

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



國浩集團有限公司
Guoco Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 53)

**EXTENSION OF TIME FOR THE APPOINTMENT OF
AN INDEPENDENT NON-EXECUTIVE DIRECTOR AND
A BOARD AUDIT COMMITTEE MEMBER**

In view of the Privatisation Offer, the Company has applied for, and the Stock Exchange has granted, a waiver to the Company from strict compliance with Rules 3.10(1) and 3.21 of the Listing Rules on the respective minimum number of INEDs and BAC members and obtained an extension of time to 3 months after the close / lapse of the Privatisation Offer in the event that the Offeror is unable to / will not exercise the rights of compulsory acquisition under the Companies Act 1981 of Bermuda and the Company will maintain its listing status (i.e. no later than 30 November 2013).

As stated in the announcement issued by Guoco Group Limited (the "Company") dated 14 November 2012, following the retirement of Mr. Sat Pal Khattar, the respective number of independent non-executive directors ("INEDs") and members of the Board Audit Committee ("BAC") of the Company fell to two, which is below the minimum number of three required under Rules 3.10(1) and 3.21 of Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Pursuant to Rules 3.11 and 3.23 of the Listing Rules, the board of directors of the Company (the "Board") should appoint an INED and a BAC member within 3 months after falling below the requirements (i.e. on or before 13 February 2013).

Referring to the joint announcement made by the Company and the Company's controlling shareholder, GuoLine Overseas Limited (the "Offeror") on 12 December 2012 regarding a voluntary unconditional cash offer by Standard Chartered Bank (Hong Kong) Limited on behalf of the Offeror to acquire all of the issued shares in share capital of the Company (other than those already held by the Offeror) (the "Privatisation Offer"), the listing status of the Company may be withdrawn after the close of the Privatisation Offer.

In view of the Privatisation Offer, the Company has applied for, and the Stock Exchange has granted, a waiver to the Company from strict compliance with Rules 3.10(1) and 3.21 of the Listing Rules on the respective minimum number of INEDs and BAC members and obtained an extension of time to 3 months after the close / lapse of the Privatisation Offer in the event that the Offeror is unable to / will not exercise the rights of compulsory acquisition under the Companies Act 1981 of Bermuda and the Company will maintain its listing status (i.e. no later than 30 November 2013).

There are currently two INEDs (namely, Mr. Volker Stoeckel and Mr. Roderic N. A. Sage) on the Company's Board of six directors, representing one third of the Board in compliance with Rule 3.10A of the Listing Rules.

As at the date of this announcement, the Board comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President, CEO; 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.

By order of the Board
Stella Lo Sze Man
Company Secretary

Hong Kong, 20 February 2013