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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 13.09(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 Group Limited currently comprises Mr. Quek Leng Chan as Executive Chairman; Mr. Kwek Leng Hai as President, CEO; Mr. Tan Lim Heng and Mr. Ding Wai Chuen as executive directors; Mr. Kwek Leng San as non-executive director and Mr. Sat Pal Khattar, Mr. Volker Stoeckel and Mr. Roderic N. A. Sage as independent non-executive directors.

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#### FOR IMMEDIATE RELEASE

15 July 2011

# All Global Investments Limited ("AGIL")

# Mandatory Cash Offer for The Rank Group Plc ("Rank")

#### **Closing of Offer**

#### **Update on Acceptance and Withdrawal Levels**

As at 1.00 p.m. on 15 July 2011, AGIL had received valid acceptances from Rank Shareholders in respect of 204,564,907 Rank Shares (52.37 per cent. of Rank's existing issued share capital) and withdrawals from Rank Shareholders in respect of 73,049,878 Rank Shares (18.70 per cent. of Rank's existing issued share capital).

Accordingly, after taking into account the withdrawals, the total number of Rank Shares owned by members of the Guoco Group and in respect of which AGIL had received valid acceptances was 291,001,931 Rank Shares, representing, in aggregate, approximately 74.50 per cent. of Rank's existing issued share capital.

None of the acceptances or withdrawals received were from persons acting in concert with AGIL or were in respect of Rank Shares which were subject to an irrevocable commitment or a letter of intent procured by AGIL or any person acting in concert with it (no such irrevocable commitment or letter of intent having been procured).

### Offer Closed

Since by 1.00 p.m. on 15 July 2011 AGIL had received acceptances of the Offer (after taking into account withdrawals received up to that time), which, together with Rank Shares already owned by the Guoco Group, represented less than 75% of Rank's issued share capital, the Offer is now closed.

Guoco has consistently made clear its intention that Rank should continue to be a listed company following the Offer and has always maintained that Rank is well-positioned for future growth. Guoco is pleased that so many of Rank's shareholders have continued to support the Company and looks forward to continuing to work with Rank and its executive management team to build on Rank's success to date.

Capitalised terms used but not defined in this announcement shall have the meaning given to them in the Offer Document.

#### **Enquiries**

# **Evercore Partners International LLP**

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This announcement is for information purposes only and is not intended to and does not constitute, or form part of, an offer to sell or invitation to purchase or the solicitation of an offer to subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise, nor will there be any purchase or transfer of the securities referred to in this announcement in any jurisdiction in contravention of applicable law or regulation.

Evercore Partners International LLP, which is authorised and regulated in the United Kingdom by the Financial Services Authority, is acting exclusively for Guoco and AGIL and no-one else in relation to the Offer and will not be responsible to anyone other than Guoco or AGIL for providing the protections afforded to the customers of Evercore Partners International LLP or for providing advice in relation to the Offer or in relation to the contents of this announcement or any transaction or arrangement referred to herein.

To the extent permitted by applicable law, in accordance with, and to the extent permitted by, the Code and normal UK market practice, Guoco or its nominees or brokers (acting as agents) or their respective affiliates may from time to time make certain purchases of, or arrangements to purchase, Rank Shares, other than pursuant to the Offer, before or during the period in which the Offer remains open for acceptance. These purchases may occur either in the open market at prevailing prices or in private transactions at negotiated prices. Such purchases, or arrangements to purchase, will comply with all applicable UK rules, including the Code and the rules of the London Stock Exchange to the extent applicable. In addition, in accordance with, and to the extent permitted by, the Code and normal UK market practice, Evercore Partners International LLP and its affiliates may engage in purchasing activities consistent with their respective normal and usual practice and applicable law. Any information about such purchases will be disclosed on a next day basis to the Panel on Takeovers and Mergers and will be available from any Regulatory Information Service, including the Regulatory News Service on the London Stock Exchange website, www.londonstockexchange.com.

The distribution of this document in jurisdictions other than the United Kingdom may be restricted by the laws of those jurisdictions and therefore persons into whose possession this document comes should inform themselves about and observe any such restrictions. Failure to comply with any such restrictions may constitute a violation of the securities laws of any such jurisdiction.

The availability of the Offer to Rank Shareholders who are not resident in the United Kingdom may be affected by the laws of the relevant jurisdictions in which they are located or of which they are citizens. Such persons should inform themselves of, and observe, any applicable legal or regulatory requirements of those jurisdictions. In particular, the Offer is not, unless decided otherwise by AGIL, being made in or into or from, and is not capable of acceptance in or from, any Restricted Jurisdiction. Further details in relation to overseas Rank Shareholders are contained in the Offer Document.

The Offer is not intended to be made, directly or indirectly, in, into or from any Restricted Jurisdiction and the Offer is not capable of acceptance from or within any Restricted Jurisdiction. Accordingly, copies of this announcement are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction and persons receiving this announcement (including custodians, nominees and trustees) must not mail or otherwise distribute or send it in, into or from any Restricted Jurisdiction, as doing so may invalidate any purported acceptance of the Offer.

This announcement has been prepared for the purpose of complying with English law and the Code and the information disclosed may not be the same as that which would have been disclosed if this announcement had been prepared in accordance with the laws of jurisdictions outside the UK.

#### **Publication on Guoco website**

In accordance with Rule 19.11 of the Code, a copy of this announcement will be available at www.guoco.com by no later than 12 noon on 18 July 2011.