

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.



Form Version 2.0

General Announcement

Submitted by CAMERLN on 13/06/2007 05:30:52 PM

Reference No CC-070612-3AF8D

Submitting Merchant Bank :
(if applicable)
Submitting Secretarial Firm Name :
(if applicable)
* Company name : **Camerlin Group Limited**
* Stock name : **CAMERLN**
* Stock code : **3751**
* Contact person : **Ms Tanny Lim Yew Yoke**
* Designation : **Company Secretary**

* Type : **Announcement** Reply to query

* Subject :

CAMERLIN GROUP BERHAD

- **NOTICE TO THE HOLDERS OF 5.5% 5-YEAR IRREDEEMABLE CONVERTIBLE
UNSECURED LOAN STOCKS 2002/2007 ("ICULS 2002/2007")**

* **Contents :-**

Camerlin Group Berhad wishes to notify the maturity and final interest payment of the ICULS 2002/2007, details of which are set out in the Notice as attached.



Camerlin-Notice (ICULS).p

This announcement is dated 13 June 2007.

Tables Section - This section is to be used to create and insert tables. Please make the appropriate reference to the table(s) in the Contents of the Announcement:

THIS NOTICE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

Bursa Malaysia Securities Berhad takes no responsibility for the content of this Notice, makes no representation as to its accuracy or completeness and expressly disclaims any liabilities whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notice.



**NOTICE TO THE HOLDERS OF 5.5% 5-YEAR IRREDEEMABLE CONVERTIBLE
UNSECURED LOAN STOCKS 2002/2007 ("ICULS 2002/2007")**

in relation to

**THE MATURITY AND FINAL INTEREST PAYMENT OF THE ICULS 2002/2007
(STOCK SHORT NAME : CAMERLN-LA)
(STOCK CODE : 3751LA)**

IMPORTANT RELEVANT DATES – LAST DATE AND TIME FOR :-

Trading of ICULS 2002/2007	: Thursday, 28 June 2007 at 5.00 p.m.
Suspension of Trading of ICULS 2002/2007	: Friday, 29 June 2007 at 9.00 a.m.
Conversion of ICULS 2002/2007	: Monday, 16 July 2007 at 5.00 p.m.
Removal of ICULS 2002/2007 from the Official List of Bursa Malaysia Securities Berhad	: Tuesday, 17 July 2007 at 9.00 a.m.

This Notice is dated 14 June 2007

DEFINITIONS

Except where the context otherwise requires, the following definitions apply throughout this Notice:-

“Board” or “Directors”	: The Board of Directors of CGB
“Bursa Depository”	: Bursa Malaysia Depository Sdn Bhd
“Bursa Securities”	: Bursa Malaysia Securities Berhad
“Business Day”	: Means a day (other than a Saturday, Sunday or a public holiday) on which banks and financial institutions under the Banking and Financial Institution Act, 1989 are open for banking business in Kuala Lumpur
“CDS”	: Central Depository System
“CGB” or the “Company”	: Camerlin Group Berhad
“Conversion Price”	: Means the sum of RM1.16 for each new Share. The Conversion Price shall be satisfied by surrendering for cancellation the equivalent nominal value of ICULS or a combination of ICULS and cash, provided that at least RM1.00 nominal value of ICULS must be surrendered for every one (1) CGB Share
“ICULS 2002/2007”	: RM140,879,835 nominal value of 5.5% 5-year irredeemable convertible unsecured loan stocks 2002/2007
“ICULS Holders”	: Any person for the time being holding ICULS 2002/2007
“Listing Requirements”	: Listing Requirements of Bursa Securities, as amended from time to time
“Shares”	: Ordinary shares of RM1.00 each in CGB
“Trust Deed”	: The Trust Deed dated 20 May 2002 and Supplemental Trust Deed dated 24 June 2002 constituting the terms and conditions of the ICULS 2002/2007



Camerlin Group Berhad (3623-D)

A Member of the Hong Leong Group Malaysia
(Incorporated in Malaysia)

Registered Office:

Level 10, Wisma Hong Leong
18 Jalan Perak
50450 Kuala Lumpur

14 June 2007

DIRECTORS:

YBhg Tan Sri Quek Leng Chan (Executive Chairman/Non-Independent)

Mr Kwek Leng Hai (Non-Executive Director/Non-Independent)

Mr Quek Kon Sean (Non-Executive Director/Non-Independent)

YM Raja Dato' Seri Abdul Aziz bin Raja Salim (Non-Executive Director/Independent)

YBhg Tan Sri Dato' Nik Ibrahim Kamil bin Tan Sri Nik Ahmad Kamil (Non-Executive Director/Independent)

Mr Teo Ah Khing @ Teo Cho Teck (Non-Executive Director/Non-Independent)

To: The ICULS Holders of Camerlin Group Berhad

Dear Sir/Madam

NOTICE TO ICULS HOLDERS IN RELATION TO THE MATURITY AND FINAL INTEREST PAYMENT OF THE ICULS 2002/2007

NOTICE IS HEREBY GIVEN THAT pursuant to the conditions stipulated in the Trust Deed constituting the ICULS 2002/2007 issued by CGB, the ICULS 2002/2007 will mature at 5.00 p.m. on 15 July 2007. However, since 15 July 2007 falls on a Sunday, which is not a Business Day, the maturity date for exercise of the ICULS 2002/2007 shall be the next Business Day immediately following 15 July 2007 i.e. Monday, 16 July 2007 ("Maturity Date").

The total nominal value of ICULS 2002/2007 outstanding as at 7 June 2007 (being the latest practicable date prior to printing of this Notice) is RM24,356,548.

ICULS Holders should note that the remaining outstanding ICULS 2002/2007 shall cease to bear interest after 15 July 2007 and will be automatically converted into new CGB Shares on the basis of RM1.16 nominal value of ICULS 2002/2007 for every one (1) new CGB Share on the Maturity Date of the ICULS 2002/2007.

Accordingly, the remaining outstanding ICULS 2002/2007 will be removed from the Official List of Bursa Securities with effect from 9.00 a.m. on Tuesday, 17 July 2007.

ICULS Holders are therefore advised to read carefully the notes set out below:-

1. CONVERSION OF ICULS 2002/2007

Pursuant to the Listing Requirements, all new issue of securities must be made by way of crediting the securities into the CDS Accounts of the securities holders. Therefore, all new Shares to be issued arising from the conversion of ICULS 2002/2007 will be credited into the CDS Accounts of the respective ICULS Holders. No physical share certificate will be issued to the ICULS Holders.

The Company shall within eight (8) market days from the date of receipt of the Notice of Conversion or the Maturity Date (or such other period as may be prescribed by Bursa Securities):-

- (a) issue and allot the new Shares pursuant to the conversion of the ICULS 2002/2007;
- (b) despatch the notices of allotment to the ICULS Holders; and
- (c) make an application to Bursa Securities for the quotation for and listing of such new Shares.

The new Shares to be issued pursuant to the conversion of the ICULS 2002/2007 shall, upon allotment and issue, rank pari passu in all respects with the existing Shares except that they shall not be entitled to any rights and/or distributions, the entitlement date of which precedes or falls on the relevant conversion date of the ICULS 2002/2007 and dividends declared in respect of the financial quarter immediately preceding the relevant conversion date of the ICULS 2002/2007.

Any fractional entitlements arising from the conversion of the ICULS 2002/2007 shall be disregarded. ICULS Holders shall disregard and waive their rights to any such fractional entitlements.

2. SUSPENSION OF TRADING AND LAST DAY FOR TRADING

Trading of ICULS 2002/2007 on Bursa Securities will be suspended with effect from 9.00 a.m. on Friday, 29 June 2007 up to the Maturity Date. Hence, the last day and time for trading of the ICULS 2002/2007 will be on Thursday, 28 June 2007 at 5.00 p.m.

3. BOOKS CLOSURE FOR PAYMENT OF FINAL INTEREST AND MATURITY OF ICULS 2002/2007

In accordance with the terms of issue of the ICULS 2002/2007 as constituted in the Trust Deed, the Final Interest Payment will be made on 16 July 2007 for the period commencing from 16 January 2007 up to 15 July 2007 (both dates inclusive) to ICULS Holders whose names appear in the Record of Depositors on 9 July 2007.

A depositor shall qualify for entitlement to the Final Interest Payment only in respect of:-

- (a) ICULS 2002/2007 transferred into the depositor's securities account before 4.00 p.m. on 9 July 2007 in respect of transfers; and
- (b) ICULS 2002/2007 bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

Bursa Depository will not be accepting any request for transfer of ICULS 2002/2007 for the period commencing 4.01 p.m. on 9 July 2007 until the Maturity Date.

All deposited ICULS 2002/2007 remaining in the depositors' securities accounts as at the Maturity Date will be debited from the respective depositors' securities accounts on 17 July 2007.

4. UNCLAIMED MONIES

In the event any ICULS Holder fails to claim or accept any principal and/or interest payable upon or in respect of the ICULS 2002/2007 due to him within thirty (30) days after the due date for payment of such principal and/or interest, the Company shall cause Hong Leong Share Registration Services Sdn Bhd to deposit with a bank in the name of or pay to the Trustee an amount equal to the amount of principal and/or interest due to such ICULS Holder. After provision for payment of principal and/or interest on such ICULS 2002/2007 is made by such deposit or payment of the funds required for the purpose, the Trustee shall not be responsible for the safe custody of such principal and/or interest except such interest (if any) as the said principal and/or monies may earn whilst on deposit less any costs, charges or expenses incurred or levied by the Trustee in relation thereto.

Such ICULS Holder would then have to liaise with the Trustee thereafter at the following address:-

Universal Trustee (Malaysia) Berhad (Company No. 17540-D)
No. 1, Jalan Ampang, 3rd Floor
50450 Kuala Lumpur
Malaysia

Telephone No. : 603-2070 8050
Facsimile No. : 603-2031 8715 / 603-2032 3194

5. FORFEITURE OF UNCLAIMED MONIES

The Trustee shall in accordance with Section 10(1) of the Unclaimed Monies Act 1965 enter in a register of unclaimed monies any monies deposited or paid to the Trustee pursuant to clause 16 of the Trust Deed and remaining unclaimed for twelve (12) months after the date upon which such monies shall have become due and payable and the Trustee shall during the month of March immediately following such deposit or payment as aforesaid advertise in the Gazette in Malaysia all entries in the Record of Depositors of unclaimed monies (including all entries made up to the end of the month of February immediately preceding such advertisement). All unclaimed monies which shall have not been claimed and paid within twelve (12) months from the date of such advertisement shall be paid within fourteen (14) days after the expiration of such period of twelve (12) months by the Trustee to the Consolidated Trust Account and all liability of the Trustee and the Company with respect to such monies shall thereupon cease.

6. DIRECTORS' RESPONSIBILITY STATEMENT

This Notice has been seen and approved by the Directors of CGB who collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of their knowledge and belief, there are no material facts, the omission of which would make any statement herein misleading.

7. CONTACT FOR ENQUIRIES

Any enquiries concerning this Notice should be addressed to the Company's Registrar as follows:-

Hong Leong Share Registration Services Sdn Bhd
Level 5, Wisma Hong Leong
18 Jalan Perak
50450 Kuala Lumpur
Malaysia
Telephone No. : 603-2164 1818
Facsimile No. : 603-2164 3703

Yours faithfully
For and on behalf of the Board

QUEK KON SEAN
Director



CONVERSION PERIOD

15 JULY 2002 TO 16 JULY 2007

MATURITY DATE

16 JULY 2007

CONVERSION PRICE

**RM1.16 FOR EVERY ONE (1)
NEW CAMERLIN SHARE**

NOTICE OF CONVERSION

RM140,879,835 NOMINAL VALUE OF 5.5% FIVE (5)-YEAR IRREDEEMABLE CONVERTIBLE UNSECURED LOAN STOCKS ("ICULS 2002/2007")

PARTICULARS OF DEPOSITOR

* Name of Depositor (Applicant) : _____

* Old/New NRIC : Old : _____ New : _____

* Passport/Armed Forces/Police Personnel/Registration No. : _____

Correspondence Address of Depositor : _____

Telephone Contact Number : Office : _____ House : _____

[All information given must be as per information in the records of Bursa Malaysia Depository Sdn Bhd.]

Name and Address of Registrar : **HONG LEONG SHARE REGISTRATION SERVICES SDN BHD,
LEVEL 5, WISMA HONG LEONG, 18 JALAN PERAK, 50450 KUALA LUMPUR,
MALAYSIA.**

TO : **CAMERLIN GROUP BERHAD** ("CAMERLIN" OR THE "COMPANY")

1. I/We, the undersigned, being the holder of the undermentioned Irredeemable Convertible Unsecured Loan Stock ("ICULS 2002/2007"), hereby exercise my/our right to convert the RM _____ nominal amount of such aforesaid ICULS 2002/2007 into New Ordinary Shares in accordance with the Conditions of the ICULS 2002/2007 and in accordance with the Trust Deed.
2. I/We also :-
 - (a) hereby confirm and declare that all information provided by me/us are true and correct;
 - (b) hereby confirm and declare that my/our particulars indicated above with an asterisk (*) are identical to the information in the records of the Bursa Malaysia Depository Sdn Bhd ("BMD") with regards to my/our Securities Account and I/we further agree and confirm that in the event the aforesaid particulars differ from the information in the Central Depository's records, the exercise of my/our rights hereunder may at your discretion be rejected;
 - (c) hereby irrevocably authorise you to instruct the Central Depository to debit the quantity of ICULS 2002/2007 specified in column (A) of the table below from my/our Securities Account;
 - (d) hereby confirm that the ICULS 2002/2007 are or have been designated as "free securities" in my/our Securities Account;
 - (e) where I/we am/are entitled to receive New Ordinary Shares upon the exercise of my/our rights hereto, hereby irrevocably authorise you to instruct the Central Depository to credit the quantity of New Ordinary Shares into my/our Securities Account specified in Column (B) below and for the notice of allotment to be despatched to me/us at my/our own risk by ordinary post to the correspondence address mentioned above;
 - (f) hereby agree to accept all the New Ordinary Shares in the Company to be issued under the Trust Deed subject to the Memorandum and Articles of Association of the Company;
 - (g) hereby confirm that after the submission of this Notice to the Company, I/we shall not dispose, transfer, charge or otherwise encumber the ICULS 2002/2007 intended for the exercise of rights herein until the exercise is completed by the debiting of the ICULS 2002/2007 from my/our Securities Account or the exercise is rejected by the Company, whichever shall be applicable.
3. I/We declare and agree that I/we have complied with all exchange control and other legal requirements applicable to the exercise of the conversion.
4. I/We hereby exercise my/our Conversion Rights by :-
 - *(a) surrendering for cancellation the aggregate of RM _____ nominal value of ICULS 2002/2007 equivalent to the Conversion Price of RM1.16 for every one (1) Camerlin share.
 - *(b) (i) surrendering for cancellation RM _____ nominal value of ICULS 2002/2007; and
(ii) enclosing bank draft/cashier's order/money order/ postal order No. : _____ for RM _____ payable to "**CAMERLIN GROUP BERHAD**" being the cash portion equivalent to the Conversion Price of RM1.16 for every one (1) Camerlin share.

(*Delete whichever is not applicable)

(Note : The Conversion Price of RM1.16 shall be satisfied by surrendering for cancellation the equivalent nominal value of ICULS 2002/2007 or a combination of ICULS 2002/2007, and cash, provided that at least RM1.00 nominal value of ICULS 2002/2007 must be surrendered for every one (1) Camerlin share.)

