



國浩集團有限公司

GUOCO GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 00053)

OVERSEAS REGULATORY ANNOUNCEMENT

This notice is issued by Brightspring Holdings Limited (“BSH”), a wholly owned subsidiary of Guoco Group Limited, on 14 January 2005 to Camerlin Group Berhad (“CGB”) regarding the conditional mandatory general offer by BSH on the securities of CGB. This notice is released by CGB in Bursa Malaysia Securities Berhad on even date.

BRIGHTSPRING HOLDINGS LIMITED (“BSH”)

(Company No. 627319)

PROPOSED ACQUISITIONS BY BSH, A WHOLLY OWNED SUBSIDIARY OF GUOCO GROUP LIMITED (“GUOCO”), OF THE FOLLOWING SECURITIES OF CAMERLIN GROUP BERHAD (“CGB”) FROM HONG LEONG INDUSTRIES BERHAD, HLI TRADING LIMITED, HONG LEONG COMPUTER SERVICES SDN BHD AND FCC EQUITIES PTE LTD AT A TOTAL CASH CONSIDERATION OF APPROXIMATELY RM236.6 MILLION:

- **119,557,850 ORDINARY SHARES OF RM1.00 EACH IN CGB REPRESENTING APPROXIMATELY 40.03% OF THE ISSUED SHARE CAPITAL OF CGB; AND**
- **89,566,967 IRREDEMABLE CONVERTIBLE UNSECURED LOAN STOCKS OF RM1.00 EACH (“ICULS”) IN CGB, REPRESENTING APPROXIMATELY 72.25% OF THE OUTSTANDING NOMINAL VALUE OF CGB ICULS.**

(to be collectively referred to as the “Proposed Acquisitions”)

Reference is made to the announcement made by Guoco with regard to the Proposed Acquisitions on 12 January 2005 (the “Announcement”). Capitalised terms used herein bear the same meanings as used in the Announcement unless otherwise defined. Guoco, had, in the Announcement informed that the Purchaser is obliged to undertake a mandatory general offer for the remaining CGB Shares and CGB ICULS which the

Purchaser does not hold upon completion of the Proposed Acquisitions.

Pursuant to Section 30(1) of The Malaysian Take-overs Code, the Purchaser is also obliged to undertake a mandatory general offer to acquire the outstanding warrants issued by CGB (“CGB Warrants”). As of 31 December 2003 (being the latest available information as disclosed in the audited financial statements of CGB), 43,745,371 CGB Warrants remained outstanding.

Practice Note 7.1 of The Malaysian Take-overs Code also stipulates that the mandatory general offer price for the CGB Warrants payable will be based on the price which would be payable under the offer for the CGB Shares less the price payable on the exercise of such subscription rights.

As the CGB Warrants are currently “out-of-the-money”, BSH will make an offer of RM0.01 per CGB Warrant to acquire the 43,745,371 outstanding CGB Warrants.

The mandatory general offer obligation to acquire the remaining CGB Shares, CGB ICULS and CGB Warrants, which the Purchaser does not hold, will only be undertaken upon the completion of the Proposed Acquisitions.

For and on behalf of
Brightspring Holdings Limited
Stella Lo Sze Man
Company Secretary

Hong Kong, 17 January 2005