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

**OVERSEAS REGULATORY ANNOUNCEMENT**

*(This overseas regulatory announcement is issued pursuant to Rule 13.10(B) 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 Group Limited currently 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.

6 March 2013

## The Rank Group Plc

### Agreement to acquire Gala Casinos for £179 million

On 12 May 2012 The Rank Group Plc (“**Rank**”) announced that it had conditionally agreed to acquire Gala Casinos Limited (“**GCL**”) from Gala Coral Group Limited (“**Gala Coral**”). That conditional agreement (the “**Original Agreement**”) envisaged Rank purchasing 23 casinos and three non-operating casino licences (the “**Proposed Acquisition**”). The Original Agreement anticipated the possibility of the Office of Fair Trading (“**OFT**”) requiring a limited number of casinos to be excluded from the Proposed Acquisition. Rank shareholder approval for the Proposed Acquisition was obtained at a general meeting of Rank held on 26 July 2012.

On 20 August 2012 the OFT referred the Proposed Acquisition to the Competition Commission for an in-depth merger review and, as a result, the Original Agreement lapsed. On 19 February 2013, the Competition Commission published its final report following its review of the Proposed Acquisition.

Rank is pleased to announce that it has now agreed terms with Gala Coral for the purchase of 19 of the 23 casinos originally comprised within the Original Agreement, as well as the three non-operating licences also comprised within the Original Agreement (subject to agreeing in the next few weeks appropriate remedy undertakings with the Competition Commission in relation to the four casinos to be retained by Gala Coral and Rank’s non-operating licence in Edinburgh, and the disposal of that non-operating licence to a purchaser approved by the Competition Commission).

Rank (through its subsidiary, Rank Group Gaming Division Limited) and Gala Coral have entered into a revised conditional agreement for the acquisition of Gala Casino 1 Limited (“**Gala Casinos**”) (which owns the assets to be acquired by Rank) for a total cash consideration of £179 million (the “**Amended Acquisition**”). The consideration will be subject to customary adjustments for, among other things, the amount of cash, debt and working capital in Gala Casinos at completion of the Amended Acquisition.

Gala Coral’s casinos in Aberdeen, Bristol, Cardiff, Stockton-on-Tees and Gibraltar, its non-operating licences for the City of Westminster (London) and Dundee, its branded online casino activities and all of the central management functions previously associated with Gala Coral’s casino business are not included in the scope of the Amended Acquisition.

The previous strategy for the acquisition of Gala Casinos remains the driver for the Amended Acquisition. Acquiring the Gala Casinos business presents a significant opportunity for Rank to continue to deliver sustainable value to its shareholders through the development of its successful casino portfolio:

- Creates the largest casino operator in Great Britain by number of casinos with 54 operating venues and 12 non-operating licences
  - Strongly positioned to capture the long-term growth opportunities presented by the British casino sector
  - Significant opportunity to deploy Rank's proven management expertise across an enlarged portfolio
- Accelerates Rank's programme of estate expansion in Grosvenor Casinos
  - Rebranding of Gala casinos extends Grosvenor brand into 11 new cities
  - Roll-out of the proven 'G Casino' format to eight Gala casino locations. The 'G Casino' roll-out has historically generated over 20% year two cash on cash returns
- Expected to be earnings enhancing for Rank in the first full financial year

Rank's anticipated investment in the acquired estate following the Amended Acquisition includes approximately £25 million over two years to roll-out the 'G Casino' format to eight Gala casino locations and to upgrade the Gala Casinos' estate, including implementing consistent branding and IT systems. This would be in addition to Rank's existing investment plan.

The Amended Acquisition, which is expected to be completed in the second quarter of the 2013 calendar year, is conditional, amongst other things, upon the Competition Commission having formally accepted undertakings from Rank and Gala Coral, Rank disposing of its non-operational licence in Edinburgh to a purchaser approved by the Competition Commission, Rank having in place third party financing and Gala Coral being in receipt of certain lender consents.

The sale and purchase agreement entered into for the purpose of the Amended Acquisition (the "**Acquisition Agreement**") contemplates the transfer of approximately 2,220 Gala Casinos' employees to the Rank Group.

Rank and Gala Coral will enter into transitional services arrangements pursuant to which Gala Coral will provide certain services for a limited time period following completion to facilitate a smooth transfer of the business.

The Acquisition Agreement contains representations and warranties given to Rank by Gala Coral which are customary for a transaction of this nature.

Rank will finance the Amended Acquisition along with its related costs and expenses with new bank facilities to be agreed together with its existing bank facilities.

Commenting on the transaction, Ian Burke, chairman and chief executive of Rank said:

“This acquisition enables us to capitalise on our proven record of operational excellence in the British casino sector and is expected to be earnings enhancing in the first full year of ownership. By rolling out the ‘G Casino’ format into the Gala estate and expanding the Grosvenor Casino brand into 11 new cities, we will accelerate the growing awareness of the brand and support the development of a multi-channel gaming business.”

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Certain statements in this announcement are forward-looking statements. By their nature, forward-looking statements involve a number of risks, uncertainties or assumptions that could cause actual results or events to differ materially from those expressed or implied by the forward-looking statements. These risks, uncertainties or assumptions could adversely affect the outcome and financial effects of the plans and events described herein. Forward-looking statements contained in this announcement regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. You should not place undue reliance on forward-looking statements, which speak only as of the date of this announcement. Except as required by law, Rank is under no obligation to update or keep current the forward-looking statements contained in this announcement or to correct any inaccuracies which may become apparent in such forward-looking statements.

No statement in this announcement is intended to be a profit forecast and no statement in this announcement should be interpreted to mean that earnings per Rank ordinary share for the current or future financial years would necessarily match or exceed the historical published earnings per Rank ordinary share. Prices and values of, and income from, shares may go down as well as up and an investor may not get back the amount invested. It should be noted that past performance is no guide to future performance. Persons needing advice should consult an independent financial adviser. Any statement to the effect that the Amended Acquisition is expected to be earnings enhancing for Rank should not be interpreted to mean that earnings per Rank ordinary share in the first full financial year following the Amended Acquisition, nor in any subsequent period, will necessarily match or be greater than those for a preceding financial year.