisfied or waived, such Guoco Shareholders tendering their acceptances under the Unconditional Offer Alternative will be entitled to the Basic Offer Price only. Unless the Offeror has waived the Privatisation Condition, such Guoco Shareholders will receive the Additional Cash Consideration only if the number of valid acceptances of the Revised Offer is sufficient to satisfy the Privatisation Condition. If the Privatisation Condition is satisfied or waived, the aggregate consideration payable under the Unconditional Offer Alternative will be HK\$100.00 per Share (being the sum of the Basic Offer Price and the Additional Cash Consideration) which equals the Enhanced Offer Price (payable to Guoco Shareholders tendering their acceptances under the Conditional Offer Alternative only if the Privatisation Condition is satisfied or waived).

Guoco Shareholders tendering their acceptances under the Conditional Offer Alternative will conclude a sale in respect of their Shares only if the Privatisation Condition is satisfied or waived, in which case such Guoco Shareholders will receive the Enhanced Offer Price. If the number of valid acceptances of the Revised Offer is not sufficient to satisfy the Privatisation Condition, Guoco Shareholders tendering their acceptances under the Conditional Offer Alternative will not sell their Shares and they will not be entitled to any consideration, unless the Offeror has waived the Privatisation Condition.

The maximum aggregate consideration per Share payable to Guoco Shareholders accepting the Revised Offer if the Privatisation Condition is satisfied or waived will be HK\$100.00 per Share.

Save as disclosed in this announcement, all the proposed terms and conditions of the Offer remain unchanged and will apply to the Revised Offer.

The Offeror hereby announces that it will not further increase the consideration payable to Guoco Shareholders under the Revised Offer. Guoco Shareholders and/or potential investors in Guoco should be aware that, following the making of this statement, the Offeror will not be allowed to increase the consideration payable to Guoco Shareholders under the Revised Offer as a result of Rule 18.3 of the Takeovers Code (save in wholly exceptional circumstances permitted thereunder).

Total consideration and confirmation of financial resources

On the basis of the Enhanced Offer Price of HK\$100.00 per Share (payable if the Privatisation Condition is satisfied or waived) and 329,051,373 Shares in issue as at the date of this announcement, the entire issued share capital of Guoco is valued at approximately HK\$32,905,137,300. After taking into account the 235,348,529 Shares already held by the Offeror, the Revised Offer is valued at approximately HK\$9,370,284,400 based on the Enhanced Offer Price and 93,702,844 Offer Shares.

On the basis of the Basic Offer Price of HK\$88.00 per Share (assuming that the Privatisation Condition is neither satisfied nor waived) and 329,051,373 Shares in issue as at the date of this announcement, the entire issued share capital of Guoco is valued at approximately HK\$28,956,520,824. After taking into account the 235,348,529 Shares already held by the Offeror, the Revised Offer is valued at approximately HK\$8,245,850,272 based on the Basic Offer Price and 93,702,844 Offer Shares.

The Offeror intends to finance the cash required for the Revised Offer from a combination of debt financing provided by Standard Chartered Bank (in its capacity as banker to the Offeror) and internal cash resources of the Offeror. Standard Chartered Bank, being the financial adviser to the Offeror in respect of the Revised Offer, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy full acceptance of the Revised Offer.

Conditionality of the Revised Offer

(a) Unconditional Offer Alternative

The Unconditional Offer Alternative will be made on a wholly unconditional basis and, as such, all valid acceptances for the Offer Shares tendered under the Unconditional Offer Alternative may not be withdrawn except in circumstances required by the Executive under Rule 19 of the Takeovers Code.

Guoco Shareholders who tender valid acceptances under the Unconditional Offer Alternative will be entitled to the Additional Cash Consideration only if the Privatisation Condition is satisfied or waived.

(b) Conditional Offer Alternative

The Conditional Offer Alternative will be conditional upon the satisfaction or waiver of the Privatisation Condition. The Privatisation Condition requires that valid acceptances of the Revised Offer are received (and not, where permitted, withdrawn as referred to below) at or before 4:00 p.m. (Hong Kong time) on the Closing Date in respect of the Offer Shares which constitute not less than 90% of the Disinterested Shares.

Based on there being 83,942,940 Disinterested Shares as at the date of this announcement, the Privatisation Condition will be satisfied if valid acceptances of the Revised Offer are received (and not, where permitted, withdrawn, as referred to below) in respect of 75,548,646 Disinterested Shares or more.

Guoco Shareholders who tender valid acceptances under the Conditional Offer Alternative are entitled to withdraw their acceptances after 21 days from the first Closing Date, if the Conditional Offer Alternative has not by then become unconditional. This entitlement to withdraw shall be exercisable until the earlier of (i) such time as the Conditional Offer Alternative becomes, or is declared, unconditional as to acceptances; and (ii) the Long Stop Date (or such later date as the Offeror and Guoco may agree and, to the extent applicable, to which the Executive may consent).

(c) Privatisation Condition to be waivable

The Offeror reserves the right to waive the Privatisation Condition. The Privatisation Condition will have to be satisfied or waived on or before the Long Stop Date (or such later date as the Offeror and Guoco may agree and, to the extent applicable, to which the Executive may consent), failing which the Conditional Offer Alternative will lapse. Guoco has no right to waive the Privatisation Condition.

WARNING: Guoco Shareholders and/or potential investors in Guoco should be aware that the completion of the Conditional Offer Alternative is subject to the Privatisation Condition being satisfied or waived, and therefore the Conditional Offer Alternative may or may not become unconditional and be completed. Guoco Shareholders and/or potential investors in Guoco should therefore exercise caution when dealing in Shares or any rights in respect of them. Persons who are in doubt as to the action to be taken should consult their stockbroker, bank manager, solicitor or other professional advisers.

Completion of the Revised Offer

The latest time at which the Offeror can declare the Conditional Offer Alternative unconditional as to acceptances is 7:00 p.m. (Hong Kong time) on the 60th day after the posting of the Composite Document (or such later date as the Offeror and Guoco may agree and, to the extent applicable, to which the Executive may consent). Therefore, if the Privatisation Condition is neither satisfied nor waived on or before the Long Stop Date (or such later date as the Offeror and Guoco may agree and, to the extent applicable, to which the Executive may consent), the Conditional Offer Alternative will lapse. The Offeror will issue an announcement in relation to the extension or expiry of the Conditional Offer Alternative in accordance with the Takeovers Code and the Listing Rules by 7:00 p.m. (Hong Kong time) on the Closing Date.

If the Privatisation Condition is satisfied or waived on or before the Long Stop Date, Guoco Shareholders will be notified by an announcement in accordance with the Takeovers Code and the Listing Rules as soon as practicable thereafter. In that case, the Conditional Offer Alternative and the Unconditional Offer Alternative will remain open for acceptance for not less than 14 days after the Conditional Offer Alternative has become or been declared unconditional and at least 14 days' notice in writing will be given before the Revised Offer is closed to those Guoco Shareholders who have accepted neither the Conditional Offer Alternative nor the Unconditional Offer Alternative.

The Unconditional Offer Alternative will close for acceptance on the date on which the Conditional Offer Alternative closes for acceptance or the Conditional Offer Alternative lapses, whichever occurs earlier.

The first Closing Date of the Revised Offer will fall on or after the 20th Business Day from the date the Composite Document is posted.

Despatch of the Composite Document

As announced by the Offeror and Guoco on 2 January 2013, it is expected that the Composite Document containing, among others, further details of the Revised Offer, the expected timetable, information regarding Guoco, recommendations from the Independent Board Committee with respect to the Revised Offer, the letter of advice from the independent financial adviser to the Independent Board Committee, together with the form of acceptance will be despatched to Guoco Shareholders on or before 30 April 2013.

Resumption of Trading

At the request of Guoco, trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 23 April 2013 (Hong Kong time), pending the issue of this announcement.

Application has been made by Guoco to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 24 April 2013.

This announcement does not constitute an offer or an invitation to purchase any securities. The Revised Offer will be made solely by means of the Offer Document and the form of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Revised Offer including details of how it may be accepted.

1. INTRODUCTION

Reference is made to the joint announcement dated 12 December 2012 (the *Announcement*) made by the Offeror and Guoco in relation to the Offeror's intention to make a voluntary unconditional cash offer to acquire all of the issued shares in the share capital of Guoco (other than those already held by the Offeror). Capitalised terms used in this announcement have the same meanings as those defined in the Announcement unless expressly defined herein.

The Offeror hereby announces that the Offeror intends to revise the proposed terms of the Offer, the effect of which will be to make a revised unconditional cash offer and a new conditional cash offer in parallel to acquire all of the issued shares in the share capital of Guoco (other than those already held by the Offeror).

2. THE REVISED OFFER

2.1 Consideration of the Revised Offer

Pursuant to the Revised Offer, Standard Chartered Bank on behalf of the Offeror will offer to acquire the Offer Shares on the basis of the Unconditional Offer Alternative or the Conditional Offer Alternative.

Pursuant to the Unconditional Offer Alternative, the Offeror will offer to acquire the Offer Shares at the Basic Offer Price of HK\$88.00 per Share plus, if the Privatisation Condition is satisfied or waived, the Additional Cash Consideration of HK\$12.00 per Share.

Pursuant to the Conditional Offer Alternative, the Offeror will offer to acquire the Offer Shares, subject to the Privatisation Condition being satisfied or waived, at the Enhanced Offer Price of HK\$100.00 per Share.

Guoco Shareholders accepting the Revised Offer may tender their acceptances under the Unconditional Offer Alternative or the Conditional Offer Alternative, and they may do so in respect of some or all of their Shares. Guoco Shareholders will therefore be entitled to tender their acceptances under the Unconditional Offer Alternative or the Conditional Offer Alternative in respect of some of their Shares and under the Conditional Offer Alternative or the Unconditional Offer Alternative, respectively, in respect of some or all of the remainder of their Shares.

Guoco Shareholders tendering their acceptances under the Unconditional Offer Alternative will conclude a sale in respect of their Shares regardless of whether or not the Privatisation Condition is satisfied or waived. If the Privatisation Condition is not satisfied or waived, such Guoco Shareholders tendering their acceptances under the Unconditional Offer Alternative will be entitled to the Basic Offer Price only. Unless the Offeror has waived the Privatisation Condition, such Guoco Shareholders will receive the Additional Cash Consideration only if the number of valid acceptances of the Revised Offer is sufficient to satisfy the Privatisation Condition. If the Privatisation Condition is satisfied or waived, the aggregate consideration payable under the Unconditional Offer Alternative will be HK\$100.00 per Share (being the sum of the Basic Offer Price and the Additional Cash Consideration) which equals the Enhanced Offer Price (payable to Guoco Shareholders tendering their acceptances under the Conditional Offer Alternative only if the Privatisation Condition is satisfied or waived).

Guoco Shareholders tendering their acceptances under the Conditional Offer Alternative will conclude a sale in respect of their Shares only if the Privatisation Condition is satisfied or waived, in which case such Guoco Shareholders will receive the Enhanced Offer Price. If the number of valid acceptances of the Revised Offer is not sufficient to satisfy the Privatisation Condition, Guoco Shareholders tendering their acceptances under the Conditional Offer

Alternative will not sell their Shares and they will not be entitled to any consideration, unless the Offeror has waived the Privatisation Condition.

The maximum aggregate consideration per Share payable to Guoco Shareholders accepting the Revised Offer if the Privatisation Condition is satisfied or waived will be HK\$100.00 per Share.

The total consideration per Share payable to Guoco Shareholders under the Revised Offer, in the different scenarios, is summarised below:

Acceptance of:	Total consideration payable per Share in different scenarios:	
	Privatisation Condition is NOT satisfied or waived	Privatisation Condition is satisfied or waived
Unconditional Offer Alternative	HK\$88.00	HK\$100.00
Conditional Offer Alternative	HK\$0.00	HK\$100.00

The Offeror hereby announces that it will not further increase the consideration payable to Guoco Shareholders under the Revised Offer. Guoco Shareholders and/or potential investors in Guoco should be aware that, following the making of this statement, the Offeror will not be allowed to increase the consideration payable to Guoco Shareholders under the Revised Offer as a result of Rule 18.3 of the Takeovers Code (save in wholly exceptional circumstances permitted thereunder).

2.2 Comparison of Value

The Basic Offer Price and Enhanced Offer Price represent:

- (a) a discount of approximately 9.7% to and a premium of approximately 2.6% over the closing price of HK\$97.45 per Share as quoted on the Stock Exchange on the last trading day (being 22 April 2013) for the Shares prior to the date of this announcement, respectively;
- (b) a premium of approximately 24.8% and 41.8%, respectively, over the closing price of HK\$70.50 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (c) a premium of approximately 24.7% and 41.7%, respectively, over the volume weighted average closing price of approximately HK\$70.55 per Share as quoted on the Stock Exchange for the 5 consecutive trading days up to and including the Last Trading Date;
- (d) a premium of approximately 25.3% and 42.4%, respectively, over the volume weighted average closing price of approximately HK\$70.39 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Date less the 2012 Final Dividend for trading days prior to the Books Closure Date resulting in a net price of HK\$70.22 per Share;
- (e) a premium of approximately 25.4% and 42.6%, respectively, over the volume weighted average closing price of approximately HK\$71.42 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Date less the 2012 Final Dividend for trading days prior to the Books Closure Date resulting in a net price of HK\$70.15 per Share;

- (f) a premium of approximately 26.0% and 43.2%, respectively, over the volume weighted average closing price of approximately HK\$71.35 per Share as quoted on the Stock Exchange for the 60 consecutive trading days up to and including the Last Trading Date less the 2012 Final Dividend for trading days prior to the Books Closure Date resulting in a net price of HK\$69.82 per Share;
- (g) a premium of approximately 28.8% and 46.4%, respectively, over the volume weighted average closing price of approximately HK\$69.89 per Share as quoted on the Stock Exchange for the 90 consecutive trading days up to and including the Last Trading Date less the 2012 Final Dividend for trading days prior to the Books Closure Date resulting in a net price of HK\$68.33 per Share;
- (h) a premium of approximately 35.3% and 53.8%, respectively, over the volume weighted average closing price of approximately HK\$66.68 per Share as quoted on the Stock Exchange for the 180 consecutive trading days up to and including the Last Trading Date less the 2012 Final Dividend for trading days prior to the Books Closure Date resulting in a net price of HK\$65.02 per Share;
- (i) a discount of approximately 33.6% and 24.6%, respectively, to Guoco's adjusted consolidated net asset value of approximately HK\$132.62 per Share, being Guoco's audited consolidated net asset value of approximately HK\$134.32 per Share (calculated based on Guoco's audited consolidated net asset value attributable to Guoco Shareholders of approximately HK\$44,198 million as at 30 June 2012 as shown in the audited financial statements of Guoco as of 30 June 2012 and 329,051,373 Shares in issue as at 30 June 2012) less the 2012 Final Dividend; and
- (j) a discount of approximately 18.8% and 7.7%, respectively, to Guoco's audited consolidated net tangible asset value of approximately HK\$108.38 per Share, calculated based on the aforementioned Guoco's audited consolidated net asset value (less the 2012 Final Dividend) of HK\$132.62 per Share less HK\$24.24 per Share, being the sum of the audited consolidated intangible assets and goodwill amounts of HK\$7,446 million and HK\$529 million, respectively, as at 30 June 2012 as shown in the audited financial statements of Guoco as of 30 June 2012, divided by the 329,051,373 Shares in issue as at 30 June 2012.

2.3 Highest and lowest prices

During the six-month period preceding the Last Trading Date, the highest closing price of the Shares as quoted on the Stock Exchange was HK\$74.25 on 8 October 2012 and the lowest closing price of the Shares as quoted on the Stock Exchange was HK\$56.00 on 5 June 2012.

2.4 Total consideration

On the basis of the Enhanced Offer Price of HK\$100.00 per Share (payable if the Privatisation Condition is satisfied or waived) and 329,051,373 Shares in issue as at the date of this announcement, the entire issued share capital of Guoco is valued at approximately HK\$32,905,137,300. After taking into account the 235,348,529 Shares already held by the Offeror, the Revised Offer is valued at approximately HK\$9,370,284,400 based on the Enhanced Offer Price and 93,702,844 Offer Shares.

On the basis of the Basic Offer Price of HK\$88.00 per Share (assuming that the Privatisation Condition is neither satisfied nor waived) and 329,051,373 Shares in issue as at the date of this announcement, the entire issued share capital of Guoco is valued at approximately HK\$28,956,520,824. After taking into account the 235,348,529 Shares already held by the Offeror, the Revised Offer is valued at approximately HK\$8,245,850,272 based on the Basic Offer Price and 93,702,844 Offer Shares.

2.5 Confirmation of financial resources

The Offeror intends to finance the cash required for the Revised Offer from a combination of debt financing provided by Standard Chartered Bank (in its capacity as banker to the Offeror) and internal cash resources of the Offeror. Standard Chartered Bank, being the financial adviser to the Offeror in respect of the Revised Offer, is satisfied that sufficient financial resources are, and will remain, available to the Offeror to satisfy full acceptance of the Revised Offer.

2.6 Conditionality of the Revised Offer

(a) *Unconditional Offer Alternative*

The Unconditional Offer Alternative will be made on a wholly unconditional basis and, as such, all valid acceptances for the Offer Shares tendered under the Unconditional Offer Alternative may not be withdrawn except in circumstances required by the Executive under Rule 19 of the Takeovers Code.

Guoco Shareholders who tender valid acceptances under the Unconditional Offer Alternative will be entitled to the Additional Cash Consideration only if the Privatisation Condition is satisfied or waived.

(b) *Conditional Offer Alternative*

The Conditional Offer Alternative will be conditional upon the satisfaction or waiver of the Privatisation Condition. The Privatisation Condition requires that valid acceptances of the Revised Offer are received (and not, where permitted, withdrawn as referred to below) at or before 4:00 p.m. (Hong Kong time) on the Closing Date in respect of the Offer Shares which constitute not less than 90% of the Disinterested Shares.

Based on there being 83,942,940 Disinterested Shares as at the date of this announcement, the Privatisation Condition will be satisfied if valid acceptances of the Revised Offer are received (and not, where permitted, withdrawn as referred to below) in respect of 75,548,646 Disinterested Shares or more.

Guoco Shareholders who tender valid acceptances under the Conditional Offer Alternative are entitled to withdraw their acceptances after 21 days from the first Closing Date, if the Conditional Offer Alternative has not by then become unconditional. This entitlement to withdraw shall be exercisable until the earlier of (i) such time as the Conditional Offer Alternative becomes, or is declared, unconditional as to acceptances; and (ii) the Long Stop Date (or such later date as the Offeror and Guoco may agree and, to the extent applicable, to which the Executive may consent).

(c) *Privatisation Condition to be waivable*

The Offeror reserves the right to waive the Privatisation Condition. The Privatisation Condition will have to be satisfied or waived on or before the Long Stop Date (or such later date as the Offeror and Guoco may agree and, to the extent applicable, to which the Executive may consent), failing which the Conditional Offer Alternative will lapse. Guoco has no right to waive the Privatisation Condition.

WARNING: Guoco Shareholders and/or potential investors in Guoco should be aware that the completion of the Conditional Offer Alternative is subject to the Privatisation Condition being satisfied or waived, and therefore the Conditional Offer Alternative may or may not become unconditional and be completed. Guoco Shareholders and/or potential investors in Guoco should therefore exercise caution when dealing in Shares or any rights in respect of them. Persons who are in doubt as to the action to be taken should consult their stockbroker, bank manager, solicitor or other professional advisers.

2.7 Completion of the Revised Offer

The latest time at which the Offeror can declare the Conditional Offer Alternative unconditional as to acceptances is 7:00 p.m. (Hong Kong time) on the 60th day after the posting of the Composite Document (or such later date as the Offeror and Guoco may agree and, to the extent applicable, to which the Executive may consent). Therefore, if the Privatisation Condition is neither satisfied nor waived on or before the Long Stop Date (or such later date as the Offeror and Guoco may agree and, to the extent applicable, to which the Executive may consent), the Conditional Offer Alternative will lapse. The Offeror will issue an announcement in relation to the extension or expiry of the Conditional Offer Alternative in accordance with the Takeovers Code and the Listing Rules by 7:00 p.m. (Hong Kong time) on the Closing Date.

If the Privatisation Condition is satisfied or waived on or before the Long Stop Date, Guoco Shareholders will be notified by an announcement in accordance with the Takeovers Code and the Listing Rules as soon as practicable thereafter. In that case, the Conditional Offer Alternative and the Unconditional Offer Alternative will remain open for acceptance for not less than 14 days after the Conditional Offer Alternative has become or been declared unconditional and at least 14 days' notice in writing will be given before the Revised Offer is closed to those Guoco Shareholders who have accepted neither the Conditional Offer Alternative nor the Unconditional Offer Alternative.

The Unconditional Offer Alternative will close for acceptance on the date on which the Conditional Offer Alternative closes for acceptance or the Conditional Offer Alternative lapses, whichever occurs earlier.

The first Closing Date of the Revised Offer will fall on or after the 20th Business Day from the date the Composite Document is posted.

Further, as the Offeror will state in the Composite Document its intention to avail itself of any powers of compulsory acquisition, the Revised Offer may not remain open for acceptance for more than four months from the posting of the Composite Document, unless the Offeror has by that time become entitled to exercise such powers of compulsory acquisition, in which event it must do so without delay.

2.8 Settlement of consideration

Guoco Shareholders who tender valid acceptances under the Unconditional Offer Alternative will receive the Basic Offer Price regardless of whether and when the Privatisation Condition is satisfied or waived, but they will receive the Additional Cash Consideration only if and after the Privatisation Condition is satisfied or waived. Guoco Shareholders who tender valid acceptances under the Conditional Offer Alternative will receive the Enhanced Offer Price only if and after the Privatisation Condition is satisfied or waived. Details of the timing of settlement are as follows:

(a) *Unconditional Offer Alternative*

Remittances in respect of the Basic Offer Price payable to Guoco Shareholders who tender valid acceptances under the Unconditional Offer Alternative prior to the Privatisation Condition having been satisfied or waived will be despatched within seven Business Days following the receipt of a duly completed and valid acceptance by the Offeror. If the Privatisation Condition is satisfied or waived, remittances in respect of the Additional Cash Consideration payable to such Guoco Shareholders will be despatched within seven Business Days following the day on which the Privatisation Condition is satisfied or waived and the Conditional Offer Alternative becomes, or is declared, unconditional as to acceptances.

Remittances in respect of the Basic Offer Price plus the Additional Cash Consideration (the sum of which is equivalent to the Enhanced Offer Price) payable to Guoco Shareholders who tender valid acceptances under the Unconditional Offer Alternative following the Privatisation Condition having been satisfied or waived and the Conditional Offer Alternative having become, or having been declared, unconditional as to acceptances will be despatched within seven Business Days following the receipt of a duly completed and valid acceptance by the Offeror.

(b) *Conditional Offer Alternative*

Remittances in respect of the Enhanced Offer Price payable to Guoco Shareholders who tender valid acceptances under the Conditional Offer Alternative will be despatched within seven Business Days following the later of (i) the date on which the Privatisation Condition is satisfied or waived and the Conditional Offer Alternative becomes, or is declared, unconditional as to acceptances; and (ii) the receipt of a duly completed and valid acceptance by the Offeror.

Save as aforesaid, all the proposed terms and conditions of the Offer remain unchanged and will apply to the Revised Offer.

3. GENERAL INFORMATION

3.1 Shareholding structure of Guoco

The shareholding structure of Guoco (i) as at the date of this announcement; and (ii) immediately after completion of the Revised Offer (assuming (x) holders of at least 90% of the Disinterested Shares tender their acceptances for the Revised Offer and the remaining Shares are compulsorily acquired by the Offeror; and (y) no additional Shares will be issued or repurchased by Guoco and there is no other change in shareholding from the date of this announcement up to and including the date of close of the Revised Offer) is as follows:

Name of Shareholder	As at the date of this announcement		Immediately after completion of the Revised Offer ¹	
	No. of Shares held	Approx. % of issued Shares	No. of Shares held	Approx. % of issued Shares
Offeror	235,348,529	71.52	329,051,373	100
Concert Parties				
<i>Shares held subject to the Revised Offer:</i>				
- Mr. Kwek Leng Hai ²	3,800,775	1.16	-	-
- Mr. Kwek Leng San ³	209,120	0.06	-	-
- Mr. Quek Leng Chan ⁴	1,656,325	0.50	-	-
- Mr. Quek Leng Chye ⁵	16,822	0.01	-	-
- AFCW ⁶	4,026,862	1.22	-	-
- GCL ⁷	50,000	0.02	-	-
Aggregate number of Shares held by the Concert Parties	9,759,904	2.97	-	-
Aggregate number of Shares held by the Offeror and the Concert Parties	245,108,433	74.49	329,051,373	100
Independent Guoco Shareholders	83,942,940	25.51	-	-
Total:	329,051,373	100	329,051,373	100

Notes:

1. The post-completion shareholding shown in the above table assumes that (i) holders of at least 90% of the Disinterested Shares tender their acceptances for the Revised Offer and the remaining Shares are compulsorily acquired by the Offeror; and (ii) no additional Shares will be issued or repurchased by Guoco and there is no other change in shareholding from the date of this announcement up to and including the date of close of the Revised Offer.
2. Mr. Kwek Leng Hai is a director of the Offeror and therefore a deemed Concert Party.
3. Mr. Kwek Leng San is a director of the Offeror and therefore a deemed Concert Party.
4. Mr. Quek Leng Chan is a director of the Offeror and therefore a deemed Concert Party. As at the date of this announcement, he holds 1,056,325 Shares under his personal name and 600,000 Shares through CL which is wholly-owned by him.
5. Mr. Quek Leng Chye is a brother of Mr. Quek Leng Chan, Mr. Kwek Leng Hai and Mr. Kwek Leng San and therefore a deemed Concert Party.

6. AFCW is a wholly-owned indirect subsidiary of Guoco and the trustee of the share option plan adopted by Guoco on 16 December 2002. The Offeror is deemed to be interested (as defined under the SFO) in the 4,026,862 Shares held by AFCW as at the date of this announcement.
7. GCL is a wholly-owned indirect subsidiary of Hong Leong and therefore a deemed Concert Party. Pursuant to an equity swap confirmation entered into on 16 October 2012, GCL held unlisted derivatives in respect of 50,000 underlying Shares, which provided for cash or physical settlement at the election of GCL. On 21 December 2012, GCL acquired these 50,000 Shares by early unwinding such derivatives and electing for physical settlement in accordance with the terms of such derivatives.

The Offeror and the Concert Parties hold 245,108,433 Shares in aggregate (representing approximately 74.49% of the issued share capital of Guoco), as at the date of this announcement.

As at the date of this announcement, GCL, a wholly-owned indirect subsidiary of Hong Leong and a Concert Party, holds unlisted cash settled derivatives in respect of 5,200,000 underlying Shares (representing approximately 1.58% of the issued share capital of Guoco).

Save as disclosed above, there are no outstanding convertible securities, warrants, options or derivatives in respect of the Shares which have been entered into by the Offeror or the Concert Parties as at the date of this announcement and the Offeror or the Concert Parties have not dealt in the Shares during the period beginning 6 months prior to the commencement of the Offer Period.

As at the date of this announcement, there are 329,051,373 Shares in issue. As at the date of this announcement, Guoco does not have any outstanding options, derivatives, warrants or securities which are convertible or exchangeable into Shares, has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares and has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code).

3.2 Reasons for and benefits of the Revised Offer

The Offeror Directors are of the view that the Revised Offer is beneficial to holders of Offer Shares in the following ways:

- (a) **The Revised Offer provides an opportunity for holders of Offer Shares to realise their investment in Shares in return for cash.** For the 12 months up to and including the Last Trading Date, the daily average trading volume of the Shares was 126,806 Shares, or approximately 0.04% of the number of total issued Shares as at the Last Trading Date. Given that the Shares are generally thinly traded, there is limited opportunity for holders of Offer Shares to divest their investment in Guoco. Therefore, the Revised Offer presents an immediate opportunity for the holders of Offer Shares to realise their investment in Guoco for cash.
- (b) **The Enhanced Offer Price provides an additional incentive for holders of Offer Shares to tender their acceptances under the Revised Offer.** If the Privatisation Condition is satisfied or waived, all holders of Offer Shares who have tendered their acceptances under the Revised Offer will receive either the Enhanced Offer Price or the Basic Offer Price plus the Additional Cash Consideration (which is equivalent to the Enhanced Offer Price).

- (c) **The Conditional Offer Alternative increases the options available to holders of Offer Shares.** Under the Unconditional Offer Alternative, the unconditional exit opportunity at the Basic Offer Price remains available to holders of Offer Shares (with the Additional Cash Consideration payable subject to the satisfaction or waiver of the Privatisation Condition). By offering the Conditional Offer Alternative, the Offeror creates an additional, albeit conditional, exit opportunity at the Enhanced Offer Price for those holders of Offer Shares who decide not to tender their acceptances under the Unconditional Offer Alternative.
- (d) **An alternative general offer for the Shares is unlikely.** Given that the Offeror holds approximately 71.52% of the issued share capital of Guoco, it is unlikely that the holders of Offer Shares will receive any general offers from third parties to acquire the Shares without the approval of the Offeror, which holds such Shares as a long-term investment.

3.3 Intention of the Offeror

The Offeror intends to continue with the existing businesses of the Guoco Group and does not intend to introduce major changes to Guoco Group's businesses (including redeployment of fixed assets of Guoco Group) save that the Offeror may from time to time review strategic options with regard to the business, structure and/or direction of Guoco Group and may implement such changes arising from such review.

The Offeror does not intend to make material changes to the continued employment of the employees of Guoco Group, save for changes which may be appropriate taking into account Guoco's non-listed status following the privatisation.

3.4 Despatch of the Composite Document

As announced by the Offeror and Guoco on 2 January 2013, it is expected that the Composite Document containing, among others, further details of the Revised Offer, the expected timetable, information regarding Guoco, recommendations from the Independent Board Committee with respect to the Revised Offer, the letter of advice from the independent financial adviser to the Independent Board Committee, together with the form of acceptance will be despatched to Guoco Shareholders on or before 30 April 2013.

4. RESUMPTION OF TRADING

At the request of Guoco, trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 23 April 2013 (Hong Kong time), pending the issue of this announcement.

Application has been made by Guoco to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:00 a.m. on 24 April 2013.

5. DEFINITIONS

In this announcement, save as the context otherwise requires, the defined terms have the following meanings:

“Additional Cash Consideration” means the additional cash consideration of HK\$12.00 per Share payable to Guoco Shareholders that have tendered valid acceptances under the Unconditional Offer Alternative if the Privatisation Condition is satisfied or waived;

“Announcement”	means the joint announcement issued by the Offeror and Guoco on 12 December 2012 in relation to the Offer;
“Basic Offer Price”	means the price of HK\$88.00 per Share payable to Guoco Shareholders that have tendered valid acceptances under the Unconditional Offer Alternative, regardless of whether or not the Privatisation Condition is satisfied or waived;
“Composite Document”	means the offer document and the response document to be issued jointly by the Offeror and Guoco in connection with the Revised Offer;
“Concert Party(ies)”	means Asian Financial Common Wealth (PTC) Limited, CL, Mr. Quek Leng Chan, Mr. Kwek Leng Hai, Mr. Kwek Leng San, Mr. Quek Leng Chye, GCL and any other parties acting in concert with the Offeror, as determined in accordance with the Takeovers Code;
“Conditional Offer Alternative”	means the voluntary conditional cash offer to be made by Standard Chartered Bank on behalf of the Offeror to acquire all the Offer Shares subject to the Privatisation Condition being satisfied or waived at the Enhanced Offer Price of HK\$100.00 per Share;
“Disinterested Shares”	means Shares other than those which are owned by the Offeror or the Concert Parties;
“Enhanced Offer Price”	means the price of HK\$100.00 per Share (equivalent to the sum of the Basic Offer Price and the Additional Cash Consideration) payable to Guoco Shareholders that have tendered valid acceptances under the Conditional Offer Alternative if the Privatisation Condition is satisfied or waived;
“Long Stop Date”	means the date which is 60 calendar days after the posting of the Composite Document, unless the date has been extended by the Offeror with the consent of Guoco and, to the extent applicable, the consent of the Executive;
“Privatisation Condition”	means the condition that valid acceptances of the Revised Offer have been received (and not, where permitted, withdrawn) by the Closing Date in respect of the Offer Shares which constitute not less than 90% of the Disinterested Shares;
“Revised Offer”	means the Unconditional Offer Alternative and the Conditional Offer Alternative to be made by Standard Chartered Bank on behalf of the Offeror to acquire all of the Offer Shares; and

“Unconditional Offer Alternative” means the voluntary unconditional cash offer to be made by Standard Chartered Bank on behalf of the Offeror to acquire all the Offer Shares at the Basic Offer Price of HK\$88.00 per Share, plus, subject to the Privatisation Condition being satisfied or waived, the Additional Cash Consideration of HK\$12.00 per Share.

Certain amounts and percentage figures in this announcement have been subject to rounding adjustments.

By order of the board
GuoLine Overseas Limited
Tang Hong Cheong
Authorised Representative

By order of the board
Guoco Group Limited
Stella Lo Sze Man
Company Secretary

Hong Kong, 23 April 2013

The Offeror Directors and the Hong Leong Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to the Guoco Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Guoco Group) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the board of directors of the Offeror comprises Mr. Quek Leng Chan, Mr. Kwek Leng San, Mr. Kwek Leng Beng and Mr. Kwek Leng Hai and the board of directors of Hong Leong comprises Mr. Quek Leng Chan, Mr. Kwek Leng Beng, Mr. Kwek Leng Hai, Mr. Kwek Leng Peck, Dr. Poh Soon Sim and Mr. Kwek Leng San.

The Guoco Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement (other than that relating to Hong Leong, the Offeror, the Offeror Group, the Concert Parties and Standard Chartered Bank) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by Hong Leong, the Offeror, the Offeror Group, the Concert Parties and Standard Chartered Bank) have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the board of directors of Guoco comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President, CEO and executive director; Mr. Tan Lim Heng as executive director; Mr. Kwek Leng San as non-executive director and Mr. Volker Stoeckel and Mr. Roderic N.A. Sage as independent non-executive directors.

Notice to U.S. Holders of the Shares

The Revised Offer is being made for the securities of a company incorporated in Bermuda with limited liability and is subject to Hong Kong disclosure requirements, which are different from those of the United States. The financial information included in this document has been prepared in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants and thus may not be comparable to financial information of U.S. companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the United States. The Revised

Offer will be made in the United States pursuant to the applicable U.S. tender offer rules and otherwise in accordance with the requirements of Hong Kong law. Accordingly, the Revised Offer will be subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, settlement procedures and timing of payments, that are different from those applicable under U.S. domestic tender offer procedures and law.

The receipt of cash pursuant to the Revised Offer by a U.S. holder of the Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable state and local, as well as foreign and other tax laws. Each U.S. holder of the Shares is urged to consult his independent professional advisor immediately regarding the tax consequences of acceptance of the Revised Offer.

It may be difficult for U.S. holders of the Shares to enforce their rights and claims arising out of the U.S. federal securities laws, since the Offeror and Guoco are located in a country other than the United States, and some or all of their officers and directors may be residents of a country other than the United States. U.S. holders of the Shares may not be able to sue a non-U.S. company or its officers or directors in a non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgement.

In accordance with normal Hong Kong practice and pursuant to Rule 14e-5(b) of the U.S. Exchange Act, the Offeror or its nominees, or its brokers (acting as agents), may from time to time make certain purchases of, or arrangements to purchase, Shares outside of the United States, other than pursuant to the Revised Offer, before or during the period in which the Revised Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases will be reported to the SFC and will be available on the SFC website at www.sfc.hk.