

**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 20/06/2007 05:40:16 PM

Reference No CC-070620-27EA4

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 WARRANT HOLDERS IN RELATION TO THE EXPIRY  
AND FINAL EXERCISE OF THE WARRANTS 1997/2007**

\* **Contents :-**

Camerlin Group Berhad wishes to notify the expiry and final exercise of the warrants 1997/2007, details of which are set out in the attachment below.



CGB (Warrant Notice).pd

This announcement is dated 20 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 WARRANT HOLDERS**

in relation to

**THE EXPIRY AND FINAL EXERCISE OF THE WARRANTS 1997/2007  
(STOCK SHORT NAME : CAMERLN-WA)  
(STOCK CODE : 3751W)**

**IMPORTANT RELEVANT DATES – LAST DATE AND TIME FOR :-**

Trading of Warrants 1997/2007	: Monday, 9 July 2007 at 5.00 p.m.
Suspension of Trading of Warrants 1997/2007	: Tuesday, 10 July 2007 at 9.00 a.m.
Exercise of Warrants 1997/2007	: Wednesday, 25 July 2007 at 5.00 p.m.
Removal of Warrants 1997/2007 from the Official List of Bursa Malaysia Securities Berhad	: Thursday, 26 July 2007 at 9.00 a.m.

This Notice is dated 21 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
“CDS”	:	Central Depository System
“CGB” or the “Company”	:	Camerlin Group Berhad
“Deed Poll”	:	Deed Poll dated 25 July 1997 and Supplemental Deed Poll dated 23 June 1999, collectively
“Exercise Period”	:	The period commencing on and including 25 July 1997 and ending at the close of business at 5.00 p.m. in Malaysia on 25 July 2007
“Shares”	:	Ordinary shares of RM1.00 each in CGB
“Subscription Rights”	:	The rights of a Warrant Holder to subscribe for one new Share for each Warrant 1997/2007 held by such Warrant Holder at RM1.90 during the Exercise Period upon the terms and subject to the Deed Poll
“Warrants 1997/2007”	:	The 33,274,628 outstanding warrants as at 15 June 2007 issued by CGB which carry the rights to subscribe for one (1) new ordinary share in CGB for every warrant held in accordance with the Deed Poll
“Warrant Holders”	:	Any person or persons for the time being holding Warrants 1997/2007



# **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

21 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 Warrant Holders of Camerlin Group Berhad

Dear Sir/Madam

## **NOTICE TO WARRANT HOLDERS IN RELATION TO THE EXPIRY AND FINAL EXERCISE OF THE WARRANTS 1997/2007**

**NOTICE IS HEREBY GIVEN THAT** pursuant to the conditions stipulated in the Deed Poll governing the terms and conditions of the Warrants 1997/2007, the Subscription Rights of the Warrants 1997/2007 will expire at 5.00 p.m. on Wednesday, 25 July 2007 ("Expiry Date"). Accordingly, all Warrant Holders intending to exercise their Warrants 1997/2007 are advised to submit the documents referred to in Section 4 of this Notice, to the Registrar of CGB no later than 5.00 p.m. on the Expiry Date.

The total number of Warrants 1997/2007 outstanding as at 15 June 2007 (being the latest practicable date prior to printing of this Notice) is 33,274,628.

**WARRANT HOLDERS SHOULD NOTE THAT WARRANTS 1997/2007 NOT EXERCISED BY 5.00 P.M. ON THE EXPIRY DATE WILL LAPSE AND BECOME NULL AND VOID AND CEASE TO BE EXERCISABLE THEREAFTER. ACCORDINGLY, THE WARRANTS 1997/2007 WILL BE REMOVED FROM THE OFFICIAL LIST OF BURSA SECURITIES WITH EFFECT FROM 9.00 A.M. ON THURSDAY, 26 JULY 2007.**

**Warrant Holders are therefore advised to read carefully the procedures set out below:-**

### **1. SUSPENSION OF TRADING AND LAST DAY FOR TRADING**

Trading of Warrants 1997/2007 on Bursa Securities will be suspended with effect from 9.00 a.m. on Tuesday, 10 July 2007 up to the Expiry Date. Hence, the last day and time for trading of the Warrants 1997/2007 will be on Monday, 9 July 2007 at 5.00 p.m.

## 2. EXERCISE PRICE

The Exercise Price of Warrants 1997/2007 is RM1.90 for each new Share. Accordingly, if you exercise 100 Warrants 1997/2007 into 100 new Shares, the Exercise Price shall be RM190.00.

## 3. PAYMENT OF EXERCISE PRICE

Remittance must be made in full for the Exercise Price, payable in Ringgit Malaysia by banker's draft or cashier's order drawn on a bank operating in Malaysia or money order or postal order issued by a Post Office in Malaysia, made out in favour of "CGB WARRANTS PROCEED ACCOUNT" and crossed "A/C Payee Only" and endorsed on the reverse side with the name and address of the Warrant Holder.

## 4. EXERCISE OF SUBSCRIPTION RIGHTS

If you are a Warrant Holder and wish to exercise your Subscription Rights, you should before 5.00 p.m. on the Expiry Date:-

- (a) complete and execute the Subscription Form which is included in this Notice;
- (b) deliver to the Company's Registrar, Hong Leong Share Registration Services Sdn Bhd, at Level 5, Wisma Hong Leong, 18 Jalan Perak, 50450 Kuala Lumpur, the following documents:-
  - i) the duly executed Subscription Form;
  - ii) the remittance for the full Exercise Price; and
  - iii) a remittance of RM20.00 being processing fee for each Subscription Form submitted, made out in favour of "Hong Leong Share Registration Services Sdn Bhd".

The Company shall within eight (8) market days (or such other period as may be prescribed by Bursa Securities) after the date of receipt of the duly completed Subscription Form together with the requisite payment:-

- (a) issue and allot the new Shares pursuant to the exercise of the Warrants 1997/2007;
- (b) despatch the notices of allotment to the Warrant Holders; and
- (c) make an application to Bursa Securities for the quotation for and listing of such new Shares.

Pursuant to the Listing Requirements of Bursa Securities, 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 exercise of Warrants 1997/2007 will be credited into the CDS Accounts of the respective Warrant Holders.

The new Shares to be issued pursuant to the exercise of Warrants 1997/2007 shall, upon issue and allotment, rank *pari passu* in all respects with the existing CGB ordinary shares save that such new Shares shall not be entitled to any dividends, rights, allotments or distributions declared or distributed if the record date for such dividends, rights, allotment and/or distribution is before the subscription date.

**5. FURTHER NOTICE IN RELATION TO THE DEPOSITED WARRANTS 1997/2007**

Bursa Depository will not accept any request for the transfer of the Warrants 1997/2007 for the period commencing from 4.00 p.m. on Wednesday, 18 July 2007 up to the Expiry Date.

Warrant Holders shall qualify for entitlement to subscribe for new Shares in respect of the following:-

- (a) Warrants 1997/2007 transferred into the depositor's securities account before 4.00 p.m. on Wednesday, 18 July 2007; or
- (b) Warrants 1997/2007 bought on Bursa Securities on or before Monday, 9 July 2007 (being the last day for trading of the Warrants 1997/2007).

All unexercised Warrants 1997/2007 remaining in a depositor's securities account as at the Expiry Date will be debited from the respective depositors' securities accounts on Thursday, 26 July 2007.

**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  
Fascimile No. : 603-2164 3703

Yours faithfully  
For and on behalf of the Board

QUEK KON SEAN  
Director

**THE ADJUSTED NEW SUBSCRIPTION PRICE IS RM1.90.**  
 Arising from the Renounceable Rights Issue of RM1.00 Nominal Value of Irredeemable Convertible Unsecured Loan Stocks 2002/2007 for every Two (2) existing ordinary shares (1 for 2), the Subscription Price had been adjusted from RM2.00 to RM1.90 with effect from 4 June 2002 in accordance with the Conditions of the Deed Poll.



**Camerlin Group Berhad** (3623-D)  
 A Member of the Hong Leong Group Malaysia  
 (Incorporated in Malaysia)

MATURITY DATE

25 JULY 2007

**WARRANTS 1997/2007**

SUBSCRIPTION PERIOD

25 JULY 1997 TO 25 JULY 2007

**SUBSCRIPTION FORM**

*(To be executed and lodged with the Registrar for the exercise of Subscription Rights to subscribe for New Shares in Camerlin Group Berhad by the holders of Warrants forming part of an issue of 59,162,371 Warrants)*

**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** ("CGB" OR THE "COMPANY")

I/We, the undersigned, being the holder of the undermentioned Warrants hereby irrevocably elect, upon and subject to the Conditions set out in the Deed Poll dated 25 July 1997 and Supplemental Deed Poll dated 23 June 1999 executed by the Company constituting the issue of the Warrants, to exercise the Subscription Rights by debiting the quantity of Warrants from my/our CDS Account(s) specified in column (A) of the table below and crediting the quantity of New Shares into my/our CDS Account(s) specified in column (B) of the table below.

I/We the undersigned:-

- (i) hereby confirm and declare that all information provided by me/us are true and correct;
- (ii) hereby confirm and declare that my/our particulars indicated above with an asterisk (\*) are identical with the information in the records of Bursa Malaysia Depository Sdn Bhd ("BMD") with regard to my/our CDS Account(s) and I/we further agree and confirm that in the event the aforesaid particulars differ from the information in BMD's records, the exercise of my/our rights hereunder may at your discretion be rejected;
- (iii) hereby irrevocably authorise you to instruct BMD to debit the quantity of Warrants specified in column (A) of the table below ("the Deposited Warrants") from my/our CDS Account(s);
- (iv) hereby confirm that the Deposited Warrants are or have been designated as "free securities" in my/our CDS Account(s);
- (v) hereby irrevocably authorise you to instruct BMD to credit the quantity of New Shares into my/our CDS Account(s) specified in column (B) of the table below and for the notice of allotment to be despatched to me/us at my/our own risk to the correspondence address mentioned above;
- (vi) hereby undertake that after the submission of this Subscription Form to the Company, I/we shall not trade, transfer or charge the Deposited Warrants, until the exercise is completed by the debiting of the Deposited Warrants from my/our CDS Account(s) or the exercise is rejected by the Company, whichever shall be applicable;
- (vii) hereby make payment in full for the New Shares which include payment of the Subscription Price of Ringgit Malaysia One and sen Ninety (RM1.90) only for each New Share subject to such adjustments of the Subscription Price or the number of New Shares issued as may for the time being be applicable in accordance with the Deed Poll and all other fees including stamp duty (if any) and any other payments required under the Securities Industry (Central Depositories) Act 1991 and the Rules of BMD in Ringgit Malaysia by banker's draft/cashier's order drawn on a bank in Malaysia or money/postal order issued by a post office in Malaysia amounting to RM \_\_\_\_\_ made in favour of "CGB WARRANTS PROCEED ACCOUNT", crossed "A/C Payee Only" and endorsed on the reverse side with the name and address of the holder of the Warrants;
- (viii) hereby agree to accept the New Shares allotted pursuant to my/our exercise of the Subscription Rights subject to the Memorandum and Articles of Association of the Company; and
- (ix) hereby undertake to fully indemnify and keep the Company indemnified against any claims, losses, damages, liabilities, costs and expenses including legal cost that may be suffered or incurred by the Company as a result of or arising from the Company acting in accordance with my/our authorisations and confirmations herein or from any breach of my/our undertakings herein.



