

**GUOCO GROUP LIMITED**  
*(Incorporated in Bermuda with limited liability)*  
(Stock Code: 53)

**OVERSEAS REGULATORY ANNOUNCEMENT**

*(This overseas regulatory announcement is issued pursuant to Rule 13.09(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.)*

Please refer to the attached announcement on the next page.

The board of directors of Guoco currently comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President, CEO; Mr. Tan Lim Heng and Mr. James Eng, Jr. as executive directors; Mr. Kwek Leng San as non-executive director and Mr. Sat Pal Khattar, Mr. Volker Stoeckel and Mr. Ding Wai Chuen as independent non-executive directors.

- (1) THE PROPOSED RENOUNCEABLE RIGHTS ISSUE OF 221,882,489 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY (THE "RIGHTS SHARES") AT AN ISSUE PRICE OF S\$2.50 FOR EACH RIGHTS SHARE, ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY THREE (3) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ("SHARES") HELD AS AT A BOOKS CLOSURE DATE TO BE DETERMINED BY THE DIRECTORS, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE "RIGHTS ISSUE")
  - (2) THE PROPOSED CONVERSION RIGHTS IN RESPECT OF THE S\$345 MILLION IN PRINCIPAL AMOUNT OF TRANCHE 1 CONVERTIBLE BONDS DUE 2012 AND S\$345 MILLION IN PRINCIPAL AMOUNT OF TRANCHE 2 CONVERTIBLE BONDS DUE 2012 (THE "BONDS") AND THE ISSUE OF NEW SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO THE EXERCISE OF THE CONVERSION RIGHTS
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**IN-PRINCIPLE APPROVALS FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST")**

Further to the announcements made by GuocoLand Limited (the "**Company**") dated 19 April 2007 in relation to the Rights Issue and the proposed issue of the Bonds (the "**Bond Issue**"), and 7 May 2007 in relation to the completion of the issue of the Bonds, the Company is pleased to announce that it has today obtained in-principle approval from the SGX-ST for the listing and quotation of the Rights Shares, the Bonds and the new shares in the capital of the Company to be issued upon the conversion of the Bonds (the "**Conversion Shares**") on the Official List of the SGX-ST.

- (1) The in-principle approval from the SGX-ST for the listing of and quotation for the Rights Shares on the SGX-ST is subject *inter alia* to the following conditions:
  - (i) compliance with the SGX-ST's continuing listing requirements;
  - (ii) approval of the shareholders of the Company ("**Shareholders**") for the Rights Issue to be obtained at an extraordinary general meeting of the Company ("**EGM**") to be convened;
  - (iii) submission of a confirmation from the Company that in the allotment of excess Rights Shares, preference will be given to the rounding of odd lots and the Directors and substantial shareholders of the Company will rank last in priority;
  - (iv) submission of an undertaking from the Company that it will provide a status report on the use of the proceeds from the Rights Issue in the Company's annual report; and
  - (v) the release of an announcement via SGXNET on the breakdown of the use of the net proceeds from the Rights Issue.

The in-principle approval from the SGX-ST is not to be taken as an indication of the merits of the Company, the Rights Issue and the Rights Shares.

- (2) The in-principle approval from the SGX-ST for the listing of and quotation for the Bonds and Conversion Shares on the SGX-ST is subject *inter alia* to the following conditions:
- (i) approval of the Shareholders to be obtained for the grant by the Company of the options to holders of the Bonds to convert any Bonds into Conversion Shares in accordance with the terms and conditions of the Bonds (“**Conversion Rights**”) in respect of the Bonds and issue of Conversion Shares pursuant to the exercise of the Conversion Rights, at an EGM to be convened;
  - (ii) compliance with Listing Rule 825 of the Listing Manual of the SGX-ST (the “**Listing Manual**”) which limits the number of new Shares arising from the exercise/conversion of outstanding company warrants or other convertible securities (including the Bonds) to 50% of the Company’s issued share capital as at the date of the listing application for the Bonds and Conversion Shares;
  - (iii) release of an announcement via SGXNET on the breakdown of the use of the net proceeds from the Bond Issue;
  - (iv) submission of an undertaking from the Company to make periodic announcements as and when proceeds from the Bonds are materially deployed, and to provide a status report on the use of the proceeds in the Company’s annual report; and
  - (v) confirmation from the Company that the requirements in Rule 316, Part VI of Chapter 7, Rules 829(2) & (3), and Rule 830 of the Listing Manual will be complied with.

The in-principle approval from the SGX-ST is not to be taken as an indication of the merits of the Company, the Bond Issue, the Bonds or the Conversion Shares.

(3) Circular

The circular to seek Shareholders’ approval for the Rights Issue, the proposed Conversion Rights and the proposed issue of Conversion Shares pursuant to the exercise of the Conversion Rights at the EGM will be despatched to Shareholders in due course.

Dated this 8th day of June 2007

By Order of the Board

Dawn Pamela Lum  
Group Company Secretary

Submitted by Dawn Pamela Lum, Group Company Secretary on 08/06/2007 to the SGX-ST.